



Astra Wealth Partners LLC

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Form ADV Part 2A Disclosure Brochure

Item 1 – Cover Page

This Brochure provides information about the qualifications and business practices of Astra Wealth Partners LLC (AWP). If you have any questions about the contents of this brochure, please contact us at (800) 805-8740 or by email at compliance@astrawp.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

AWP is a registered investment adviser. AWP may refer to itself as a “Registered Investment Adviser” throughout this brochure and in other communications. Registration does not imply any level of skill or training.

Additional information about AWP is also available on the SEC’s website at www.adviserinfo.sec.gov, by conducting a Firm search using our CRD No. 321136.

July 27, 2022

Item 2 - Material Changes

We are required to provide you with a copy of this Brochure when we enter into an advisory agreement with you. In addition, we are required to update this Brochure when material changes occur. On an annual basis, within 120 days of our December 31 fiscal year end, we will provide you with a summary of the material changes made to the Brochure since the last annual update, with instructions on how to obtain a copy of updated Brochure. In the alternative, we may choose to provide you with a complete copy of our updated Brochure.

Since our initial Brochure dated April 28, 2022, we have not made any material changes. However, we have made minor editorial changes for clarification. Our application for registration with the United States Securities and Exchange Commission was approved in May 2022.

You may request a current copy of our Brochure at any time without charge by contacting us at (800) 805-8740 or by email at compliance@astrawp.com. You may also obtain a copy of our Brochure, as well as additional information regarding our firm, on the SEC's website at www.adviserinfo.sec.gov, by conducting a Firm search using our CRD No. 321136.

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Item 4 – Advisory Business

Firm Information

Astra Wealth Partners LLC (AWP) is a registered investment adviser registered with the United States Securities and Exchange Commission (SEC) effective May 2022. AWP was founded in March 2022. The firm's principal owners are Kevin Peacock and Michael Schupak.

As of the date of this initial Brochure, Kevin Peacock is currently the principal and investment adviser representative of Astra Capital Management LLC (doing business as Astra Strategic Wealth), CRD No. 282116, and Michael Schupak is currently the principal and investment adviser representative of Schupak Financial Advisors, LLC (doing business as Schupak Financial Advisors), CRD No. 277106. Mr. Peacock and Mr. Schupak intend to transition their respective existing clients of Astra Strategic Wealth and Schupak Financial Advisors to the newly-formed AWP, and to wind-down the activities of their existing businesses once all clients have transitioned.

As a registered investment adviser, AWP is a fiduciary, and as such we are obligated by law to place our clients' interests before our own. We embrace this responsibility. We are committed to eliminating or mitigating conflicts of interest that could affect our independence, objectivity, or loyalty to our clients.

Wealth Management Services

Wealth Management Services is our firm's core offering. This is a comprehensive offering that includes both Portfolio Management Services and Financial Planning Services as described below

Portfolio Management Services

Portfolio Management Services are offered as part of our comprehensive Wealth Management Services, or may be offered as a separate service.

AWP manages individually tailored investment portfolios. We provide continuous investment advice upon our clients' investment portfolio based on the individual needs of the client. Through personal discussions and review of our clients' personal financial circumstances we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. We may also review and discuss prior investment history as well as family composition and background. With this information we assist our clients in establishing their financial goals and investment objectives. AWP then develops a personal investment profile or an investment plan for the client that includes stated investment objectives and an asset allocation target. AWP will create and manage the client's investment portfolio based on that plan and allocation target. Tax consequences are also considered. We typically will

recommend mutual funds, exchange-traded funds (ETFs), stocks and bonds for our clients' investment portfolios, but may also recommend annuities, hedge funds, private placements, or other investment vehicles when appropriate based on a client's circumstances. See Item 8 for additional information on our portfolio management practices.

Clients may request reasonable restrictions on investing in certain securities, types of securities, or industry sectors. We will make a reasonable attempt to honor any reasonable restrictions that client's request, but in the case of pooled investment vehicles such as mutual funds or ETFs where underlying holdings change frequently, we cannot guarantee that restrictions will always be enforced. In addition, such restrictions may cause us to deviate from the investment decisions we would otherwise make in managing a client's account. In some cases, we may not be able to accommodate restrictions if they do not allow us to manage a client's portfolio in a prudent manner.

Outside Managers

We may recommend clients use, when appropriate, third-party money managers ("Outside Managers") for certain portfolio management services. We may also recommend Outside Managers for certain investment strategies. We assist the client in selecting an appropriate allocation model, interacting with the Outside Manager, and will continuously assess the Outside Manager to ensure maintaining the investment account with the Outside Manager remains appropriate.

Our review process and analysis of Outside Managers is discussed further in Item 8 below. Clients may impose reasonable restrictions upon certain securities or types of securities purchased in this account as well.

Financial Planning Services

Financial Planning Services are offered as part of our comprehensive Wealth Management Services, or may be offered as a separate service.

