

ZENIT

Zenit Wealth Advisors, Inc.

Form ADV Part 2A Brochure

March 2, 2026

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Zenit Wealth Advisors, Inc. is a registered investment adviser. An "investment adviser" means any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as part of a regular business, issues or promulgates analyses or reports concerning securities. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of Zenit Wealth Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at +1 (809) 540 2000. 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.

Additional information about Zenit Wealth Advisors, Inc. is available on the SEC's website at www.adviserinfo.sec.gov. The firm's CRD/IARD number is 334122.

Material Changes - Item 2

The purpose of this page is to inform you of any material changes since our last annual update.

On March 2, 2026 we submitted our annual updating amendment for fiscal year 2025. There were no material changes to report.

If you would like to receive a complete copy of our current brochure free of charge at any time, please contact us at +1 (809) 540 2000 or email us at pamela.german@zenitcapital.com.

Table of Contents - Item 3

Contents

Cover Page - Item 1	1
Material Changes - Item 2	2
Table of Contents - Item 3	3
Advisory Business - Item 4	4
Fees and Compensation - Item 5	5
Performance-Based Fees and Side-By-Side Management - Item 6	6
Types of Clients - Item 7	7
Methods of Analysis, Investment Strategies and Risk of Loss - Item 8	7
Disciplinary Information - Item 9	13
Other Financial Industry Activities or Affiliations - Item 10	14
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading - Item 11	14
Brokerage Practices - Item 12	15
Review of Accounts - Item 13	16
Client Referrals and Other Compensation - Item 14	16
Custody - Item 15	17
Investment Discretion - Item 16	17
Voting Client Securities - Item 17	18
Financial Information - Item 18	18
Requirements of State-Registered Advisers - Item 19	18
Zenit Wealth Advisors, Inc. Privacy Policy Notice	19

Advisory Business - Item 4

Zenit Wealth Advisors, Inc. ("Zenit Wealth" and/or the "firm") is a corporation formed in the British Virgin Islands and located in Santo Domingo, Dominican Republic. José Enrique Espín Guerrero is the principal owner of Zenit Wealth. Zenit Wealth has been offering investment advisory services since 2025.

The following paragraphs describe our services and fees. You may see the term Associated Person throughout this Brochure. As used in this Brochure, this term refers to anyone from our firm who is an officer, employee, and all individuals providing investment advice on behalf of our firm. Where required, such persons are properly licensed or registered as investment adviser representatives.

Portfolio Management Services

Zenit Wealth provides discretionary, and in limited cases, non-discretionary portfolio management services. Discretionary portfolio management means we will make investment decisions and place buy or sell orders in your account without contacting you. These decisions would be made based upon your stated investment objectives. If you wish, you may limit our discretionary authority by, for example, setting a limit on the type of securities that can be purchased for your account. Simply provide us with your restrictions or guidelines in writing. If you have engaged us for non-discretionary portfolio management services, Zenit Wealth will obtain your approval prior to executing any transactions in your account(s).

Our investment advice is tailored to meet our clients' needs and investment objectives. If you decide to hire our firm to manage your portfolio, we will meet with you to gather your financial information, determine your goals, and help you decide how much risk you should take in your investments. The information we gather will help us implement an asset allocation strategy that will be specific to your goals, whether we are actively investing for you or simply providing you with advice. We should be notified promptly of any change to your situation, goals, objectives, or needs.

Zenit Wealth does not specialize in specific types of securities. We can advise clients on all types of securities, such as exchange listed equities, over the counter equities, foreign issues, American depository receipts, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (including mutual funds and exchange traded funds), US Government securities, options contracts on securities and/or commodities, structured products, private placements, private equity instruments, and interests in partnership investing in real estate. Additionally, will provide advice on existing investments you may hold at the inception of the advisory relationship or on other types of investments for which you ask advice. We will monitor your portfolio's performance on a continuous basis, and rebalance the portfolio whenever necessary, as changes occur in market conditions and/or your financial circumstances.

Our asset allocation models are diversified among investment styles and/or asset classes and are developed and managed by us based on research conducted by our firm or obtained from third party sources. Once the client portfolio is constructed, Zenit Wealth provides continuous supervision of the portfolio as changes in the market conditions and client circumstances may require. Investments and allocations are determined based upon the clients' predefined objectives, risk tolerance, time horizons, financial horizons, financial information, and other various suitability factors. Further restrictions and guidelines imposed by clients may affect the composition and performance of a client's portfolio. As such, different clients of our firm may have significant differences in their asset allocation. For these reasons, performance of one client's portfolio might not be identical with another client's even if both clients have similar risk parameters. We review the clients' financial circumstances and investment objectives on a regular basis and make adjustments to clients' portfolios or allocation models as may be necessary in an effort to achieve the desired results. At all times, our firm requires each Associated Person to uphold their fiduciary duty by providing advice that in our judgement is in the client's best interest.

