

ROI Financial Advisors, LLC

Registered Investment Adviser

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of ROI Financial Advisors, LLC (ROI Financial). If you have any questions about the contents of this brochure, please feel free to contact us at (503) 941-5925 or by email at: Lance.J.Johnson@ROI-FA.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about ROI Financial Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. ROI Financial Advisors LLC CRD number is: 160100

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Registration does not imply a certain level of skill or training.

Version Date: 3-17-2026

Item 2: Material Changes

This brochure, dated March 17, 2026, is not materially different from our last brochure dated March 17, 2025.

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Item 4: Advisory Business

A. Description of the Advisory Firm

ROI Financial Advisors, LLC is a Limited Liability Company organized in the State of Oregon. The firm was formed in August of 2012, the primary owner is Lance Jarl Johnson.

B. Types of Advisory Services

ROI Financial Advisors, LLC (hereinafter "ROI Financial") offers the following services to advisory clients.

Investment Supervisory Services

ROI Financial offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. ROI Financial creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, risk tolerance levels and other important elements of suitability) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific needs. Investment Supervisory Services include, but are not limited to, the following:

- Investment Strategy
- Personal Investment Policy
- Asset Allocation
- Asset Selection
- Risk Tolerance
- Regular Portfolio Monitoring

ROI Financial evaluates the current investments of each client with respect to their investment objective, risk tolerance levels and time horizon. ROI Financial will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Financial Planning

Financial plans and financial planning may include, but are not limited to: investment planning, life insurance, tax concerns, retirement planning, college planning, estate planning, and debt/credit planning. These services are based on fixed fees or hourly fees and the final fee structure is documented in Exhibit II of the Financial Planning Agreement and as noted below.

One Year Financial Planning Agreement

Clients that choose this option will be billed at the listed fee as determined by the client and ROI Financial and will not be eligible for any discounts from the listed fee found in the Financial Planning Agreement. Services will be provided for one year and there will be no expectation from the client or ROI Financial for Financial Planning services to be provided or fees to be collected past the one year anniversary date of the Financial Planning Agreement.

Annual Renewal Agreement

Clients that choose this option will be offered a discount from the listed prices as stated in the Financial Planning Agreement. The client will be billed on an annual basis at the agreed upon rate. ROI Financial will provide an updated plan to the client each year when fees are paid in full.

Business Module

For clients that own small businesses, ROI Financial can complete Business Financial Planning in conjunction with Personal Financial Planning. The Business Module is offered as an add on to the personal comprehensive financial plan. During the financial planning process, the Business Module will focus on business related cash flows, ownership, owner compensation, retirement plan opportunities, and business related tax scenarios.

Advanced Estate Module

For clients that have large and/or complex estate scenarios, ROI Financial offers an Advanced Estate Module. This module will assist in the planning and implementation of complex trusts (ROI Financial does not offer legal advice, consult an Estate Attorney for the creation of legal documents). The client's options and wishes for estate planning will be included through detailed illustrations. This module is required when the plan is more complex than a standard Living will and/or Living Trust.

Services Limited to Specific Types of Investments

ROI Financial generally provides money management and investment advice on money management to mutual funds, equities, bonds, fixed income, debt securities, ETF's, real estate, hedge funds, REITs, insurance products including annuities, and government securities. ROI Financial may use other securities as well to help diversify a portfolio when applicable.

Pension Consulting Services

ROI Financial offers pension consulting services that include: identifying investment objectives and restrictions; allocating plan assets to various objectives; selecting money managers to manage plan assets in ways designed to achieve objectives; selecting mutual funds that plan participants can choose as their funding vehicles; monitoring performance of money managers and mutual funds and making recommendations for changes; and selecting other service providers, such as custodians, administrators, and broker-dealers.

ROI Financial may recommend a retirement plan administrator to clients. ROI Financial may be compensated by the retirement plan services administrator for working with the client. ROI negotiates the compensation and service arrangement with the client, however the client contracts directly with the Plan Administrator for services and fee payment.

Held Away Assets

ROI utilizes Pontera, a third-party platform, to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows ROI to avoid being considered to have custody of client funds since the Firm does not have direct access to client log-in credentials to affect trades. ROI is not affiliated with the Pontera platform in any way and receives no compensation from them for using their platform. In order for ROI to manage held away assets (assets not held at Schwab) a link will be provided to the client allowing them to connect an account(s) to the platform. Once a client account is connected to the platform, ROI will review the current account allocations. When deemed necessary, ROI will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees that harm account performance.

C. Client Tailored Services and Client Imposed Restrictions

ROI Financial offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (investment objectives, income, tax levels, and risk tolerance levels), the Financial Planning

Checklist and the Risk Assessment Questionnaire which are used to help construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs and targets.