Financial Planning engagements may include, but are not limited to, the following areas:

- Investments
- Retirement Planning
- Insurance
- Tax Planning
- Estate Planning
- Stock Options Planning
- Goal Creation and Prioritization
- Small Business Advisory Services
- Wealth Transfer Planning
- Education Funding
- Employee Benefit Maximization
- Social Security Maximization
- Major Purchase Planning
- Windfall or Inheritance Planning

Our services are customized based on each client's individual needs, so not all clients will receive advice on all topics listed above. Ongoing monitoring and follow-up meetings depend on each client's individual situation. With this service we assist our clients in developing a strategic plan to accomplish the goals they wish to achieve, and update as needed.

Financial Consulting Services:

On rare occasions, AWP may provide financial consulting services pursuant to a one-time, project-based engagement, focusing on just one or two financial objectives. This service will focus only on the specific area(s) requested by the client. Clients should be aware that their overall situation or needs may not be fully addressed due to the scope of the project and established limitations. With this service, AWP does not provide any updates, ongoing monitoring, or other assistance with implementing recommendations.

Employee Benefit Plan Services

Our firm provides employee benefit plan services to employer plan sponsors on an ongoing basis. Generally, such services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment options, plan structure, and participant education.

We can assist the plan sponsor in selecting a discretionary investment manager as described under Section 3(38) of the Employee Retirement Income Security Act ("ERISA") to manage the plan assets. We will provide plan sponsors and participants with financial education and administrative assistance. In doing so, we are acting as a fiduciary to the plan, but we do not have discretion over plan assets.

In providing employee benefit plan services, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITs), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, "Excluded Assets").

Sub-Advisory Services

AWP enters into sub-advisory engagements with other registered investment adviser (RIA) firms. Under these engagements, the RIA firms direct AWP to construct and manage individually tailored investment portfolios for the RIA firms' clients. The RIA firms are responsible for determining their clients' financial circumstances and investment needs, and for developing an appropriate investment plan for their clients. The RIA firms have the discretion to engage AWP as an investment manager for their clients' accounts. AWP

provides discretionary management of these clients' accounts on an ongoing basis, according to the investment plan determined by the RIA firm.

Tax Preparation

AWP clients may elect to receive tax return preparation and tax consulting services. These services may be provided by Astra Tax Partners LLC, separately owned by Michael Schupak and Kevin Peacock, or by or an unrelated third-party tax service provider. At its discretion, AWP may elect to pay the cost of these services on a client's behalf, based upon the client's relationship with AWP.

Assets Under Management

AWP is newly formed and does not currently have assets under management.

As mentioned above, existing clients of Astra Strategic Wealth and Schupak Financial Advisors will be transitioned to become clients of AWP upon approval of AWP's registration. As of December 31, 2021, Astra Strategic Wealth had \$75,879,116 in discretionary assets under management, and \$703,001 in non-discretionary assets under management. As of December 31, 2021, Schupak Financial Advisors had \$25,826,039 in discretionary assets under management, and \$8,709,418 in non-discretionary assets under management. Therefore, AWP anticipates having regulatory assets under management in excess of \$100 million within 120 days of registration under the exemption provided in Rule 203A-2(c).

Wrap Fee Programs

A wrap fee is a fee that covers investment advice and transaction fees versus paying for these costs separately. AWP does not participate in a wrap fee program. All fees and their types will be discussed with the client at the time of engagement.

Important Information Regarding Retirement Accounts

When we provide advice to clients regarding rolling over assets from an employer-sponsored qualified retirement plan ("QRP") or an existing individual retirement account ("IRA"), we are required to comply with certain Impartial Conduct Standards outlined by the Department of Labor ("DOL"). These Impartial Conduct Standards include:

- **Best Interest.** We are fiduciaries under the Investment Advisers Act of 1940, as amended. We are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act (ERISA) and/or the Internal Revenue Code (IRC), as applicable, which are laws governing retirement accounts. We are required to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests.

- **Reasonable Compensation.** Because we receive compensation for the management of your investment assets, there is an inherent conflict of interest if we recommend that you transfer assets to an account under our management. The fees for our services must be reasonable and not excessive. Compensation must be judged in the context of the services provided; therefore, higher compensation may be reasonable for more comprehensive and detailed services.
- **No Misleading Statements.** We are prohibited from making misleading statements regarding investment transactions, compensation, and conflicts of interest.

Clients should be aware that they have options regarding retirement account rollovers. Existing clients or new clients leaving an employer typically have four (4) options regarding assets in an existing retirement plan. They may:

- roll over the assets to the new employer's plan, if available, and rollovers are permitted;
- leave the assets in the former employer's plan, if permitted;
- roll over the assets to an Individual Retirement Account ("IRA"); or
- cash out the account value (tax consequences generally apply).

If our firm recommends that a client roll over retirement assets into an account that we will manage, such a recommendation creates a conflict of interest because our firm will earn fees as a result of the rollover. As a fiduciary, we mitigate this conflict of interest by disclosing it and ensuring that a recommendation to roll over retirement savings is in a client's best interest.

No client is under any obligation to roll over retirement savings to an account managed by our firm.

Item 5 – Fees and Compensation

In consideration for our advisory services, we receive compensation as described below. In our sole discretion, we may offer fee discounts or waivers. In no event will we collect fees in excess of \$1,200 six months or more in advance.

Wealth Management Services

For our Wealth Management Services, we charge our clients a fee based on the amount of assets held in client accounts we manage, or we charge on a fixed-fee basis, as more fully described below. All fee arrangements and terms are detailed in each client's advisory agreement.