Recommendation of sub-adviser

As part of our overall portfolio management strategy, we may use one or more sub-advisers to manage all or a portion of your portfolio. All sub-adviser recommended by our firm must either be registered as investment advisors or exempt from registration requirements. These sub-advisers may specialize in traditional or alternative investments, such as private equity investments, private credit markets, or hedge funds. Factors that we take into consideration when making our recommendations include, but are not limited to, the following: the sub-adviser's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives. We will periodically monitor the sub-adviser's performance to ensure its management and investment style remains aligned with your investment goals and objectives. We retain the right to hire and fire sub-adviser and the right to reallocate client assets to other model portfolios at the same sub-adviser.

Wrap Fee Programs

We do not sponsor, manage, or participate in any wrap fee programs.

Assets Under Management

Zenit Wealth is a newly formed investment adviser and has no reportable regulatory assets under management.

Fees and Compensation - Item 5

Portfolio Management Services Fees

Zenit Wealth charges an annual management fee of up to 2.00% of assets under management and a performance fee of up to 20% of the capital appreciation and/or capital gains of the portfolio. The fee is negotiable and the exact fee paid by you will be stated in the advisory agreement signed by you and us.

Unless we otherwise agree in writing, fees charged by sub-advisers are paid by the client separate and in addition to our advisory fees. The sub-adviser's fee and fee payment arrangement will be clearly disclosed to the client at time of recommendation.

The annual management fee is billed monthly or quarterly, in advance or in arrears, depending on the arrangement negotiated with each client and listed in the advisory agreement. Fees will be assessed pro rata in the event the advisory agreement is executed at any time other than the first day of a billing period. Fees will be adjusted for any deposits or withdrawals in excess of \$100,000 during the quarter. We may deduct the fee from a single, client-designated account to facilitate billing.

Where a performance-based fee is charged, portfolio performance will be calculated based on the capital appreciation and/or capital gains of the portfolio from January 1 to December 31 of a calendar year and will be invoiced in the beginning of the following calendar year. Fees will be adjusted for deposits and withdrawals made during the relevant 12-month period. In the event the client makes a complete withdrawal from the account on a date other than year-end, fees will be due at the time of withdrawal.

You may terminate the advisory agreement upon 30-days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement, which means you will incur advisory fees only in proportion to the number of days in the pay period for which you are a client. Upon termination, any prepaid, unearned fee will be refunded to you.

We will either invoice you directly for the payment of fees or your custodian will deduct the investment advisory fee directly from your account. The fee is deducted only when you have given us written authorization permitting the fees to be paid directly from your account. If insufficient cash is available to pay such fees, securities in an amount equal to the balance of unpaid fees will be liquidated to pay for the unpaid balance. The qualified

custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. We encourage you to review the statement(s) you receive from the qualified custodian for accuracy.

Important Note: Advisory recommendations are based on the financial information and situation that you disclose to us at the time the services are provided. Certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is in no way an indication of future returns. As your financial situation, goals, objectives, or needs change, you must notify us promptly.

Additional Information About Fees and Expenses

All fees paid to Zenit Wealth for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees generally include a management fee, other fund expenses, an early redemption fee, and a possible distribution fee. A client could invest in a mutual fund directly, without the services of Zenit Wealth. In that case, the client would not receive the services provided by Zenit Wealth, which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Zenit Wealth to understand fully the total amount of fees to be paid by the client and to evaluate the advisory services being provided. Clients should note that comparable services for lower fees may be available from other sources.

Billing on Cash Positions in Actively Managed Accounts: Cash and cash equivalents held in actively managed accounts are considered an asset class. Accordingly, unless otherwise agreed in writing, such cash and cash equivalent positions (e.g., money market funds, etc.) are included as part of assets under management for purposes of calculating the firm's advisory fee. At any specific point in time, depending upon perceived or anticipated market conditions/events (there is no guarantee that such anticipated market conditions/events will occur), the firm may maintain cash and/or cash equivalent positions for defensive, liquidity, or other purposes. While assets are maintained in cash or cash equivalents, such amounts could miss market advances and, depending upon current yields, at any point in time, the firm's advisory fee could exceed the interest paid by the client's cash or cash equivalent positions.

Periods of Portfolio Inactivity in Actively Managed Accounts: Zenit Wealth has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, the firm will review client portfolios on an ongoing basis to determine if any changes are necessary based on various factors, including but not limited to investment performance, fund manager tenure, style drift, account additions/withdrawals, the client's financial circumstances, and changes in the client's investment objectives. Based upon these and other factors, there may be extended periods of time when the firm determines that changes to a client's portfolio are neither necessary nor prudent. Notwithstanding, unless otherwise agreed in writing, the firm's annual investment advisory fee will continue to apply during these periods, and there can be no assurance that investment decisions made by the firm will be profitable or equal any specific performance level(s).

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

We charge performance-based fees to "qualified clients" with whom we have agreed to this payment arrangement. Such clients must have a net worth greater than \$2,200,000 or for whom we manage at least \$1,100,000 immediately after entering an agreement for our services. Performance-based fees are fees based on a share of capital gains or capital appreciation of a client's account. The performance fee is generally equal to a maximum of 20% of the capital appreciation and/or capital gains of the portfolio for a calendar year. Fees will be

adjusted for deposits and withdrawals made during the relevant 12-month period. In the event the client makes a complete withdrawal from the account on a date other than year-end, fees will be due at the time of withdrawal.