Clients may impose restrictions on investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent ROI Financial from properly servicing the client account, or if the restrictions would require ROI Financial to deviate from its standard suite of services, ROI Financial reserves the right to end the relationship.

Investment Supervisory Services: Investment Advisory Contract Communications and Reporting Guidelines

Adviser will evaluate client’s portfolio on a quarterly basis and contact the client for needed adjustments (non-discretionary model) or make adjustments as needed to the clients account(s)(discretionary model).

Adviser will schedule “in person” meetings with client on an annual basis to discuss client’s accounts. Portfolio snapshot reports or numbers will be presented to the client on an annual basis.

Client will receive statements from the custodian on a monthly basis.

Clients will receive a monthly invoice from the Adviser detailing the Adviser’s fees. See Item 5 Fees and Compensation for a complete description of the invoice. The Adviser will send the invoice to the client concurrent with the request for payment of the Advisory fees to the custodian. *(Clients are encouraged to compare this information with the fees listed on the custodian account statement and immediately notify the Adviser with any questions or concerns about the billing.)*

Client will promptly notify Adviser of any changes to client’s investment profile information (i.e. job and income changes, births or deaths, investment time frame changes, etc.).

D. Wrap Fee Program

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transactions costs, fund expenses, and any other administrative fees. ROI Financial DOES NOT participate in any wrap fee programs.

E. Amount Under Management

ROI Financial has the following assets under management:

| Discretionary | Non-discretionary | As of Date |
|----------------------|--------------------------|-------------------|
| \$ 256,652,118 | \$ 7,503,952 | 12/31/25 |

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

| Total Assets Under Management | Maximum Fee |
|-------------------------------|-------------|
| \$0 - \$250,000 | 1.50% |
| \$250,001 - \$500,000 | 1.35% |
| \$500,001 - \$1,000,000 | 1.15% |
| \$1,000,001 - \$2,500,000 | 1.00% |
| \$2,500,001 - \$5,000,000 | 0.85% |
| \$5,000,001 - \$8,500,000 | 0.75% |
| Above \$8,500,001 | 0.65% |

These fees are negotiable depending upon the needs of the client and complexity of the situation and the final fee schedule that is attached as Exhibit II of the Investment Advisory Contract. The fee schedule listed above is the standard fee schedule; however, fees could be up to 1.50% and will be disclosed to the Client in the Investment Advisory Contract. Clients will pay their fees on a monthly basis in arrears, and fees will be inclusive of cash and cash equivalents. Clients may terminate their contracts with thirty days' written notice. Because fees are charged in arrears, no refund policy is necessary. Clients may terminate their accounts without penalty within 5 business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with the client acknowledgement of their authorization. (See Item B Payment of Fees for a complete description of how clients will be invoiced for fees.)

For 401K plans clients may pay an additional fee up to 50 bps for services such as assisting with plan enrollment, assisting with setting up plan documents, and other various administrative services. Clients that have assets managed by ROI will be paying this fee on top of the investment advisory fee.

Financial Planning Fees

Fixed Fees

Depending upon the complexity of the situation and the needs of the client, the rate for creating client financial plans is between \$600 and \$4,800. The fees are negotiable. Fees are paid in advance, but never more than six months in advance. Clients may terminate their contracts without penalty within five business days of signing the contract. Fees that are charged in advance will be refunded based on the prorated amount of work completed at the point of termination. The fee refunded will be the balance of the fees collected in advance minus the hourly rate of \$250 per hour times the number of hours of work that has been completed up to and including the day of termination. All fees to be refunded and any partially completed work will be provided to the client within 15 business days of ROI Financial being advised in writing of the termination of this agreement.

Financial Planning Modules

Financial Planning
Protection Planning
Investment Planning
Tax Planning
Retirement Planning
Estate Planning

| Simple | | Moderate | | Complex | |
|--------|-------|----------|-------|---------|-------|
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |
| \$100 | \$200 | \$300 | \$400 | \$500 | \$600 |

If the client needs the following services, they are in addition to the calculated fee above.

Business Module \$600

Advanced Estate Module \$600

The basic planning fee will be calculated by the advisor based on the complexity of each service indicated for each module.

Hourly Fees

If a client chooses to elect an hourly rate, the hourly fee for financial planning services is \$250. Fees are billed monthly and in arrears. Uncollected Invoices or Fees are subject to interest accrual outlined in the terms and conditions of the ROI Financial Advisor's Planning Agreement.

