

Item 1 Cover Page

**POGSON & MATT WEALTH MANAGEMENT GROUP, LLC WRAP
BROCHURE**

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This wrap fee program brochure provides information about the qualifications and business practices of Pogson & Matt Wealth Management Group, LLC. If you have any questions about the contents of this brochure, please contact us at (480) 334-2267. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration as a registered investment advisor does not imply a certain level of skill or training.

Additional information about Pogson & Matt Wealth Management Group, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

There have been no material changes to this Brochure since the date of the last annual update noted below.

The material changes discussed above are only those changes that have been made to this Brochure since the firm's last annual update of the Brochure. The date of the last annual update of the Brochure was March 28, 2024.

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Item 4 Services, Fees and Compensation

Advisory Services

Pogson & Matt Wealth Management Group, LLC (“Pogson & Matt” or “Advisor”) principal service is providing fee-only investment advisory services and financial planning services. The Advisor practices custom management of portfolios, on a discretionary basis, according to the client’s objectives. The Advisor’s primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. The Advisor primarily uses mutual funds, ETFs and individual stocks to construct client portfolios. The Advisor may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The Advisor may recommend specific stocks to increase sector weighting and/or dividend potential. The Advisor may recommend employing cash positions as a possible hedge against market movement which may adversely affect the portfolio. The Advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client’s risk tolerance. Pogson & Matt delivers these services on a wrap fee basis (where the asset management fee includes transaction fees). Pogson & Matt also offers its advisory services on a non-wrap fee basis, where the asset management fee does not include transaction costs (which are paid separately by the client). Pogson & Matt does not manage wrap fee and non-wrap fee accounts differently or offer any different services to the wrap or non-wrap fee accounts. The difference between the two forms of fees is purely a pricing option for the client.

Asset Management Fees

Pursuant to an investment advisory contract signed by each client, the client will pay Pogson & Matt an annual asset management fee, payable quarterly in advance, based on the amount of the assets to be managed by the Advisor as of the last business day of each quarter. The asset management fee may be adjusted to account for significant contributions or withdrawals made to the account during the quarter. New account fees will be prorated from the inception of the account to the end of the first quarter. Asset management fees will be included with transaction costs in a wrap fee as mutually agreed between Advisor and the client. The following table shows the maximum wrap fees:

Mutual Fund/ ETF Portfolio		Individual Stock Portfolio	
Assets Managed	Annual Fee	Assets Managed	Annual Fee
\$250,000 - \$999,999	1.50%	\$250,000 - \$999,999	2.00%
\$1 million - \$2 million	1.25%	\$1 million - \$2 million	1.75%
Over \$2 million	1.00%	Over \$2 million	1.50%

For clients that are partly invested in mutual funds/ETFs, and individual stocks, the fee will be blended based on the value of the security types.

Pogson & Matt also offers a non-wrap fee option that includes only the asset management fee with transaction costs paid by the client directly out of their account to the executing broker or custodian. Wrap fee account fees are 0.20% higher than non-wrap account fees.

The entire wrap fee paid to Pogson & Matt is retained by the firm and not paid to any other investment advisors. Portfolio Managers within the firm are compensated under the firm's compensation program.

These fees may be negotiated at the sole discretion of the Advisor. The Advisor may determine based on the circumstances of the overall client relationship, that certain accounts of a client may not be charged an asset management fee. Asset management fees will generally be directly deducted from the client account on a quarterly basis. In some cases, fees will not be directly deducted and the client will be invoiced on a quarterly basis. For those clients whose fees are directly deducted, the client will give written authorization permitting the Advisor to be paid directly from their account held by the custodian. In those cases, the custodian will send a quarterly statement to the client that will show the fee deduction transaction.