We manage accounts that are charged performance-based fees while at the same time managing accounts (perhaps with similar objectives) that are not charged performance-based fees ("side-by-side management"). Performance-based fees and side-by-side management create conflicts of interest, which we have identified and described in the following paragraphs.

Performance-based fees create an incentive for our firm to make investments that are riskier or more speculative than would be the case absent a performance fee arrangement. In order to address this potential conflict of interest, a senior officer of our firm periodically reviews client accounts to ensure that investments are suitable and that the account is being managed according to the client's investment objectives and risk tolerance.

Performance-based fees also create an incentive for our firm to overvalue investments that lack a market quotation. In order to address such conflict, we have adopted policies and procedures that require our firm to "fairly value" any investments, which do not have a readily ascertainable value.

Side-by-side management provides an incentive for our firm to favor accounts for which we receive a performance-based fee. For example, we may have an incentive to allocate limited investment opportunities, such as initial public offerings, to clients who are charged performance-based fees over clients who are charged asset-based fees only. To address this conflict of interest, we have instituted policies and procedures that require our firm to allocate investment opportunities (if they are suitable) in an effort to avoid favoritism among our clients, regardless of whether the client is charged performance fees.

Types of Clients - Item 7

We generally offer investment advisory services to individuals, trusts, estates, charitable organizations, corporations, and other business entities.

Zenit Wealth requires a minimum of \$100,000 to open and maintain an advisory account. In our sole discretion, we may waive this requirement or we may combine two or more accounts owned by you and/or certain members of your household to meet the minimum account size.

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

Our investment strategies and advice may vary depending on your specific financial situation. As such, we determine investments and allocations based on your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio. We may use one or more of the following methods of analysis when providing investment advice to you:

- ❖ **Fundamental Analysis:** Fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. In other words, trying to determine a company's or a security's true value by looking at all aspects of the business, including both tangible factors (e.g., machinery buildings, land, etc.) and intangible factors (e.g., patents, trademarks, "brand" names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.),

qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of determining what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

- ❖ *Technical Analysis:* Technical analysis is a technique that relies on the assumption that current market data (such as charts of price, volume, and open interest) can help predict future market trends, at least in the short term. It assumes that market psychology influences trading and can predict when stocks will rise or fall. Technical trading models are mathematically driven based upon historical data and trends of domestic and foreign market trading activity, including various industry and sector trading statistics within such markets. Technical trading models, through mathematical algorithms, attempt to identify when markets are likely to increase or decrease and identify appropriate entry and exit points. The primary risk of technical trading models is that historical trends and past performance cannot predict future trends, and there is no assurance that the mathematical algorithms employed are designed properly, updated with new data, and can accurately predict future market, industry, and sector performance.

We will also rely on research obtained from third party sources. Asset allocation models used by the sub-adviser and/or other third-party investment advisers (listed under Item 4 above) are developed in accordance with these entities' investment programs. In these cases, Zenit Wealth will not implement its own methods of analysis and investment strategies. Clients should refer to the sub-adviser's Form ADV Part 2 Brochure or comparable disclosure document for more information about the methods of analysis and investment strategies used by those firms.

We may use one or more of the following investment strategies when advising you on investments:

- ❖ *Long-Term Purchases* – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year. Using a long-term purchase strategy generally assumes the financial markets will go up in the long term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking up" assets that may be better utilized in the short-term in other investments.
- ❖ *Short-Term Purchases* – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations. Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short term which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. Many factors can affect financial market performance in the short term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of time.
- ❖ *Trading* – securities are sold within 30 days. The principal type of risk associated with trading is market risk. There can be no assurance that a specific investment will achieve its investment objectives and past performance should not be seen as a guide to future returns. The value of investments and the income derived may fall as well as rise and investors may not recoup the original amount invested. Other factors, such as changes in exchange control regulation, tax laws, withholding taxes, international, political and economic developments, and government, economic, or monetary policies, may affect investments as well. Additionally, trading is speculative. Market movements are difficult to predict and are influenced

by, among other things, government trade, fiscal, monetary, and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of government intervention may be particularly significant at certain times in the financial instrument markets and such intervention (as well as other factors) may cause these markets to move rapidly.