Asset-Based Fee

An asset-based fee is an annual percentage fee (up to 1% and may be tiered) that will be determined by the reporting period ending value of your account (e.g., the last market day of the quarter), including any cash or cash equivalents. We bill quarterly in arrears (meaning after services have been rendered). Advisory fees for partial quarters will be prorated based on the remaining days in the reporting period in which our firm services the account. In addition, fees will be adjusted for cash inflows and outflows (i.e., deposits or withdrawals of cash and receipts or transfers of securities) that occur during the quarter, prorated by the number of days the assets were in the account during the quarter.

All fee arrangements and terms are detailed in the investment advisory agreement we execute with our clients. In this agreement we obtain authorization from you to deduct our fees directly from your investment account(s). Clients will open their investment accounts with a qualified broker-dealer and/or custodian. In the account opening documentation clients also authorize the custodian to accept instruction from AWP (when and amount) to deduct our fees from the client's account(s). The custodian will deliver to the client an account statement at least quarterly, reflecting deduction of the fee.

Clients may access their accounts at any time through the custodian's on-line portal to review the activity in their account(s) and the fees deducted.

Fees are negotiable considering factors such as the client's financial situation and circumstances, the amount of assets under management, and the complexity of the services provided.

For the benefit of discounting your asset-based fee, at our discretion, we may aggregate accounts for the same individual or two or more accounts within the same family, or where we feel it is reasonable and or necessary.

Fixed-Fee

When a fixed-fee is agreed upon, the annual fee will be determined at the time the initial advisory agreement is executed. The fee for the first year of services will be pro-rated by the number of days remaining in the year. Fees are divided and billed into equal quarterly payments and are due in arrears at the end of each quarter. Annual fixed-fees are determined based on the amount of the client's assets, the complexity of the client's financial situation and the estimated amount of time that will be needed throughout the year.

The annual fixed fee may be periodically adjusted, based on changes in the client's assets under management or financial circumstances, as outlined in the client's advisory agreement.

All fee arrangements and terms are detailed in the advisory agreement we execute with our clients. In this agreement we obtain authorization from you to deduct our fees directly from your investment account(s). Clients will open their investment accounts with a qualified broker-dealer and/or custodian. In the account opening documentation clients also authorize the custodian to accept instruction from AWP (when and amount) to deduct our fees from the client's account(s). The custodian will deliver to the client an account statement at least quarterly, reflecting deduction of the fee.

Clients may access their accounts at any time through the custodian's on-line portal to review the activity in their account(s) and the fees deducted.

Fees may be negotiable in some instances based upon the level of assets to be managed, complexity of the investment strategy, and services rendered.

Outside Managers

If we recommend a client use an Outside Manager, the Outside Manager will also assess an annual asset management fee based upon the amount of assets placed with the manager. This fee will be above and in addition to the fee AWP charges. All fees and their types will be discussed with the client at the time an Outside Manager is recommended.

Portfolio Management Fees

When provided as a separate service, the fee for our Portfolio Management Services is either a fee based on the amount of assets held in client accounts we manage, or a fixed fee basis, as described under Wealth Management Services above. All fee arrangements and terms are detailed in each client's advisory agreement.

Financial Planning Services Fees

When provided as a separate service, the fee for our Financial Planning Services is a fixed annual fee determined at the time the initial advisory agreement is executed. The fee determined and negotiated is based on the complexity of the client's financial situation, and the estimated amount of time necessary to provide the services throughout the year.

The annual fee is prorated and billed in equal quarterly installments. Fees are not charged in advance. The fee is due and payable at the beginning of the quarter for services provided in the previous quarter. The first quarter's fees are prorated based on the remaining days in the quarter.

The annual fee may be periodically adjusted, based on changes in the client's financial circumstances, as outlined in the client's advisory agreement.

At the discretion of AWP, clients may elect to pay financial planning fees with a credit card through a third-party payment processor that is unrelated to AWP or through the custodian where investments are held.

Financial Consulting Services Fees

For one-time, project-based financial consulting services, we charge up to \$500 per hour, billed in 15-minute increments. Prior to entering into an advisory agreement, we will provide an estimate of the cost of your project. The estimated fee will be based upon the size and scope of the project and the estimated time to complete. At our discretion, we may require a deposit of one-half of the quoted fee, due upon execution of the advisory agreement with the remaining amount due payable upon delivery of our analysis and recommendations.

At the discretion of AWP, clients may elect to pay financial consulting fees with a credit card through a third-party payment processor that is unrelated to AWP or through the custodian where investments are held.

Employee Benefit Plan Services Fees

AWP will be compensated for Employee Benefit Plan services according to the value of plan assets, not to exceed 0.50% of total plan assets. This does not include fees to other parties, such as Recordkeepers, Custodians, or Third-Party-Administrators. Fees for this service are either paid directly by the plan sponsor or deducted directly from the plan assets by the Custodian on a quarterly basis, and remitted to AWP. Specific fee provisions, including termination provisions, are included in the advisory agreement with the Plan Sponsor.

Sub-Advisory Services Fees

For our Sub-Advisory Services, we receive an asset-based fee (up to 1%), negotiated on an individual basis between AWP and the RIA firm. This fee is billed quarterly in arrears (meaning after services have been rendered).