At no time will Pogson & Matt accept or maintain custody of a client's funds or securities except for authorized fee deduction. The Advisor will pay all custodial and securities execution and clearance fees out of its asset management fee (except for short-term trading or redemption fees which will be paid by clients). Certain miscellaneous fees are charged to the client account by the custodian, such as wire fees and overnight check fees, odd-lot differentials, early termination fees, short-term redemption fees, etc. However, Pogson & Matt will reimburse clients for these miscellaneous fees either by direct reimbursement or through adjustment of the asset management fee depending on the preference of the client. This method of treating transaction fees is typically characterized as a "wrap fee", where the asset management fee includes the investment advisory services as well as all transaction costs and the client pays only that asset management fee and no other costs concerning the trading and maintaining of the account. Clients in wrap fee accounts, with the transaction and custody costs included, will pay a slightly higher asset management fee (an additional 0.20%) than the asset management fee in non-wrap fee accounts where those costs are not included in the fee (see Pogson & Matt Form ADV Part 2A Brochure). The specific arrangement for each client will be defined in the investment advisory contract signed by each client.

The wrap fee may cost the client more or less than purchasing such services separately depending on the number of transactions that occur in the account. As noted above, Pogson & Matt pays for all of the transaction charges for transactions in a client wrap fee account. The transaction charges paid by Pogson & Matt vary based on the type of transactions (e.g., mutual fund, ETF, or equity security), and for mutual funds based on whether or not the funds participate in the custodian's no-transaction-fee program. A conflict of interest exists because Pogson & Matt pays the transaction charges for the client account. Clients should understand that the cost of transaction charges to Pogson & Matt may be a factor that the Advisor considers when deciding which securities to select and how frequently to place transactions in a client account.

All fees paid to Pogson & Matt for investment advisory services are separate and distinct from the expenses charged by mutual funds and ETFs to their shareholders. Clients should be aware that there will be two layers of advisory fees and expenses for those assets. Clients will pay an advisory fee to the fund manager and other expenses as a shareholder of the fund. In the case of mutual funds that are fund of funds, there could be an additional layer of fees, including performance fees that may vary depending on the performance of the fund. These fees and expenses are described in each

fund's or ETF's prospectus. Client will also pay Pogson & Matt the asset management fee with respect to those assets.

A client could invest in these products directly, without the services of Pogson & Matt. Therefore, clients could generally avoid the second layer of fees by not using the advisory services of Pogson & Matt and by making their own decisions regarding the investment. In that case, the client would not receive the services provided by Pogson & Matt which are designed, among other things, to assist the client in determining which products or services are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the product sponsor and the fees charged by Pogson & Matt to fully understand the total fees to be paid.

Investment advisor representatives of Pogson & Matt are not compensated differently for clients that choose the wrap fee arrangement versus the non-wrap fee and therefore they do not have a financial incentive to recommend one method over the other.

The quarterly asset management fee is payable in advance. Clients may request to terminate their advisory contract with Pogson & Matt, in whole or in part, by providing advance written notice. Upon termination, any fees paid in advance will be prorated to 30 days after the termination request and any excess will be refunded to client. The fee held for the 30 day period from notice will be used to compensate the Advisor for any costs in transitioning the account, and if the transition is accomplished in less than 30 days, and there are no remaining requirements of the Advisor, any excess fee will be refunded to the client. Client's advisory agreement with the Advisor is non-assignable without client's written approval.

Item 5 Account Requirements and Types of Clients

The Advisor will offer its services to the following types of clients: individuals, trusts, estates, or charitable organizations, and corporations or other business entities. The Advisor's clients consist of individuals, and corporations or other business entities.

The Advisor's cumulative minimum account requirement for opening and maintaining an account is \$250,000. However, based on facts and circumstances the Advisor may, at its sole discretion, accept accounts with a lower value.

Item 6 Portfolio Manager Selection and Evaluation

Pogson & Matt offers the wrap fee alternative to clients as a pricing option.

Each client is assigned a Pogson & Matt Portfolio Manager when they become a client. Generally, the Portfolio Manager will be the individual who introduces the client to the firm. Each Portfolio Manager at Pogson & Matt is responsible for managing the investment accounts of their assigned clients. The Pogson & Matt Portfolio Manager will monitor the client account on an ongoing basis to ensure that the client needs, goals and objectives are being met.