Client shall be given thirty (30) days' prior written notice of any increase in fees; the client would need to agree to any modified fee terms by signing a new amendment to their current agreement. If hourly fees are chosen, fees are due within 30 days of invoice. If annual fees are chosen, fees are due within 30 days of anniversary date. In the event the invoice remains unpaid 30 days from the due date a 1.5% per month interest charge will be added to the unpaid amount. All collection costs and attorney fees are paid by the client if the account is not paid as agreed. We reserve the right to stop work on any account that is 30 days past due, in accordance with our firm's stated collection policy.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with the client's written authorization. Fees are paid monthly in arrears. A monthly invoice will be sent to the client detailing the fees and additional information such as the amount of assets under management on which the fee was based, the formula used to calculate the fee, the fee calculation itself and the time period covered by the fee. The name of the custodian will also be included. The invoice to the client will be sent concurrent with the request for payment of the Advisory fees to the custodian. *(Clients are encouraged to compare this information with the information listed on the custodian account statement and immediately notify the Adviser with any questions or concerns.)*

Payment of Financial Planning Fees

Fixed Fees:

The fees are negotiable. Fees are paid in advance, but never more than six months in advance. Clients may terminate their contracts without penalty within five business days of signing the contract. Fees that are charged in advance will be refunded based on the prorated amount of work completed at the point of termination. The fee refunded will be the balance of the fees collected in advance minus the hourly rate of \$250 per hour times

the number of hours of work that has been completed up to and including the day of termination. All fees to be refunded and any partially completed work will be provided to the client within 15 business days of ROI Financial being advised in writing of the termination of this agreement.

Hourly Fees:

If client chooses to elect an hourly rate, the hourly fee for financial planning services is \$250. Fees are billed monthly and in arrears. Uncollected Invoices or Fees are subject to interest accrual outlined in Section III. Fees of the terms and conditions of the ROI Financial Advisor's Planning Agreement and noted under "Hourly Fees" above.

Fees will be billed at the hourly rate of \$250. Invoice will be delivered to client at the completion of the financial plan.

C. Clients Are Responsible for Third Party Fees

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by ROI Financial. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

ROI Financial collects Fixed Financial Planning fees in advance and Hourly Financial Planning fees and Investment Advisory fees in arrears. Fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be returned within fourteen days to the client via check.

E. Outside Compensation for the Sale of Securities to Clients

Neither ROI Financial nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or receives fees from the sale of mutual funds.

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

ROI Financial does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

ROI Financial generally provides investment advice and/or management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Business Owners
- ❖ Retirement Plans

Minimum Account Size

There is no account minimum.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

ROI Financial Advisors LLC's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

Charting analysis involves the use of patterns in performance charts. ROI Financial Advisors LLC uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

ROI Financial uses long term trading, short term trading, short sales, margin transactions, and options writing (including covered options, uncovered options, or spreading strategies).

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified, then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to

provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

ROI Financial generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize short sales, margin transactions, and options writing. Short sales, margin transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies.

Mutual funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costs that lower investment returns. Mutual funds may invest in any of the following investments and would inherit the associated risk.

Equity/Stocks investment generally refers to buying shares of stocks by an individual or firms 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.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk (the uncertainty that inflation will undermine the performance of the investment), interest rate risk (the risk that the value of an investment will change due to the absolute interest rate level), default risk (the risk associated with a company or individual failing to repay their debt obligations).

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Exchange Traded Funds (ETF): Investing in ETF's 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 FCIC or any other government agency.

Real Estate funds face several kinds of risks that are inherent in this sector of the market. Liquidity risk, market risk and interest rate risk are just some the factors that can influence the gain or loss that is passed on to the investor. Liquidity and market risk tend to have a greater effect on funds that are more growth-oriented, as the sale of the appreciated properties depends upon market demand. Conversely, interest rate risk impacts the

amount of dividend income that is paid by income-oriented funds.

Hedge Funds are not suitable for all investors and involve a high degree of risk due to several factors that may contribute to above average gains or significant losses. Such factors include leveraging or other speculative investment practices, commodity trading, complex tax structures, a lack of transparency in the underlying investments, and generally the absence of a secondary market.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Precious Metal ETFs (Gold, Silver, Palladium Bullion backed “electronic share” not the physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability and inflation.

Short sales risks include the upward trend of the market and the infinite possibility of loss.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral.

Options writing involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

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 nothing to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Lance Johnson is the majority owner of ROI Tax, LLC (“ROI Tax”) which provides tax preparation and tax filing services. These services will be offered to clients of ROI Financial and fees paid to ROI Tax are separate and distinct from the fees paid ROI Financial.