Additional Fees Clients May Incur

Clients will incur transaction fees or commissions from the broker-dealer through which the investments are purchased and sold. Mutual funds and exchange-traded funds (ETFs) also charge annual management fees. AWP does not retain any portion of these fees. The broker-dealer or investment company retains these fees. Clients may also incur, depending upon the type of investments held, as well as the broker-dealer or custodian, annual account maintenance fees, margin interest, alternative investment custody fee, short-selling expenses, among other expenses. These fees are paid directly from the client's account.

Termination

Either the client or AWP may terminate the advisory agreement with thirty days written notice to the other party. If the agreement is terminated, the fee due and payable will be prorated to the written notice date. Upon termination, we will instruct the custodian to debit all outstanding unpaid fees. Because we typically collect fees in arrears, no refunds are given upon termination. In the rare instance that fees are collected in advance, any unearned fees will be refunded upon termination.

Other Compensation Arrangements

We are not compensated with commissions, sales loads, or services fees for the sale of securities or other investment products.

Item 6 – Performance-Based Fees and Side-By-Side Management

Performance-based fees are based on a negotiated share of the capital appreciation of a client's account and are charged in addition to AWP's investment advisory fees. AWP is not compensated with performance-based fees.

Item 7 – Types of Clients

We provide portfolio investment management, financial planning services, and financial consulting services to individuals, high net worth individuals (defined as having a net worth of \$2.2 million, excluding primary residence, or at least \$1.1 million invested with the adviser), employer sponsored retirement plans, corporations or other businesses, and charities or foundations.

We do not impose a minimum account size or minimum amount of investable assets. However, we do impose a minimum annual fee. We reserve the right to waive or reduce this minimum annual fee at our discretion. Any minimum annual fee will be disclosed in the client's advisory agreement.

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

Investment Philosophy

Astra Wealth Partners investment philosophy emphasizes strategic allocation decisions informed by academic evidence, while never losing sight of the importance of global diversification, tax efficiency, and monitoring investment costs.

For equity investing, AWP will generally allocate portfolios across various asset classes and broad sectors of the market generally utilizing ETFs, open and closed-end mutual funds. In certain cases, AWP may recommend portfolios with individual equity holdings managed by

AWP or a sub-advisor recommended by AWP. AWP may also recommend annuities, hedge funds, private placements, or other investment vehicles when appropriate based on a client's circumstances

The portfolio we construct will consist of institutional and no-load mutual funds and/or exchange-traded funds (ETFs), individual stocks, individual bonds, options and other types of investments, as appropriate, to help achieve the client's investment goals. We may also retain securities clients bring to our management.

AWP's fixed income recommendations can include government obligations of the United States and foreign governments, brokered certificates of deposit, investment grade corporate bonds and high-quality municipal bonds. AWP may recommend fixed income investments that do not meet the above characteristics if our research concludes that the return profile is particularly attractive.

AWP may recommend alternative strategies, including but not limited to strategies that invest in real estate, private debt, and quantitative investment strategies that we believe have an attractive return profile or portfolio diversification benefit. AWP may also recommend options strategies and short positions if appropriate for an investor's risk tolerance and circumstances.

Method of Analysis Material Risks

AWP employs passive investing along with fundamental, technical, and quantitative analysis in developing its clients' investment strategies. We seek our research and analysis from numerous sources, including financial media companies, third-party research materials, internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

Depending on the client's established investment plan, the investments within a client portfolio may be held on a long-term (greater than one year) or short-term basis. Deposits, withdrawals, material market events, and rebalancing may lead to holding certain investments for a shorter period than initially targeted.

Passive investment management is characterized by low portfolio expenses (i.e., the funds inside the portfolio have low internal costs), minimal trading costs (due to infrequent trading activity), and relative tax efficiency (because the funds inside the portfolio are tax efficient and turnover inside the portfolio is minimal).

Fundamental analysis utilizes economic and business indicators as investment selection criteria. Generally, these criteria are ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria that indicate they are a strong investment with value, but currently

discounted by the market. While this type of analysis helps an investment adviser in evaluating a potential investment, it does not guarantee the investment will perform as expected. Assets meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The investment adviser monitors these economic indicators to determine if adjustments to strategic allocations are appropriate.

Quantitative Analysis is a business or financial analysis technique that seeks to understand behavior by using complex mathematical and statistical modeling, measurement, and research. By assigning a numerical value to variables, quantitative analysts try to replicate reality mathematically. Quantitative analysis can be done for many reasons such as measurement, performance evaluation, or valuation of a financial instrument. It can also be used to attempt to predict real world events such as changes in a share price.

Outside Managers

We may recommend Outside Managers (see Item 4. Advisory Business) in certain situations. Our analysis of Outside Managers involves the examination of the experience, expertise, investment philosophies, and past performance of the manager in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each client should understand and be willing to bear. Clients are encouraged to discuss these risks with AWP.

Because every client's situation is unique, certain factors should be considered in creating any investment plan and constructing the client's portfolio. These factors include the purpose of the portfolio, its size, specific funding sources, how and when a client plans to use the funds, and the degree of uncertainty or risk a client is willing to accept in pursuit of their objectives. AWP will assist clients in determining an appropriate strategy based on their risk tolerance and these other factors.

