

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 (602) 282-0189. 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 updating amendment 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 23, 2021.

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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.

Where Sub-advisors are used to manage some or all assets in a client account, the overall asset management fee (Advisor plus Sub-advisor) will not exceed a maximum 2.00% fee. Once the Sub-advisor fee is negotiated, the Pogson & Matt fee will be adjusted so that the overall fee paid by the client in total does not exceed the 2.00% maximum. This does not include any embedded management fees in mutual fund or ETF products as noted below. 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 (Pogson & Matt's asset management fee) may be negotiated at the sole discretion of the Advisor. In cases where a Sub-advisor is utilized, the Advisor will assist the client negotiate the Sub-advisor's fee. 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 non-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, pension and profit sharing plans, 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. Any Sub-advisors deemed appropriate to manage all or part of a client account will have a separate investment management agreement with the client.

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. Clients with accounts managed by Sub-advisors will be able to place restrictions on the selection of Sub-advisors and the types of securities available to the Sub-advisors for the client 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. If Sub-advisors are deemed appropriate to manage a portion or all of a client's account, the client will enter into a separate investment management agreement directly with that investment advisor.

Advisor participates in the institutional programs of multiple custodians that are unaffiliated SEC registered broker-dealers. These custodians offer independent investment advisors services which

include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from the custodian through its participation in the programs.

Advisor may recommend these custodians to clients for custody and brokerage services. There is no direct link between Advisor's participation in the programs and the investment advice it gives to its clients, although Advisor receives economic benefits through its participation in the programs that are typically not available to the custodians' retail investors. These benefits include the products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Advisor by third party vendors. The custodians may also have paid for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by the custodians through the programs may benefit Advisor but may not benefit its client accounts. These products or services may assist Advisor in managing and administering client accounts, including accounts not maintained at these custodians. Other services made available by the custodians are intended to help Advisor manage and further develop its business enterprise. The benefits received by Advisor or its personnel through participation in the programs do not depend on the amount of brokerage transactions directed to the custodians. As part of its fiduciary duties to clients, Advisor endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of the custodians for custody and brokerage services.

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.