- ❖ **Short Sales** – securities transaction in which an investor sells securities he or she borrowed in anticipation of a price decline. The investor is then required to return an equal number of shares at some point in the future. A short seller will profit if the stock goes down in price, but if the price of the shares increase, the potential losses are unlimited.
- ❖ **Option Writing** – an option is the right either to buy or sell a specified amount or value of a particular underlying investment instrument at a fixed price (i.e., the “exercise price”) by exercising the option before its specified expiration date. Options giving you the right to buy are called “call” options. Options giving you the right to sell are called “put” options. When trading options on behalf of a client, we generally use covered options. Covered options involve options trading when you own the underlying instrument on which the option is based. Investments in options contracts have the risk of losing value in a relatively short period. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.
- ❖ **Margin Transactions** – margin strategies allow an investor to purchase securities on credit and to borrow on securities already in their custodial account. Interest is charged on any borrowed funds for the period that the loan is outstanding. When you purchase securities, you may pay for the securities in full or you may borrow part of the purchase price from your broker-dealer. If you intend to borrow funds in connection with your account, you will be required to open a margin account, which will be carried by the broker-dealer of your account. The securities purchased in such an account are the broker-dealer’s collateral for its loan to you. If the securities in a margin account decline in value, the value of the collateral supporting this loan also declines, and, as a result, a brokerage firm is required to take action, such as issue a margin call and/or sell securities or other assets in your accounts, in order to maintain necessary level of equity in the account. It is important that you fully understand the risks involved in trading securities on margin, which are applicable to any margin account that you may maintain, including any margin Account that may be established as a part of our advisory services and held by your broker-dealer. These risks include the following:
 - You can lose more funds than you deposit in your margin account.
 - The broker-dealer can force the sale of securities or other assets in your account.
 - The broker-dealer can sell your securities or other assets without contacting you.
 - You may not be able to choose which securities or other assets in your margin account are liquidated or sold to meet a margin call.
 - The broker-dealer may move securities held in your cash account to your margin account and pledge the transferred securities.
 - You may not be entitled to an extension of time on a margin call.

Investing in securities involves the risk of loss that clients should be prepared to bear. Clients should fully understand the nature of the contractual relationship(s) into which they are entering and the extent of their risk exposure. Certain investment strategies may not be suitable for many members of the public. You should carefully consider whether the strategies employed would be appropriate for you in light of your experience, objectives, financial resources, and other relevant circumstances.

Recommendation of Particular Types of Securities: As disclosed under the “Advisory Business” section in this Brochure, we provide advice on various types of securities and we do not necessarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

General Investment Risk: All investments come with the risk of losing money. Investing involves substantial risks, including the complete possible loss of principal plus other losses, and may not be suitable for many members of the public. Investments, unlike savings and checking accounts at a bank, are not insured by the government to protect against market losses. Different market instruments carry different types and degrees of risk and you should familiarize yourself with the risks involved in the particular market instruments in which you intend to invest.

Loss of Value: There can be no assurance that a specific investment will achieve its investment objectives and past performance should not be seen as a guide to future returns. The value of investments and the income derived may fall as well as rise and investors may not recoup the original amount invested. Investments may also be affected by any changes in exchange control regulation, tax laws, withholding taxes, international, political and economic developments, and governmental economic or monetary policies.

Interest Rate Risk: Fixed income securities and funds that invest in bonds and other fixed income securities may fall in value if interest rates change. Generally, the prices of debt securities rise when interest rates fall, and their prices fall when interest rates rise. Longer-term debt securities are usually more sensitive to interest rate changes.

Credit Risk: Investments in bonds and other fixed income securities are subject to the risk that the issuer(s) may not make required interest payments. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Funds investing in lower-quality debt securities are more susceptible to these problems and their value may be more volatile.

Risks Associated with Investing in Equities: Investments in equities generally refer to buying shares of stocks by an individual or firm in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Risks Associated with Investing in Mutual Funds: Mutual funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates on a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. The returns on mutual funds can be reduced by the costs to manage the funds. In addition, while some mutual funds are “no load” and charge no fee to buy into, or sell out of, other types of mutual funds do charge such fees which can also reduce returns.

Risks Associated with Investing in Exchange Traded Funds (ETF): Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency. Detailed information about the risks associated with each ETF is provided in the relevant ETF's prospectus.

Foreign Exchange Risk: Foreign investments may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rates. Changes in currency exchange rates may influence the share value, the dividends or interest earned and the gains and losses realized. Exchange rates between currencies are determined by supply and demand in the currency exchange markets, the international balance of payments, governmental intervention, speculation, and other economic and political conditions. If the currency in which a security is denominated appreciates against the US Dollar, the value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the security.

Political Risk: Each administration presents its own set of policy risks that could impact investors. One of the policy tools that an administration can implement is the imposition of tariffs, or the threats thereof. The scope, implementation, and duration of tariffs can create uncertainty domestically and globally. Industries that rely on imported raw material or that have heavily integrated cross-border manufacturing practices may be most impacted by the imposition of tariffs. However, it is challenging to predict the impact of actual and/or threatened tariffs and impossible to predict future policy decisions. When tariffs are imposed, there is also a higher probability that retaliatory tariffs could be imposed, which could further impact industries and products. Tariffs in general can also permanently alter global supply chains and have far-reaching indirect impacts. Tariffs can hurt economic growth and add to inflation, which can lead to rising interest rates.