Risk in Employing AWP

It is important for our clients to understand that our investment philosophy and strategies may not work as intended, despite our best efforts to execute the established investment plan. There is no guarantee that a client will meet their investment goals.

Along with the risk of loss of principal, there are several significant risks investment portfolios are subject to. These risks include, but are not limited to:

Inflation Risk: Inflation may erode the buying-power of your investment portfolio, even if the dollar value of your investments remains the same.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Interest Rate Risk: Bond prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true, bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Limited markets: Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions we may be unable to sell or liquidate investments at prices we consider reasonable or favorable or find buyers at any price.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Geopolitical Risk: The risk of financial and market loss because of political decisions or disruptions in a particular country or region.

Apart from the general risks outlined above which apply to all types of investments, specific securities may have additional risks.

Individual Equity Securities: There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). Basically, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to, the class of stock (for example, preferred or common), the health of the market sector of the issuing company and, the overall health of the economy.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which increases the risk of capital loss.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. All mutual funds have fees and expenses, such as transaction costs and investment adviser fees, that lower investment returns. There are many types of mutual funds such as fixed income, equity, balanced, index, sector, specialty (those that focus on specialized mandates such as real estate, commodities, socially responsible investing, etc.) and fund-of funds.

Depending upon the type of mutual fund invested in, all mutual funds will be subject to the general risks of investing noted above to some varying degree.

Mutual funds can be passively or actively managed. Passive management involves buying a portfolio of securities designed to track the performance of a benchmark index. The fund's holdings are only adjusted if there is an adjustment in the components of the index. With active management, the fund's portfolio manager buys and sells investments, attempting to outperform the return of the overall market or another identified benchmark. Actively managed mutual funds present "manager risk"; the risk the investment adviser may fail to execute the fund's investment strategy effectively resulting in the failure of the stated objectives.

Alternative Fund Risk: AWP may allocate some of our client's portfolio to Certain alternative funds (registered under the Investment Company Act of 1940). These funds use derivatives, options, futures and/or short sales strategies. Use of derivatives, options or futures by a fund may be to gain exposure to a particular asset group or for hedging or leverage purposes. The use of derivatives, options and futures exposes the funds to additional risks and transaction costs. In addition, if the fund uses leverage through activities such as entering into short sales or purchasing derivative instruments, there are additional risks, including losses exceeding the net assets of the fund. The net asset value of a fund while employing leverage will be more volatile and sensitive to market movements. Clients should carefully review the fund's prospectus to more fully understand the risk of funds using derivatives, options, futures and/or short sales strategies. Investments in these funds generally are not suitable for investors with a short-term investing horizon and/or who cannot bear the loss of some or all of the investment.

Interval Funds: Where appropriate, AWP may use certain funds structured as non-diversified, closed-end management investment companies, registered under the Investment Company Act of 1940 ("interval fund"). Typically, interval funds are not listed on any securities exchange and are not publicly traded. Thus, there is no secondary market for the fund's shares and the investment is illiquid. Interval funds place restrictions on withdrawals. During any time periods outside the specified repurchase offer window(s), investors will be unable to sell their shares of the interval fund. There is no assurance that an investor will be able to tender shares when or in the amount desired, and the fund can suspend or postpone repurchases. Additionally, in limited circumstances, an interval fund may have a limited amount of capacity and may not be able to fulfill all redemption requests.

Clients should carefully review the fund's prospectus to more fully understand the interval fund structure and the corresponding liquidity risks. Because these types of investments involve additional risk, these funds will only be recommended if consistent with a client's investment objectives, individual situation, suitability, risk tolerance, and liquidity needs.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). All ETFs have fees and expenses that lower investment returns. Much like mutual funds, ETFs can be of bond "fixed income" nature (lower risk) or stock "equity" nature (higher risk mentioned below). There are all types of ETFs, including balanced, sector or country specific, etc. ETFs can be indexed (passive investing) or actively managed.

Areas of concern include: the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance; an ETF may not track an index or benchmark as expected; an ETF's shares may trade at a market price that is above or below their net asset value; the ETF may employ an investment strategy that utilizes high leverage ratios; or trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts all trading in general.

Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed "electronic shares" not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

Option Trading: AWP may recommend implementing an options trading strategy. Option investing involves risk and is not suitable for all investors. Some option investing presents considerable and extensive risks, so much so, securities regulation requires investors acknowledge receipt and understanding of the Chicago Board of Options Exchanges' Characteristics and Risks of Standardized Options disclosure document prior to investing in options. Therefore, we have not summarized all of the risks of option investing here but specifically note the following:

- An option holder runs the risk of losing the entire amount paid for the option in a relatively short period of time. An option holder who neither sells his option in the secondary market nor exercises it prior to its expiration will necessarily lose the entire investment in the option.

