

## CODE OF ETHICS

### A. STATEMENT OF PURPOSE

Dias Wealth, LLC (“the Firm”), its Investment Advisory Representatives (“IARs”), and its employees are committed to providing high-quality investment guidance to our clients in an atmosphere that puts the clients’ interests first, in full compliance with applicable federal and state laws and regulations. Accordingly, the Firm’s members have adopted the following Code of Ethics. We do not provide advice to nor are we affiliated with any mutual fund (a/k/a an investment company).

This Code of Ethics covers the Firm and its members, IARs, and employees (“Covered Persons” or “You”). The Firm has distributed a copy of this Code of Ethics to each Covered Person. This Code of Ethics may be provided to clients and regulators upon request.

### B. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Firm expects and requires you and all other Covered Persons to fully comply with all laws, rules, and regulations applicable to the Firm’s operations and business. The obligations of the Firm, as well as all Covered Persons, are set forth in the Firm’s Compliance Program Manual. In the event you have any questions regarding applicable laws, rules, and regulations, discuss the issue with our Compliance Officer.

### C. ACCESS PERSONS

Any member of the Firm who (i) is involved in making securities recommendations to clients, (ii) has access to such recommendations, and (iii) has access to client portfolio information or custodial statements is considered an “Access Person” for purposes of this Policy. All of the Firm’s directors and executive officers are considered Access Persons. If you are an “Access Person,” these requirements also apply to you.

### D. REPORTABLE SECURITIES

You are required to file reports regarding your ownership in Reportable Securities as prescribed by this Policy. Reportable Securities are any securities (including stocks, bonds, futures, options, investment contractors, limited partnerships, hedge funds, foreign mutual funds, etc.).<sup>1</sup>

### E. REPORTS OF ACCESS PERSONS; REVIEW BY COMPLIANCE OFFICER

You are required to file the following reports with the Chief Compliance Officer when indicated:

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<sup>1</sup> The following securities do not need to be reported, but may be included in your report: (1) direct obligations of the United States government; (2) bankers’ acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements; (3) shares issued by money market registered investment companies; (4) shares issued by open-end funds other than Reportable Funds; and (5) shares issued by unit investment trusts that are invested exclusively in one or more open-end funds, none of which are Reportable Funds. Reportable Funds are mutual funds for which the Firm serves as an investment adviser.

- ◆ Holdings Reports. When you begin employment with our firm,<sup>2</sup> submit your most recent account position statement from every brokerage firm, clearing firm, bank, trustee, or other custodian who holds Reportable Securities for your direct or indirect benefit.<sup>3</sup>
  - ♠ You must submit a new Holdings Report at least once each 12-month period thereafter by January 31<sup>st</sup> and must be current as of December 31<sup>st</sup>.
  - ♠ The Compliance Officer will promptly review Holdings Reports for compliance with Firm policies and procedures, including those related to insider trading and conflicts of interest.
- ◆ Transaction Reports. You must arrange for quarterly account statements to be sent directly to the Firm from every brokerage firm, clearing firm, bank, trustee, or other custodian who holds Reportable Securities for your direct or indirect benefit showing all transactions for your account during the reporting period.<sup>4</sup>
  - ♠ Transaction Reports must be received no later than 30 days after the end of each calendar quarter.<sup>5</sup>
  - ♠ The Compliance Officer will promptly review Transaction Reports for compliance with Firm policies and procedures, including those related to insider trading and conflicts of interest.
- ◆ Annual Certification. You must certify annually to the Chief Compliance Officer that you have complied with the provisions of this Code.

#### F. PRE-APPROVAL OF CERTAIN INVESTMENTS

You must obtain pre-approval from the Firm's Compliance Officer before making an investment in an initial public offering or limited private offerings.<sup>6</sup>

<sup>2</sup> An Access Person must submit a Holdings Report no later than 10 days after the person becomes an Access Person, and the information must be current as of a date no more than 45 days prior to the date the person becomes an Access Person.