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

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

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall.

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

In addition to investment supervisory services, Pogson & Matt may provide Financial Planning Services to some of its clients. The Advisor's Financial Planning services may include recommendations for portfolio customization based on their client's investment objectives, goals and financial situation. Financial Planning Services may also include recommendations relating to investment strategies as well as tailored investment advice.

Pogson & Matt may also provide general non-securities advice on topics including tax planning, estate planning, business planning, retirement planning, education planning, budgeting and cash flow. Fees are billed at a rate of \$150 per hour and are paid as services are rendered. Fees are negotiable. Pre-payment of fees will not exceed \$500 per client, 6 months in advance.

Pogson & Matt will tailor its advisory services to its client's individual needs based on meetings and completion of a client profile. Clients may impose restrictions on investing in certain securities or types of securities. All client restrictions will be discussed and agreed upon prior to the Advisor managing the account.

The Advisor does not charge performance-based fees.

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

Item 7 Client Information Provided to Portfolio Managers

In accordance with the Advisor's Privacy Policy, the Advisor does not communicate any non-public financial information to unaffiliated entities.

Item 8 Client Contact with Portfolio Managers

The Advisor does not place any restriction on the client's ability to contact and consult with their Portfolio Managers and encourages clients to communicate with their Portfolio Managers whenever their circumstances change that may cause a change to their investor profile.

Item 9 Additional Information

Neither the Advisor nor its management team has had any material legal or disciplinary events, currently or in the past.

Neither the Advisor nor any of its management persons are registered as a representative of a broker-dealer or have an application pending to register as a broker-dealer.

Neither the Advisor nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

The Advisor does not currently have any relationships or arrangements that are material to its advisory business or clients with either a broker-dealer, municipal securities dealer, or government securities dealer or broker, investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund" or offshore fund), futures commission merchant, commodity pool operator, or commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer or sponsor of syndicator of limited partnerships.

The Advisor does not select other investment advisors for clients that are paid out of the wrap fee paid to Pogson & Matt.

Pogson & Matt may suggest brokers or dealers to be used as custodian based on execution and custodial services offered, cost, quality of service and industry reputation. Pogson & Matt will consider factors such as commission price, speed and quality of execution, client management tools, and convenience of access for both the Advisor and client in making its suggestion. Pogson & Matt intends to recommend that our clients use Charles Schwab & Co., Inc., a registered broker-dealer, member SIPC, as the qualified custodian.

The custodian and brokers we use

Pogson & Matt does not maintain custody of your assets, although we are deemed to have custody of your assets if you give us authority to 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 or bank. We recommend that our clients use Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use

Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab 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. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your brokerage and custody costs”).

How we select brokers/custodians

We seek to recommend a custodian/broker that will hold your assets and execute transactions on terms that are overall most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, security and stability
- Prior service to us and our clients
- Availability of other products and services that benefit us, as discussed below (see “Products and services available to us from Schwab”)

Your brokerage and custody costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds, ETFs, and online stock and options trades) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab’s Cash Features Program. For some accounts, Schwab may charge you a percentage of the dollar amount of assets in the account in lieu of commissions. In addition to commissions and asset-based fees, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker/dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab 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, including those listed above (see “How we select brokers/custodians”).

Products and services available to us from Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. They provide our clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. Following is a more detailed description of Schwab's support services:

Services that benefit you

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide pricing and other market data
- facilitate payment of our fees from our clients' accounts
- assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these

services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

Our interest in Schwab's services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. These services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. This creates an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business and Schwab's payment for services for which we would otherwise have to pay rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/custodians") and not Schwab's services that benefit only us.

For any such products and services Pogson & Matt receives from Schwab or other custodians, it will follow procedures which ensure compliance with Section 28(e) of the Securities Exchange Act of 1934 or applicable state securities rules.

Item 10 Requirements for State-Registered Advisers

Neither the Advisor nor any of its management persons have any relationship or arrangement with any issuer of securities that is not otherwise disclosed in this wrap brochure.