FORM ADV PART 2A

INVESTMENT ADVISER BROCHURE

HARVESTING GAINS CORPORATION

A California Registered Investment Adviser

HARVESTING GAINS CORPORATION

San Diego, California

Phone: 1-619-300-6945

Email: steven@harvestinggains.com & joe@harvestinggains.com

Website: N/A

CRD No: 341790

Brochure Date: May 11, 2026

This brochure provides information about the qualifications and business practices of Harvesting Gains Corporation. If you have any questions about the contents of this brochure, please contact us at the telephone number or email address listed above. 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.

Harvesting Gains Corporation is registered as an investment adviser with the California Department of Financial Protection and Innovation (DFPI). Registration of an investment adviser does not imply a certain level of skill or training.

Additional information about Harvesting Gains Corporation is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 1 — COVER PAGE

Firm Name:	HARVESTING GAINS CORPORATION
CRD Number:	341790
Principal Office:	11622 El Camino Real, 1st Floor, San Diego, California 92130
Phone:	1-619-300-6945
Email:	steve@harvestinggains.com; joe@harvestinggains.com
Website:	N/A
Form of Organization:	California Corporation
Registration:	California DFPI Registered Investment Adviser
Owner / CCO:	Steven Prescott & Joseph Stella
Brochure Date:	May 11, 2026

ITEM 2 — MATERIAL CHANGES

This is the initial Form ADV Part 2A Brochure for Harvesting Gains Corporation. As this is our initial brochure, there are no material changes to report at this time.

- The Firm has added a second principal and control person, Joseph Stella (Partner), alongside Steven Prescott. See Items 1, 4, 10, and 19.
- The Firm's Securities Portfolio Advisory service has changed from a non-discretionary to a discretionary basis, subject to client-specified restrictions. See Items 4, 12, 16, and 18.
- The Firm's principal office address and contact email have been updated. See Items 1 and 19.

In the future, this Item will summarize any material changes that have been made to this brochure since the last annual update. Material changes will be provided to clients promptly and the updated brochure (or summary of material changes) will be delivered in accordance with SEC and DFPI rules.

ITEM 3 — TABLE OF CONTENTS

ITEM 4 — ADVISORY BUSINESS

A. Description of Firm

Harvesting Gains Corporation ("Harvesting Gains," the "Firm," or "we") is a California corporation organized and existing under the laws of the State of California. The Firm is registered as an investment adviser with the California Department of Financial Protection and Innovation (DFPI) pursuant to the California Corporate Securities Law of 1968.

Harvesting Gains is owned by Steven Prescott, President, and Chief Compliance Officer (CCO) & Joseph Stella Principal

Harvesting Gains Corporation provides investment advisory services to the following types of clients:

- *Individuals and high net worth individuals*
- *Business owners*
- *Trusts and estates*

The Firm does not currently require a minimum account size, though we reserve the right to establish minimums in the future.

B. Advisory Services Offered

Harvesting Gains provides the following investment advisory and financial planning services:

1. Securities Portfolio Advisory Services

We provide personalized investment advisory services for client stock and securities portfolios. This includes analysis of client investment goals, risk tolerance, time horizon, and financial circumstances; development of customized portfolio strategies; ongoing monitoring and review of portfolio positions; and recommendations regarding securities transactions.

2. 1031 Like-Kind Exchange Advisory

We advise clients on the strategic use of Internal Revenue Code Section 1031 like-kind exchanges. Services include analysis of exchange eligibility, identification of replacement property options, evaluation of Delaware Statutory Trusts (DSTs), Tenants-in-Common (TIC) arrangements, and other 1031-qualified replacement property; coordination with qualified intermediaries; and guidance on exchange timelines and tax implications.

Please note: Harvesting Gains provides investment advisory services only. We do not act as a qualified intermediary, hold exchange funds, or provide legal or tax advice. Clients are advised to engage qualified legal and tax counsel for those matters.

3. Private Placement Advisory

We advise qualified and suitable clients on private placement investments including Regulation D offerings, private equity interests, real estate private placements, and other alternative investments. We evaluate offering materials, assess suitability, and provide advisory guidance on portfolio allocation to private investments. Private placement advisory engagements are project-based and terminate upon completion of the specific transaction or engagement unless the parties agree in writing to an ongoing advisory relationship. Fees are a negotiated flat fee or percentage of the investment amount, invoiced upon completion of the engagement or at milestones agreed in the client's advisory agreement.

Private placements involve significant risks including illiquidity, lack of public market, and potential loss of the entire investment. Only suitable clients with appropriate risk tolerance and financial capacity will receive recommendations in this category.

4. Financial Planning

We provide comprehensive financial planning services encompassing analysis of client net worth, cash flow, retirement projections, insurance needs, education funding, and estate planning considerations. Financial plans are customized to each client's unique circumstances and goals. Financial planning engagements may be structured as a one-time project engagement (resulting in delivery of a written financial plan) or as an ongoing advisory relationship with periodic plan updates. Fees are a negotiated flat fee or hourly rate, agreed upon in writing prior to commencement of services. For one-time engagements, fees are invoiced upon delivery of the financial plan or at agreed milestones. For ongoing engagements, fees are billed quarterly or as otherwise agreed in the client's advisory agreement.