<sup>3</sup> This report must contain, at a minimum: (1) the date of submission; (2) the title and type of security and the ticker or CUSIP symbol for the security; (3) number of shares; (4) principal amount of each Reportable Security in which the Access Person has any direct or indirect beneficial ownership; and (5) the name of any broker, dealer, or bank with which the Access Person maintains an account in which any securities are held for his or her direct or indirect benefit.

<sup>4</sup> This report must contain, at a minimum, the following information about each transaction involving a Reportable Security in which the Access Person had, or as a result of the transaction acquired, any direct or indirect beneficial ownership: (1) the date of the report submission; (2) the date of the transaction; (3) the title and ticker or CUSIP symbol for the security; (4) the interest rate and maturity date, if applicable; (5) number of shares and principal amount of each Reportable Security involved; (6) the nature of the transaction (i.e., purchase or sale); (7) the price of the security at which the transaction was effected; and (8) the name of the broker, dealer, or bank with or through which the transaction was effected.

<sup>5</sup> Transaction Reports are not required in the following circumstances: (1) with respect to securities held in accounts over which the Access Person had no direct or indirect influence or control; (2) with respect to transactions effected pursuant to an automatic investment plan; and (3) if the Transaction Report would duplicate information contained in broker trade confirmations or account statements that the Access Person holds in his or her records so long as the Access Person receives the confirmations or statements no later than 30 days after the end of the applicable calendar quarter.

<sup>6</sup> Limited offering means an offering that is exempt from registration under the Securities Act of 1933 pursuant to section 4(2) or section 4(6) or pursuant to the SEC's Rule 504, Rule 505, or Rule 506.

## G. FIDUCIARY DUTY

This Code of Ethics is based on the principle that all employees of the Firm and certain other persons have a fiduciary duty to place the interest of the clients ahead of their own and the Firms.

## H. CONFIDENTIALITY

You must treat confidential information with care to avoid disclosure of such information, unless disclosure is authorized or legally required. Confidential information includes, but is not limited to:

- ◆ Information about the Firm's clients, including their names, addresses, other personal information, portfolio transactions and portfolio holdings;
- ◆ Investment advice given to the Firm's clients;
- ◆ Non-public information about the Firm that could be helpful to the Firm's competitors or, if disclosed, harmful to the Firm; and
- ◆ Personal information about the Firm's personnel.

If you have questions regarding whether a particular type or piece of information is confidential, or whether disclosure is authorized or legally required, discuss the issue with the Firm's Compliance Officer and, if necessary, the Firm's outside legal counsel.

## I. CONFLICT OF INTEREST

The Firm seeks to review all actual or potential conflicts of interest, and discloses material conflicts on its Form ADV. Accordingly, you should take care to avoid situations in which there may be a conflict of interest, and to promptly report such situations to the Firm's Compliance Officer for further action.

A conflict of interest occurs when the Firm's interests, your interests, or the interests of any other person associated directly or indirectly with the Firm conflict with the interests of one or more clients. This includes, but is not limited to, receipt by the Firm or any Covered Person of undisclosed benefits or compensation, and may also include certain personal securities transactions by Covered Persons. Again, if you are in doubt whether a situation constitutes a conflict of interest, discuss the matter with our Compliance Officer.

Periodically, our Compliance Officer will review the Firm's relationships with vendors, service providers, and other persons with whom we have any regular or on-going business relationship to determine whether a conflict of interests may exist. These relationships may include, for example, broker-dealers, banks, insurance companies, other custodians, other financial product or service producers or providers, attorneys, accountants, and valuation services.

## J. FAIR DEALING

The Firm and Covered Persons have a duty to deal fairly with each client. This means we are to treat all clients equally, and refrain from giving preference to one client over another. We are to conduct our client relationships with honesty and integrity.

K. INSIDER TRADING

You are required to pay close attention to potential violations of the Firm's insider trading policy, as well as laws and regulations designed to prevent insider trading. The Firm's insider trading policy is included in the Compliance Program Manual. Everyone is required to be familiar with the policy, and to adhere strictly to its requirements. Possible violations of the policy must be reported immediately to our Compliance Officer. Our Compliance Officer will review the Holdings Reports and Transaction Reports, described above, for compliance with our Insider Trading Policy.

