

## INTRODUCTION

Provenio Capital Management Inc. (“**Provenio Capital**”) is registered with the Securities and Exchange Commission as an investment adviser.

Brokerage and investment advisory services and fees differ and it is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

## WHAT INVESTMENT SERVICES AND ADVICE CAN YOU PROVIDE ME?

We offer investment management services to high net-worth investors and private foundations. Our primary investment advisory services include identifying, evaluating, screening, monitoring, and conducting due diligence of third-party investment managers through whom we recommend our clients invest. In addition, we manage single investment special purpose vehicles (“SPVs”), an Insurance Dedicated Fund (“IDF”) and Separately Managed Accounts (“SMA”) for eligible insurance policy holders. The minimum initial account value is determined on a case-by-case basis.

We offer non-discretionary services, meaning that we will discuss our investment recommendations with you, but you will make the ultimate decisions whether to make the investment. For the IDF Fund and SMAs, we have discretion to select or change third party managers on your behalf and we also have full discretion over the investments in the SPVs. Additionally, we offer limited discretionary authority over traditional investments in brokerage accounts we manage where after we discuss our investment recommendations with you, we will determine when and what price to buy and sell the recommended investments on your behalf.

As part of the standard services we provide, we offer account reviews on a quarterly basis, and we will work with you to assess your overall asset allocation framework on an annual basis.

For more information regarding all of our services, please refer to Items 4, 7 and 13 of our [Part 2 Brochure](#).

**GIVEN MY FINANCIAL SITUATION, SHOULD I CHOOSE AN INVESTMENT ADVISORY SERVICE? WHY OR WHY NOT?**

**HOW WILL YOU CHOOSE INVESTMENTS TO RECOMMEND TO ME?**

**WHAT IS YOUR RELEVANT EXPERIENCE, INCLUDING YOUR LICENSES, EDUCATION AND OTHER QUALIFICATIONS? WHAT DO THESE QUALIFICATIONS MEAN?**

## WHAT FEES WILL I PAY?

We charge advisory fees for investment management services that depend on how much money you have invested through us. The annual fees are based on a percentage of the assets under management and range from .20% to 1%. Fees are charged quarterly, approximately 5 to 7 weeks post quarter end. From time to time, we receive a performance-based fee instead of an asset-based management fee related to certain investments we recommend.

In addition to the advisory fees discussed above, clients will incur additional fees and/or expenses from the third-party fund manager for which we recommend our clients invest. These additional fees and expenses include some or all of the following: custodial fees, brokerage fees, and transaction fees.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. For more information regarding our fees and costs, please refer to Items 5 and 12 of our [Part 2 Brochure](#).

**HELP ME UNDERSTAND HOW THESE FEES AND COSTS MIGHT AFFECT MY INVESTMENTS. IF I GIVE YOU \$10,000 TO INVEST, HOW MUCH WILL GO TO FEES AND COSTS. AND HOW MUCH WILL BE INVESTED FOR ME?**

## WHAT ARE YOUR LEGAL OBLIGATIONS TO ME WHEN ACTING AS MY INVESTMENT ADVISER? HOW ELSE DOES YOUR FIRM MAKE MONEY AND WHAT CONFLICTS OF INTEREST DO YOU HAVE?

*When we act as your investment adviser*, we have 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. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what that means:

- We have many clients, and we allocate our time based on each client's needs. We seek to balance our staffing with the individualized needs of each client.
- From time to time, we recommend that you invest in a company in which one or more of our employees and/or clients have an ownership interest. For those investments, we will disclose the ownership interest at the time of the recommendation.
- We enter into revenue sharing arrangements with other advisers for client referrals. In those situations, the nature of the relationship is disclosed to prospective clients at the time of the referral.
- An adviser to a private fund may offer the incentive to Provenio Capital for recommending their fund to our clients. We will always seek to negotiate any such incentives so that they directly benefit you, such as through improved investment terms or a rebate back to you.

For additional information and conflicts, please refer to Item 10 of our [Part 2 Brochure](#).

### HOW MIGHT YOUR CONFLICTS OF INTEREST AFFECT ME, AND HOW WILL YOU ADDRESS THEM?

#### HOW DO YOUR FINANCIAL PROFESSIONALS MAKE MONEY?

The compensation of our financial professionals is determined at our discretion and is based on the overall performance of Provenio Capital. In addition, certain employees receive additional compensation in the form of commissions related to insurance products that you may purchase. Further, certain employees will receive compensation in the form of general partner interest from a private fund in which you may have invested. Any additional compensation that may be received will be disclosed to you prior to purchase and/or investment or prior to the receipt of any additional compensation.

#### DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE LEGAL OR DISCIPLINARY HISTORY?

No, we do not have any legal or disciplinary history. Please visit [Investor.gov/CRS](http://Investor.gov/CRS) for a free and simple search tool to research Provenio Capital and our financial professionals.

### AS A FINANCIAL PROFESSIONAL, DO YOU HAVE ANY DISCIPLINARY HISTORY? FOR WHAT TYPE OF CONDUCT?

#### ADDITIONAL INFORMATION

For additional information, please contact us at 949-301-9059 or email [darren@proveniocapital.com](mailto:darren@proveniocapital.com) for up-to-date information and to request a copy of this relationship summary.

### WHO IS MY PRIMARY CONTACT PERSON? IS HE OR SHE A REPRESENTATIVE OF AN INVESTMENT ADVISER OR A BROKER-DEALER? WHO CAN I TALK TO IF I HAVE CONCERNS ABOUT HOW THIS PERSON IS TREATING ME?