Concentrated Position Risk: Certain accounts will be advised to hold concentrated positions in specific securities. Therefore, at times, an account will hold a relatively small number of securities positions, each representing a relatively large portion of assets in the account. As a result, the account will be subject to greater volatility than a more sector diversified portfolio. Investments in issuers within an industry or economic sector that experiences adverse economic, business, political conditions or other concerns will impact the value of such a portfolio more than if the portfolio's investments were not so concentrated. A change in the value of a single investment within the portfolio will affect the overall value of the portfolio and will cause greater losses than it would in a portfolio that holds more diversified investments.

Risks Associated with Investing in Options: Certain accounts will be advised to hold options positions. Transactions in options carry a high degree of risk. A relatively small market movement will have a proportionately larger impact, which may work for or against the investor. The placing of certain orders, which are intended to limit losses to certain amounts, may not be effective because market conditions may make it impossible to execute such orders. Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is "covered" by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

Risks Associated with Investing in Inverse and Leveraged Funds: Certain accounts will be advised to hold Leveraged mutual funds and ETFs. Leveraged mutual funds and ETFs generally seek to deliver multiples of the daily performance of the index or benchmark that they track. Inverse mutual funds and ETFs generally seek to deliver the opposite of the daily performance of the index or benchmark that they track. Inverse funds often are marketed as a way for investors to profit from, or at least hedge their exposure to, downward-moving markets. Some Inverse funds are both inverse and leveraged, meaning that they seek a return that is a multiple of the inverse performance of the underlying index. To accomplish their objectives, leveraged and inverse funds use a range of investment strategies, including swaps, futures contracts, and other derivative instruments. Leveraged, inverse, and leveraged inverse funds are more volatile and riskier than traditional funds due to their exposure to leverage and derivatives, particularly total return swaps and futures. At times, we will recommend leveraged and/or inversed funds, which may amplify gains and losses.

Most leveraged funds are typically designed to achieve their desired exposure on a daily (in a few cases, monthly) basis, and reset their leverage daily. A "single day" is measured from the time the leveraged fund calculates its

net asset value ("NAV") to the time of the leveraged fund's next NAV calculation. The return of the leveraged fund for periods longer than a single day will be the result of each day's returns compounded over the period. Due to the effect of this mathematical compounding, their performance over longer periods of time can differ significantly from the performance (or inverse performance) of their underlying index or benchmark during the same period of time. For periods longer than a single day, the leveraged fund will lose money when the level of the Index is flat, and the leveraged fund may lose money even if the level of the Index rises. Longer holding periods, higher index volatility, and greater leverage all exacerbate the impact of compounding on an investor's returns. During periods of higher Index volatility, the volatility of the Index may affect the leveraged fund's return as much as or more than the return of the Index itself. Therefore, holding leveraged, inverse, and leveraged inverse funds for longer periods of time increases their risk due to the effects of compounding and the inherent difficulty in market timing. Leveraged funds are riskier than similarly benchmarked funds that do not use leverage. Non-traditional funds are highly volatile and not suitable for all investors. They provide the potential for significant losses.

Risks Associated with Investing in Buffer ETFs: Certain accounts will be advised to hold buffer ETFs. Buffer ETFs are also known as defined-outcome ETFs since the ETF is designed to offer downside protection for a specified period of time. These ETFs are modeled after options-based structured notes, but are generally cheaper, and offer more liquidity. Buffer ETFs are designed to safeguard against market downturns by employing complex options strategies. Buffer ETFs typically charge higher management fees that are considerably more than the index funds whose performance they attempt to track. Additionally, because buffer funds own options, they do not receive dividends from their equity holdings. Both factors result in the underperformance of the Buffer ETF compared to the index they attempt to track. Clients should carefully read the prospectus for a buffer ETF to fully understand the cost structures, risks, and features of these complex products.

Risks Associated with Investing in Private Funds: Private investment funds are not registered with the Securities and Exchange Commission and may not be registered with any other regulatory authority. Accordingly, they are not subject to certain regulatory restrictions and oversight to which other issuers are subject. There may be little public information available about their investments and performance. Moreover, as sales of shares of private investment companies are generally restricted to certain qualified purchasers, it could be difficult for a client to sell its shares of a private investment company at an advantageous price and time. Since shares of private investment companies are not publicly traded, from time to time it may be difficult to establish a fair value for the client's investment in these companies.

Risks Associated with Investing in Alternative Investments: We may recommend to qualified clients the use of alternative investments such as investments in real estate, private equity, or hedge funds. We may also recommend a direct investment into a private company. Investments in such "alternative assets" are generally illiquid, which will impair the ability of the client to exit such investments in times of adversity. Alternative investments may utilize highly speculative investment techniques, including leverage, highly concentrated portfolios, senior and/or subordinated securities positions, control positions and illiquid investments. In addition, they may utilize derivative instruments to attempt to hedge the risks associated with certain of their investments. Transactions in such derivative instruments may expose the assets of investment funds to the risks of material financial loss, which may in turn adversely affect the financial results of the client.