- If the price of the underlying interest does not change in the anticipated direction before the option expires to an extent sufficient to cover the cost of the option, the investor may lose all or a significant part of his investment in the option.
- The writer (seller) of an uncovered call is in an extremely risky position and may incur large losses if the value of the underlying interest increases above the exercise price. The potential loss is unlimited for the writer (seller) of an uncovered call. The writer will have to purchase the underlying interest in order to satisfy the obligation of the call and the loss will be the excess of the purchase price over the exercise price of the call reduced by the premium received for selling the call.
- As with writing uncovered calls, the risk of writing put options is substantial. The writer of a put option bears a risk of loss if the value of the underlying interest declines below the exercise price, and such loss could be substantial if the decline is significant. A put writer must purchase the underlying interest at the exercise price, which could be substantially greater than the current market price of the underlying interest.

Corporate Bonds: Corporations borrow money from investors to invest in their businesses by issuing bonds. The issuer pays the investor periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values increase over time to face value at maturity. The market prices of debt securities fluctuate depending on current interest rates, credit quality of the issuer, and maturity length of the bond. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Municipal Bonds: The debt obligations issued to obtain funds for various public purposes, including the construction of public facilities are municipal bonds. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the return of a municipal bond to the after-tax return of other types of bonds, like corporate bonds. Investing in municipal bonds carries the same general risks as investing in bonds in general as described in Corporate Bonds above.

Outside Manager Risk: A risk of investing with an Outside Manager who has been successful in the past is, the manager may not be able to replicate that success in the future. In addition, we do not control the underlying investments in an Outside Manager's portfolio. There is also a risk the manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory, or reputational deficiencies.

Concentration Risk: Concentrated portfolios are an aggressive and highly volatile approach to trading and investing and should be viewed as complementary to a stable, highly predictable investment approach. Concentrated portfolios hold fewer different stocks than a diversified portfolio and are much more likely to experience sudden dramatic price swings. In addition, the rise or drop in price of any given holding in the portfolio is likely to have a larger impact on portfolio performance, than a more broadly diversified portfolio.

Private Placements: Private placements carry a substantial risk as they are subject to less regulation than publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

Item 9 – Disciplinary Information

AWP has no legal or disciplinary events to disclose. Additional information about AWP is also available on the SEC’s website at www.adviserinfo.sec.gov. AWP’s CRD number is 321136.

Item 10 – Other Financial Industry Activities and Affiliations

Michael Schupak and Kevin Peacock own and operate Astra Tax Partners, LLC. Astra Tax Partners, LLC provides tax preparation and consulting services to AWP investment advisory clients through this separate entity. AWP clients are not required to use Astra Tax Partners, LLC for tax return preparation or tax consulting services.

Our advisory firm and its management persons are not currently registered and do not have an application pending to register as a broker-dealer, futures commissions merchant, commodity trading pool operator, or commodity trading advisor, or an associated person of any such firm. Our advisory firm and its management do not have any other material relationship with entities in the financial industry which present a potential or actual conflict of interest.

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

Astra Wealth Partners, LLC holds itself to a fiduciary standard, which means the firm and its associates will act in good faith, and perform its services in a manner believed to be in the best interest of its clients. Our firm believes that our business methodologies, ethics rules, and adopted policies are designed to eliminate or at least minimize material conflicts of interest and to appropriately manage any remaining conflicts. Our firm will disclose to you any material conflict of interest relating to the firm, its representatives, or any of its employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

Code of Ethics

We have adopted a Code of Ethics that establishes policies for ethical conduct for our personnel. Our firm accepts the obligation not only to comply with applicable laws and regulations but also to act in an ethical and professionally responsible manner in all professional services and activities. Our Code of Ethics includes prohibitions against insider trading, circulation of industry rumors, and certain political contributions, among others. Our firm periodically reviews and amends its Code of Ethics to ensure that it remains current, and requires firm personnel to annually attest to their understanding of and adherence to the Code. We will make a copy of our Code to any client or prospective client upon request. We do not engage in principal or agency cross transactions.

Privacy Policy Statement

We respect the privacy of all clients and prospective clients, both past and present. It is recognized that you have entrusted our firm with non-public personal information and it is important that both access persons and customers are aware of firm policy concerning what may be done with that information.

The firm collects personal information about customers from the following sources:

- Information customers provide to complete their financial plan or investment recommendation;
- Information customers provide in advisory agreements and other documents completed in connection with the opening and maintenance of an account;
- Information customers provide verbally; and
- Information received from service providers, such as custodians, about customer transactions.

The firm does not disclose non-public personal information about our customers to anyone, except in the following circumstances:

- When required to provide services our customers have requested;
- When our customers have specifically authorized us to do so;
- When required during the course of a firm assessment (i.e., independent audit); or
- When permitted or required by law (i.e., periodic regulatory examination).

Within the firm, access to customer information is restricted to personnel that need to know that information. All firm personnel understands that all information handled in firm offices is confidential and personnel is instructed not to discuss customer information with third parties unless they are specifically authorized in writing by the customer to do so. This includes, for example, providing information about a spouse's IRA to the other spouse or to children about a parent's account. To ensure security and confidentiality, the firm maintains physical, electronic, and procedural safeguards to protect the privacy of customer information.

The firm will provide you with its privacy policy on an annual basis and at any time, in advance, if firm privacy policies regarding privacy are expected to change.