L. REPORTING ILLEGAL OR UNETHICAL ACTIVITIES

In the event that you become aware of activities that are or may be illegal or unethical, regardless of whether the activities are specifically addressed in this Code of Ethics, you must promptly report the activities to our Compliance Officer. If you have reason to believe that the Compliance Officer will not be properly responsive to the activities, you should report the activities to the Firm's President, Chief Executive Officer, and/or the board of directors.

The Firm will typically consult with its counsel with respect to such matters before taking any action. The Firm will take steps to preserve the attorney-client privilege and work product privilege with respect to all communications to and from our counsel. Only the Firm has the authority to waive our attorney-client privilege or work product privilege.

You must not, under any circumstances, destroy, delete, or alter books and records that are required to be kept under this Code of Ethics or under any other Firm policy, or related to any violation of this Code. You must promptly comply with any directives from our Compliance Office about record preservation and retention.

M. UPDATES AND AMENDMENTS

The Compliance Officer will review the Code of Ethics and its implementation annually for adequacy effectiveness. The Firm will also periodically update and amend the Code of Ethics based on changes in laws, regulation, the Firm's business, and/or the industry. The Firm will promptly circulate updates and amendments to all Covered Persons, along with an acknowledgement form that all Covered Persons must promptly sign and return to the Compliance Officer.

N. RECORDKEEPING

The Firm is required to keep a variety of records related to this Code of Ethics and the matters covered by it, including:<sup>7</sup>

- ◆ Copies of this Code of Ethics, as adopted, and all subsequent changes when made (for six years from the last date it was in effect).
- ◆ Memoranda of any violation of this Code, including related documentation, including records of any action that is taken by the Firm (for six years from the latest date on which it was resolved).

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<sup>7</sup> Specifically, see SEC Rule 204-2(a)(12) and (13).

- ◆ Written acknowledgements of receipt and understanding of this Code in personnel files (for so long as the Covered Person is employed by the Firm).
- ◆ Copies of Holding and Transaction Reports filed with the Firm pursuant to the Code (held until further directed by our Compliance Officer).
- ◆ Copies of annual compliance certificates required by the Code
- ◆ A list of the persons who are (or during the past five years were) Access Persons (held until further directed by our Compliance Officer).
- ◆ A memorandum of any decision, including the reasons supporting the decision, to approve the acquisition of securities by Access Persons in initial public offerings or limited offerings (for six years from the approval date).<sup>8</sup>

If you have any questions about the Code of Ethics, or would like an additional copy of the Code to provide to clients, please contact the Firm's Compliance Officer.

#### O. GIFTS AND GRATUITIES

Broker Dealers and their employees are generally prohibited from giving gifts that exceed a certain value per individual, per year, if the payment relates to the business of the recipients employer. This prohibition does not typically apply to "ordinary and usual" business entertainment as long as it is not frequent and excessive in nature. Similar guidance does not exist for investment advisors. SEC Rule 204A-1 (under the Advisers Act) however was released and suggested certain provisions that should be included in the Code of Ethics, with a specific reference to limitations on giving and accepting gifts.

To avoid potential conflicts of interest, the Firm and its Representatives must consider the nature of such gifts and whether the intent of the gift is to obtain an unfair advantage or favorable treatment. The Firm has adopted the following guidelines:

- The Firm and its Representatives will maintain a gift log.
- Gifts related to advisory activities that exceed \$100 in value during a 12-month period must be pre-approved by the Compliance Officer.
- Access persons are prohibited from soliciting gifts of any size under any circumstances.

Advisors who are deemed to be fiduciaries with respect to an ERISA plan need to be aware that Section 403(b)(3) of ERISA prohibits plan administrators from receiving gifts from any party engaging in the business of the plan. **GIFT GIVING TO CLIENTS WHO ARE SUBJECT TO ERISA IS THEREFORE STRICTLY PROHIBITED.**

If you have any questions about the Code of Ethics, or would like an additional copy of the Code to provide to the clients, please contact the Firm's Compliance Officer.

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<sup>8</sup> These records must be retained for at least five years after the end of the fiscal year in which the approval is granted.