Risks Associated with Investing in Structured Products: Structured products are designed to enable the investor to acquire interests in a pool of securities without the brokerage and other expenses associated with individually holding the same securities, investors in structured products generally pay their share of the structured product's administrative and other expenses. Although it is difficult to predict whether the prices of assets underlying structured products will rise or fall, these prices (and, therefore, the prices of structured products) will be influenced by the same types of political and economic events that affect issuers of securities and capital markets generally. If the issuer of a structured product uses shorter-term financing to purchase longer-term securities, the issuer may be forced to sell its securities at below-market prices if it experiences difficulty in obtaining short-term

financing, which may adversely affect the value of the structured products. Certain structured products may be thinly traded or have a limited trading market.

Recommendation of Other Advisers: If we recommend a sub-adviser to manage all or a portion of your assets, we will advise you on how to allocate your assets among various classes of securities or third-party investment managers, programs, or managed model portfolios. As such, we will primarily rely on investment model portfolios and strategies developed by third-parties and their portfolio managers. If there is a significant deviation in characteristics or performance from the stated strategy and/or benchmark, we may recommend changing models or replacing a sub-adviser or third-party investment manager. The primary risk associated with investing with a third party is that while a particular third party may have demonstrated a certain level of success in the past; it may not be able to replicate that success in future markets. In addition, as we do not control the underlying investments in third-party model portfolios, there is also a risk that a third party may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. To mitigate this risk, we seek third parties with proven track records that have demonstrated a consistent level of performance and success over time. A third party's past performance is not a guarantee of future results and certain market and economic risks exist that may adversely affect an account's performance that could result in capital losses in your account. Please refer to the third-party investment adviser's advisory agreements, Form ADV Brochure, and associated disclosure documents for details on their specific investment strategies, methods of analysis, and associated risks.

Cybersecurity Risks: Our firm and our service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes, and practices designed to protect networks, systems, computers, programs, and data from cyber-attacks and hacking by other computer users, and to avoid the resulting damage and disruption of hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. In general, cyber-attacks are deliberate; however, unintentional events may have similar effects. Cyber-attacks may cause losses to clients by interfering with the processing of transactions, affecting the ability to calculate net asset value, or impeding or sabotaging trading. Clients may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, and the dissemination of confidential and proprietary information. Any such breach could expose our firm to civil liability as well as regulatory inquiry and/or action. In addition, clients could be exposed to additional losses as a result of the unauthorized use of their personal information. While our firm has established business continuity plans, incident response plans, and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Similar types of cyber security risks also are present for issuers of securities in which we invest, which could result in material adverse consequences for such issuers and may cause a client's investment in such securities to lose value.

Disciplinary Information - Item 9

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. There is no history of reportable material legal or disciplinary events by our firm or our management persons.

Other Financial Industry Activities or Affiliations - Item 10

Zenit Wealth is affiliated with Zenit Capital Advisors, Ltd. through common control and ownership. Zenit Capital Advisors, Ltd. is a British Virgin Islands based investment adviser regulated by the British Virgin Islands Financial Services Commission. Zenit Wealth primarily services US Persons while Zenit Capital Advisors, Ltd. primarily services non-US persons and manages Zenit Fund 1 SP, a pooled investment vehicle. The 2 companies do not expect to share clients. Further, investors in the pooled investment vehicle managed by Zenit Capital Advisors, Ltd. are not expected to become clients of Zenit Wealth.

Sub-Advisers

As disclosed above in Items 4, 5, and 8, we may recommend sub-advisers. Please refer to those sections for information regarding those arrangements. We are not compensated by such sub-advisers for client referrals.

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

Description of Our Code of Ethics

Zenit Wealth has adopted a Code of Ethics (the "Code") to address investment advisory conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes Zenit Wealth's policies and procedures developed to protect clients' interests in relation to the following topics:

- The duty at all times to place the interests of clients first;
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics;
- The responsibility to avoid any actual or potential conflict of interest or misuse of an employee's position of trust and responsibility;
- The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and
- The principle that independence in the investment decision-making process is paramount.

A copy of Zenit Wealth's Code of Ethics is available upon request to Pamela Germán at +1 (809) 540 2000 or at pamela.german@zenitcapital.com.

Participation or Interest in Client Transactions

Neither our firm nor any of our Associated Persons have any material financial interest in client securities transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

At times, Zenit Wealth and/or its Associated Persons may take positions in the same securities as clients. This is considered a conflict of interest with clients. Where Zenit Wealth and its Associated Persons provide direct asset management, we will generally place personal transactions on a "last in" and "last out" basis for the same trading day. Front running (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (e.g., a thinly traded stock), disclosures will be made to the client(s) at the time of trading. Mutual fund purchases are not subject to these policies because the transactions are executed at NAV at the end of the trading day.

Brokerage Practices - Item 12

Zenit Wealth does not maintain custody of your assets that we manage, although we will be deemed to have custody of your assets if you give us authority to directly withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer, bank, or trust company, for example. We primarily recommend that our clients use Jefferies LLC (“Jefferies”) and Interactive Brokers, LLC (“IBKR”). Both firms are registered broker-dealers, members of FINRA and the SIPC.