Firm Proprietary and Employee Trading Practices

AWP and its employees may buy or sell securities the same as, similar to, or different from, those we recommend to clients. Investing in securities clients also invest in presents a potential conflict of interest because AWP or its employees also want the value of those securities to rise to benefit our own accounts. To help mitigate this conflict of interest, AWP and its employees will typically execute personal securities transactions after client transactions, or may have personal securities transactions executed simultaneously with client transactions when participating in an aggregated (block) trade. See **Order Aggregation** below.

In an effort to reduce or eliminate conflicts of interest involving the firm or employee trading, we may restrict or prohibit certain transactions in our firm proprietary and employee accounts. Any exceptions or trading pre-clearance must be approved by our Chief Compliance Officer in advance. We also prepare and maintain the required firm and employee holdings and transaction reports as required per regulation.

Item 12 – Brokerage Practices Recommendation of Custodians

Factors Used to Select Custodians and/or Broker-Dealers

AWP does not have any affiliation with broker-dealers. Specific custodian recommendations are made to clients based on their need for such services. We recommend custodians based on the reputation and services provided by the firm.

We do not participate in any soft dollar arrangements, nor do we receive any referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

For discretionary managed accounts, we have established relationships with qualified custodians and will recommend that clients use one of these custodians to facilitate our management of their accounts. We execute client transactions directly with the qualified custodian that holds the client account. We do not allow clients to direct us to execute transactions through a specific broker-dealer. For non-discretionary accounts, clients may custody their assets at a custodian of their choice, and are responsible for executing transactions in their accounts.

The Custodians and Brokers We Use

AWP does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw advisory fees from your

account (see Item 15—Custody, below). Your assets will be maintained in an account with a broker-dealer acting as a “qualified custodian.”

Based on the services you need, we may recommend that you use one of several unaffiliated registered broker-dealers, member FINRA/SIPC, as the qualified custodian and broker for your accounts. We have established relationships with custodians that help facilitate our management of your accounts. These custodians include the following, though others may be added from time to time:

- Charles Schwab & Co., Inc.
- TD Ameritrade Institutional.
- TIAA-CREF Individual & Institutional Services, LLC, through the Advisor Services program.
- Interactive Brokers for Registered Investment Advisors.

These custodians will hold your assets in a separate brokerage account and will buy and sell securities when we and/or you instruct them to. Although we may recommend that you use a particular custodian, you have the discretion to decide whether to do so and will open your account directly with the custodian by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. If you do not wish to place your assets with one of the custodians with which we have an established relationship, we cannot manage your account for you on a discretionary basis.

Through our participation in the adviser programs offered by these custodians, we receive various benefits, provided without cost or at a discount, that may not be available to retail customers. These benefits include access to certain investment options; execution of securities transactions; custodial services; access to an electronic trading platform, including access to aggregated block trading; the ability to deduct our advisory fee from client accounts; access to client account data; receipt of duplicate trade confirmations and account statements; research related products and tools; pricing and market data; access to software, technology or services; attendance at educational conferences and events; consulting on technology, compliance or other business matters; access to industry publications. Some of these products and services may benefit you directly, while others may benefit us by assisting us in the administration of our business and the management of client accounts, including accounts held with other custodians.

The availability of these services may be contingent upon us committing a certain number of accounts or assets under management to the custodian, but do not depend on the number of brokerage transactions directed to the custodian. The receipt of these benefits from the custodians creates a potential conflict of interest as we may have an incentive to recommend that you maintain your account with a specific custodian. However, we strive to recommend the custodian that is most appropriate for you based on your individual needs.

Note that individual custodians establish their own trading policies and procedures that limit our ability to control, among other things, the timing of the execution of trades. Execution of trades may not be instant, and we are not able to control the specific time during a day that securities are bought or sold. Custodians will generally trade on the same business day as they receive instructions from you or from us. However, transactions will be subject to processing delays in certain circumstances (e.g., orders initiated on non-business days or after markets close). For specific trading policies of Outside Managers, please refer to their disclosure documents.

Best Execution

We recognize our obligation in seeking best execution for our clients; however, it is our belief that the determinative factor is not always the lowest possible cost but whether the selected custodian's transactions represent the best "qualitative execution" while taking into consideration the full range of services provided. Therefore, our firm will seek services involving competitive rates but it may not necessarily correlate into the lowest possible rate for each transaction. We have determined trading our clients' accounts through a preferred custodian is consistent with our firm's obligation to seek best execution of your trades. We regularly review and consider the overall quality and price of the services received from our preferred custodians in light of our duty to seek best execution.

Brokerage for Client Referrals.

AWP does not receive client referrals from any broker-dealer or custodian.

Client Directed Brokerage

AWP generally will not permit clients to direct brokerage to a broker-dealer other than TD Ameritrade or Schwab, however we realize some special circumstances may exist that we may try to accommodate. If so instructed by the client to execute trades through a particular broker-dealer other than TD Ameritrade or Schwab, it is important the client understand they may not receive the best execution available, may pay higher commissions, and may not be able to participate in aggregated trades (explained below).

Order Aggregation

Client orders executed through the same broker dealer may be aggregated to achieve best execution. The client will receive the average share price of all orders executed to fill the aggregated order. Individual transaction fees and commissions will not be affected. Clients will incur the same transaction fee or commission charge regardless if the order was aggregated or executed individually.

Trading directed by clients may not be aggregated simply because we may not be trading that same security in other accounts at that time.