Lance Johnson is a partial owner of an affiliated firm ROI Marketing & Creative Design LLC (“ROI Marketing”). Formed in 2021, ROI Marketing provides branding, outreach and other marketing services for businesses, including ROI Financial and ROI Tax. Employees of ROI Financial may also work with ROI Marketing and services of ROI Marketing may be referred to clients of ROI Financial. Any fees earned under ROI Marketing are distinct and separate from fees clients pay ROI Financial.

ROI Financial always acts in the best interest of the client and clients always have the right to decide whether to utilize the services of any ROI Financial representative in such individuals outside capacities, such as ROI Marketing and/or ROI Tax. Employees of ROI Financial also work with ROI Tax and ROI Marketing and ROI Tax shares office space with ROI Financial. This presents potential conflicts around the sharing of client's personal information, fair trade practices, and supervision. To mitigate these conflicts, ROI Financial has put policies in place to supervise and monitor the activities of these shared employees. Additionally, controls are established to ensure access is only provided with the client's permission.

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

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

ROI Financial does not recommend that clients buy or sell any security in which a related person to ROI Financial or ROI Financial has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of ROI Financial may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of ROI Financial to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they proved to clients. Such transactions may create a conflict of interest. ROI Financial will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being sold or bought.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of ROI Financial may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of ROI Financial to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. ROI Financial will always transact client's transactions before its own when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. The Custodian's and Brokers We Use

ROI Financial does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets when 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 Schwab Institutional, a division of Charles Schwab & Co., Inc. (“Schwab”) 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 agreement directly with them. We do not open the account for you, although we may assist you in doing so 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”).

1. *How We Select Brokers/Custodians*

We seek to use custodians/brokers that 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 payments, 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, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us at Schwab)

2. *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 they execute or the settle into your Schwab account. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In order to minimize your trading costs, we have Schwab execute all trades for your account. We have determined that having Schwab execute all 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”).

3. *Products and Services Available to Us from Schwab*

Schwab Institutional is Schwab’s business serving independent investment advisory firms like us. They provide our clients 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, 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

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 provide us with other benefits, such as occasional business entertainment of our personnel.

4. *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. We may have an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab’s services that benefit our business 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 interest 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 Schwab’s services that benefit only us.

B. Aggregating (Block) Trading for Multiple Client Accounts

ROI Financial maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing ROI Financial the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly. Reviews may be completed or delegated and supervised by Lance Jarl Johnson, Chief Compliance Officer. Mr. Johnson assures client accounts are reviewed and comply with their investment policies and risk tolerance levels.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by the advisor assigned to the client. Financial plans are reviewed upon completion and at each annual update if that service has been selected by the client.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance. Content and Frequency of Regular Reports Provided to Clients

Investment Advisory Contracts:

Each client will receive at least monthly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

ROI Financial will also send a report to each client including a statement of fees each month.

Financial Planning Agreements:

Clients that choose a One Year Agreement option will be billed at the listed fee as determined by the client and ROI Financial and will not be eligible for any discounts from the listed fee found in the Financial Planning Agreement. Services will be provided for one year and there will be no expectation from the client or ROI Financial for Financial Planning services to be provided or fees to be collected past the one year anniversary date of the Financial Planning Agreement.

If the client has elected an Annual Renewal Agreement option, they will be offered a discount from the listed price as stated in the agreement. The client will be billed on an annual basis at the agreed upon rate. ROI Financial will provide an updated plan each year that fees are paid in full.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

B. Compensation to Non-Advisory Personnel for Client Referrals

ROI Financial does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account. Schwab maintains actual custody of your assets. You will receive account statements directly from Schwab at least monthly. They will be sent to the email or postal mailing address you provided to Schwab. You should carefully review those statements promptly when you receive them. We also urge you to compare Schwab's account statements with the periodic invoices you will receive from us. See Item 5 Fees and Compensation for a complete description of ROI Financial Advisors' monthly invoice.

In certain instances, ROI may be deemed to have custody due to the Firm's authority to transfer money from a client's account to a third party through a written standing letter of authorization ("SLOA"). For these accounts, ROI would follow guidance provided by the SEC to eliminate the requirement of an annual surprise custody exam.

Item 16: Investment Discretion

ROI provides ongoing supervision on a discretionary or a non-discretionary basis. Clients whose accounts are managed on a discretionary basis have given ROI Financial written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. These clients provide ROI Financial discretionary authority via limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian. For clients whose accounts are managed on a non-discretionary basis, ROI Financial obtains client permission prior to executing a transaction.

Item 17: Voting Client Securities (Proxy Voting)

ROI Financial will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

ROI Financial does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither ROI Financial nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

ROI Financial has not been the subject of a bankruptcy petition in the last ten years.