We are independently owned and operated and are not affiliated with Jefferies or IBKR. Jefferies and/or IBKR will hold your assets in a brokerage account and will buy and sell securities when we or you instruct them to. While we primarily recommend that you use Jefferies and/or IBKR, you will decide whether to do so and will open your account with them by entering into an account agreement directly with them. Conflicts of interest associated with this arrangement are described below as well as in Item 14 (Client Referrals and Other Compensation). You should consider these conflicts of interest when selecting your custodian.

We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through Jefferies and/or IBKR, we have determined that having these firms execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors. By using another broker or dealer you may pay lower transaction costs.

Research and Other Soft Dollar Benefits

Zenit Wealth recommends Jefferies and/or IBKR based on the proven integrity and financial responsibility of the firms, best execution of orders at reasonable commission rates, and quality of client service. We are independently owned and operated and do not receive fees or commissions from any custodian or broker-dealer, although Zenit Wealth may receive additional benefits from Jefferies and/or IBKR such as electronic delivery of client information, electronic trading platforms, institutional trading support, proprietary and/or third-party research, continuing education, practice management advice, and other services provided by custodians for the benefit of investment advisory clients.

The receipt of additional benefits may give us an incentive to require that you maintain your account with Jefferies and/or IBKR based on our interest in receiving their services rather than your interest in receiving the best value and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that our selection of Jefferies and IBKR as brokers is in the best interests of our clients. Our belief is primarily supported by the scope and quality of services Jefferies and IBKR provides to our clients and not services that benefit only us. Additionally, these benefits are offered to all investment advisers that use Jefferies and/or IBKR for brokerage and execution services and not just our firm.

To mitigate the existence of this conflict, on a periodic basis, we conduct a best execution review considering the full range and quality of Interactive Brokers, LLC’s services, including execution quality, commission rate, the value of research provided, financial strength, and responsiveness to our requests for trade data and other information. Our obligation is not necessarily to get the lowest price but to obtain the best qualitative execution.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

Zenit Wealth will allow clients to direct brokerage to a specified broker-dealer other than the firm recommended by Zenit Wealth. In the event that a client directs us to use a particular broker-dealer, we may not be authorized to negotiate commissions, and we may not be able to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct the firm to use a particular broker-dealer and those who do not.

Aggregation of Orders (Block Trading)

Generally, Zenit Wealth does not engage in block trading. As such, some clients purchasing securities around the same time may receive a less favorable price than other clients may receive. This means that this practice of not aggregating may cost clients more money. However, in limited cases, and only when deemed in the best interest of clients, we may aggregate transactions. When transactions are aggregated, the actual prices applicable to the aggregated transactions will be averaged, and the client account will be deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained.

Zenit Wealth and/or its Associated Persons may participate in block trades with clients; however, Zenit Wealth and/or its Associated Persons will not participate on a pro rata basis for partial fills.

Review of Accounts - Item 13

Zenit Wealth monitors client account holdings on a continuous basis and conducts formal account reviews at least annually. Accounts are reviewed by the Associated Person assigned to the account. Reviews may be conducted in person or over the phone.

Additional reviews may be offered in certain circumstances. Triggering factors that may stimulate additional reviews include, but are not limited to, changes in economic conditions, changes in the client's financial situation or investment objectives, or upon client request.

The client's independent custodian provides account statements directly to the client no less frequently than quarterly. The custodian's statement is the official record of the client's securities account.

Client Referrals and Other Compensation - Item 14**Economic Benefits Received from Non-Clients for Providing Investment Advice to Clients****Economic Benefits Received from Custodians**

Zenit Wealth has brokerage and clearing arrangements with Jefferies and Interactive Brokers and the firm may receive additional benefits from them in the form of electronic delivery of client information, electronic trading platforms, institutional trading support, proprietary and/or third-party research, continuing education, practice management advice, and other services provided by custodians for the benefit of investment advisory clients. Please refer to item 12 above for more information about the receipt of additional benefits from broker-dealers/account custodians.

Economic Benefits Received from Vendors

In some cases, Zenit Wealth and Associated Persons receive additional direct or indirect compensation from product sponsors, vendors, and field marketing organizations; such as gifts valued at less than \$500 annually, an occasional dinner or ticket to a sporting event; payments in connection client workshops, marketing events or advertising initiatives, including services for identifying prospective clients. Product sponsors may also pay for or

reimburse Zenit Wealth for the costs associated with Zenit Wealth employees and investment adviser representatives attending various education or training events, as well as Zenit Wealth sponsored conferences and events.

Clients should be aware, however, that the receipt of economic benefits by Zenit Wealth or its Associated Persons in and of itself creates a conflict of interest and influences Zenit Wealth's choice of these various vendors because our firm and Associated Persons have an incentive to recommend and use custodians, vendors, and product sponsors based on the additional economic benefits obtained rather than solely on the client's needs. We address this conflict of interest by recommending custodians, vendors, and products that we believe in good faith are appropriate for the client's particular needs. Clients are under no obligation contractually or otherwise, to use any of the custodians, vendors, and products recommended by us.