Investment Opportunity Allocation

AWP generally allocates investment opportunities to accounts that may have cash available for investment, to accounts the investment is suitable for, and to accounts where the investment opportunity assists in achieving the target asset allocation.

In our investment actions we have no obligation (other than our obligation to deal fairly with all clients) to purchase or sell for a particular client account any security that we, our owners, representatives, or employees may purchase for ourselves or other clients.

Item 13 - Account Review

Frequency of Reviews

With our Portfolio Management Services, at least quarterly, the Investment Adviser Representative responsible for the relationship will review the performance of client accounts and the applied investment strategy to ensure it remains appropriate. Additional as-needed reviews may be conducted due to unusual or volatile performance, addition or deletions of client restrictions, excessive withdrawals, etc. Accounts may also be reviewed upon significant market, economic or political events. With our Financial Planning Services, ongoing monitoring and follow-up meetings depend on each client's individual situation.

Other Causes for Review

We also offer account reviews directly with a client on an as-requested basis. Clients may choose to receive reviews in person or by video-conference, telephone, or email.

During reviews, we focus on changes to a client's investment plan which may be driven due to a change in the client's investment objectives, general financial situation, tax considerations and significant cash deposits or withdrawals. We encourage our client to notify AWP immediately if changes occur in their personal financial situation that might adversely affect the investment plan.

Reports

The Custodian will deliver to clients a brokerage statement no less than quarterly. These brokerage statements will report all positions, transactions, advisory fees and other fees, and any other activity occurring in the investment account. Clients may also access their accounts through the custodian's on-line portal to review the activity in their account(s) and additional account information at any time.

AWP will strive to provide any other type of report the client may request, within reason.

Item 14 - Client Referrals and Other Compensation

Custodians

Other than the benefits from custodians disclosed in Item 12—Brokerage Practices above, we do not receive any economic benefit, directly or indirectly, from any third party for advice rendered to our clients. Nor do we, directly or indirectly, compensate any person who is not advisory personnel for client referrals.

Third-Party Referrals

AWP may refer clients to third-parties for certain financial services necessary to meet the client's objectives and AWP may receive new client referrals from third-parties. However, AWP does not receive any compensation for its referrals.

Solicitor Arrangement

Astra Strategic Wealth (ASW) was party to a solicitation agreement and compensated the solicitor for clients who were referred to ASW by the solicitor under that agreement. AWP has entered into an agreement with the solicitor to continue compensation payments to the solicitor for former clients of ASW who have become clients of AWP and who were solicited by the solicitor. This arrangement is for legacy clients only; no new clients are being solicited by the solicitor. Solicited clients do not pay any additional fees due to the solicitation arrangement.

Item 15 - Custody

Under government regulations we are deemed to have custody of client assets if clients authorize us to instruct TD Ameritrade to deduct our investment advisory fees directly from their account. That said, AWP does not take custody of our clients' funds or securities.

As explained in Item 12 above, we encourage our clients open and maintain their investment accounts with a qualified custodian. The Custodian will send account statements quarterly, or more frequently, directly to the client. These account statements will reflect all securities held as well as any transactions that occurred in the account, including the deduction of our investment management fee. Clients should review the account statements received from their custodian and should compare them to any reports they receive from AWP. Clients can contact us at the address or phone number on the cover of this brochure with any questions about their statements and reports.

Item 16 – Investment Discretion

With our Portfolio Management Services, AWP obtains discretionary authority to buy and sell securities in our clients' accounts. This authority is established and agreed upon in the investment advisory agreement we execute with our clients. With this authority we can transact securities without obtaining approval or consent from the client prior to affecting the transaction. However, these transactions are subject to the investment plan established.

Typically, we do not provide Portfolio Management Services on a nondiscretionary basis, but we may accommodate such requests on a limited basis. Such account authority requires your prior approval before each transaction is executed. The non-discretionary nature of the relationship will be included in our agreement with you. Please note that in light of the requirement for your pre-approval, you must make yourself available and keep our firm updated on your contact information so that instructions can be efficiently effected on your behalf. The requirement for your pre-approval may cause delays in the timing of the transactions in your account as compared with clients who receive discretionary investment management.

Financial planning recommendations made with regard to accounts for which we do not provide Portfolio Management Services are provided on a non-discretionary basis. Clients are responsible for initiating any transactions necessary to implement our recommendations.

Item 17 – Voting Client Securities

AWP will not accept voting authority for client securities. Our clients maintain this responsibility. If a client would like our opinion on a particular vote, they may contact us at the number listed on the cover of this brochure.

In most cases, you will receive proxy materials directly from the Custodian.

Some Outside Managers will vote proxies on your behalf. If an Outside Manager is used to manage all or a portion of your investment portfolio, the Outside Manager's proxy voting practices will be outlined in the Outside Manager's disclosure brochure.

Item 18 – Financial Information

Balance Sheet AWP does not require prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, it is not required to include a balance sheet with this brochure.

Our firm does not have custody of your funds or securities, other than constructive custody due to the ability to auto withdraw fees described in Item 5.

Financial Conditions Reasonably Likely to Impair the Ability to Meet Contractual Obligations to Clients Neither AWP nor its management has any financial condition that is likely to impair AWP's ability to meet its contractual obligations to its clients.