Compensation for Client Referrals

Non-employee (outside) consultants, individuals, and/or entities, who are directly responsible for bringing a client to Zenit Wealth receive compensation from the firm. Such arrangements will comply with the requirements set forth the Investment Advisers Act of 1940, including the requirement that the relationship between the promoter and the investment adviser be disclosed to the client at the time of referral. Under these arrangements, the client does not pay higher fees than Zenit Wealth's customary advisory fees.

Custody - Item 15

With respect to third party standing letters of authorization ("SLOA") where a client grants us authority to direct custodians to disburse funds to one or more third party accounts, we are deemed to have custody pursuant to SEC's Rule 206(4)-2 (the "Custody Rule"). We have taken steps to have controls and oversight in place to comply with guidance issued by the SEC. We are not required to comply with the surprise examination requirements of the Custody Rule if we are in compliance with the representations noted in the SEC's guidance. Where our firm acts pursuant to a SLOA, we believe we are making a good faith effort to comply with the representations noted in the SEC guidance. Additionally, since many of the representations noted in the SEC guidance letter involve the qualified custodian's operations, we will collaborate closely with our custodian(s) to ensure that the representations are met.

Where we directly debit your account(s) for the payment of our advisory fees, Zenit Wealth is deemed to exercise custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. The custodian holding client assets will not verify the calculation of the advisory fees. You should carefully review account statements for accuracy. If you have questions regarding your account or if you did not receive a statement from your custodian, please contact us at +1 (809) 540 2000 or at pamela.german@zenitcapital.com.

Investment Discretion - Item 16

Zenit Wealth's portfolio management services are offered on a discretionary basis. This authority is granted to us by you in the advisory agreement. This allows our firm and/or the sub-adviser to choose the quantity of the securities to be purchased or sold and whether to place buy or sell orders for your account without obtaining your approval for each transaction.

If you wish, you may limit our discretionary authority by setting a limit on the type of securities that can be purchased for your account, for example. Simply provide us with your restrictions or guidelines in writing. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

If you have engaged us for non-discretionary portfolio management services, we will obtain your approval prior to executing any transactions in your account(s).

Voting Client Securities - Item 17

Zenit Wealth does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.

Financial Information - Item 18

We are required in this Item to provide you with certain financial information or disclosures about Zenit Wealth's, financial condition. Zenit Wealth does not require the prepayment of over \$1,200, six or more months in advance. Additionally, Zenit Wealth has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and Zenit Wealth has not been the subject of a bankruptcy proceeding.

Requirements of State-Registered Advisers - Item 19

This section is not applicable because our firm is SEC registered.

Zenit Wealth Advisors, Inc. Privacy Policy Notice

This notice is being provided to you in accordance with the Securities and Exchange Commission's rule regarding the privacy of consumer financial information ("Regulation S-P"). Please take the time to read and understand the privacy policies and procedures that we have implemented to safeguard your nonpublic personal information.

Information We Collect

Zenit Wealth Advisors, Inc. ("Zenit Wealth") must collect certain personally identifiable financial information about its customers to provide financial services and products. The personally identifiable financial information that we gather during the normal course of doing business with you may include:

- information we receive from you on applications or other forms;
- information about your transactions with us, our affiliates, or others;
- information we receive from a consumer reporting agency.

Information We Disclose

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted or required by law, as necessary to provide services to you or if you have given us permission in writing. In accordance with Section 248.13 of Regulation S-P, we may disclose all of the information we collect, as described above, to certain nonaffiliated third parties such as our attorneys, accountants, auditors, and persons or entities that are assessing our compliance with industry standards. We enter into contractual agreements with all nonaffiliated third parties that prohibit such third parties from disclosing or using the information other than to carry out the purposes for which we disclose the information.

Regulation S-AM: Under Regulation S-AM, we are prohibited from using eligibility information that we receive from an affiliate to make a marketing solicitation unless:

- the potential marketing use of that information has been clearly, conspicuously and concisely disclosed to the consumer;
- the consumer has been provided a reasonable opportunity and a simple method to opt out of receiving the marketing solicitations; and
- the consumer has not opted out.

Zenit Wealth and Zenit Capital Advisors, Ltd., its affiliated non-US investment adviser firm share eligibility information obtained from clients with each other to make marketing solicitations. Please contact us at +1 (809) 540 2000 or at pamela.german@zenitcapital.com if you do not want to allow us and our affiliates to share your information with each other to make marketing solicitations.

Regulation S-ID: Regulation S-ID requires our firm to have an Identity Theft Protection Program (ITPP) that controls reasonably foreseeable risks to customers or to the safety and soundness of our firm from identity theft. We have developed an ITPP to adequately identify and detect potential red-flags to prevent and mitigate identity theft.

Confidentiality And Security

We restrict access to nonpublic personal information about you to those Employees who need to know that information to provide financial products or services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.

Accuracy

Zenit Wealth strives to maintain accurate personal information in our client files at all times. However, as personal situations, facts and data change over time; we encourage our clients to provide feedback and updated information to help us meet our goals.