Required California Disclosures for Financial Planning Clients (Cal. Code Regs. § 260.235.2)

In accordance with California Code of Regulations section 260.235.2, Harvesting Gains Corporation hereby provides the following written disclosures to all financial planning clients:

a. Conflicts of Interest and Compensation Disclosure:

Steven Prescott, is also the President and owner of Rising Tide Real Estate Inc., a California licensed real estate brokerage corporation. As a result, Mr. Prescott or his affiliated entity may receive commissions or other compensation from the sale of real estate products or services and other real estate investments that may be recommended in a financial plan. Harvesting Gains Corporation does not sell insurance products and does not receive insurance commissions. The Firm does not receive commissions from the sale of securities. All potential conflicts of interest arising from this affiliation are fully disclosed in Item 10 of this Brochure. Clients are encouraged to ask questions about any conflict of interest at any time.

b. No Obligation to Act:

The client is under no obligation to act on any recommendation made by Harvesting Gains Corporation or any associated person in connection with a financial plan. All recommendations are provided for informational and advisory purposes only, and the final decision to act on any recommendation rests solely with the client.

c. No Obligation to Use the Firm or Its Affiliates:

If the client elects to act on any recommendation made in the financial plan, the client is under no obligation to effect any transaction through Harvesting Gains Corporation, Steven Prescott, Rising Tide Real Estate Inc., or any associate or affiliate of the foregoing. The client is free to implement any recommendation through any qualified professional or institution of the client's choosing.

5. Tax Planning Advisory

We provide tax planning advisory services including analysis of tax-efficient investment strategies, capital gains management, tax-loss harvesting, retirement account optimization, and coordination of investment decisions with overall tax strategy. We do not prepare tax returns and clients are advised to engage a licensed CPA or tax attorney for tax preparation and legal tax advice. Tax planning advisory engagements may be structured as a one-time project or as an ongoing advisory service. Fees are a negotiated flat fee or hourly rate, agreed upon in writing prior to commencement of services. For project-based engagements, fees are invoiced upon completion. For ongoing tax planning services, fees are billed quarterly or as otherwise agreed in the client’s advisory agreement.

6. Charitable Planning

We provide advisory services related to charitable giving strategies including donor-advised funds (DAFs), charitable remainder trusts (CRTs), charitable lead trusts (CLTs), qualified charitable distributions (QCDs), gifting of appreciated securities, and private foundation considerations. We help clients align their philanthropic goals with their overall financial and tax planning. Charitable planning engagements may be structured as a one-time project or as part of an ongoing financial planning relationship. Fees are a negotiated flat fee or hourly rate, agreed upon in writing prior to commencement of services. Fees are invoiced upon completion of the engagement or at agreed milestones as set forth in the client’s advisory agreement.

7. Pension Consulting

We provide pension consulting services to individuals and small business owners, including analysis of retirement plan options (such as SEP-IRAs, SIMPLE IRAs, Solo 401(k)s, and defined benefit plans), evaluation of existing pension or retirement plan structures, guidance on contribution strategies, and coordination of retirement plan assets with overall financial and investment planning goals. We do not act as a plan administrator or fiduciary under ERISA unless separately engaged and disclosed.

8. Selection of Other Advisers

We may assist clients in identifying, evaluating, and selecting third-party investment advisers or other financial professionals appropriate to the client’s needs and circumstances. Prior to recommending any third-party adviser, the Firm will verify that the adviser is properly licensed or registered with the applicable regulatory authority. Clients are under no obligation to engage any adviser recommended by the Firm, and the Firm does not receive any compensation from third-party advisers for referrals.

9. Security Ratings or Pricing Services

We may provide clients with analysis, evaluation, and commentary on the pricing and ratings of securities held in or being considered for client portfolios. This includes review of credit ratings, valuation assessments, and relative value analysis to assist clients in making informed investment decisions. These services are provided as part of our overall advisory relationship and do not constitute a standalone rating or pricing service.

10. Market Timing Services

We may provide market timing advisory services, which involve analysis of market conditions, economic indicators, and investment trends to assist clients in making decisions about the timing of investment transactions. Clients should be aware that market timing involves significant risks, and there is no guarantee that any market timing strategy will result in better performance than a long-term buy-and-hold approach. All market timing recommendations are made in the context of each client’s overall investment strategy and risk tolerance.

11. Educational Seminars and Workshops

The Firm may periodically offer educational seminars, workshops, or presentations covering topics such as investment principles, 1031 exchange strategies, financial planning fundamentals, tax-efficient investing, retirement planning, and charitable giving strategies. Fees for seminars or workshops, if any, will be disclosed in advance of the event. Attendance at educational events does not create an advisory relationship between the Firm and attendees.

C. Client-Tailored Advisory Services

All advisory services are tailored to the individual needs, goals, and circumstances of each client. Prior to the commencement of advisory services, we conduct a thorough discovery process to understand each client's financial situation, investment objectives, risk tolerance, liquidity needs, time horizon, and any restrictions or preferences the client wishes to impose on their account or portfolio. Clients may impose reasonable restrictions on the management of their accounts at any time by notifying us in writing.

D. Wrap Fee Programs

Harvesting Gains Corporation does not offer or participate in wrap fee programs.

E. Assets Under Management and Advisement

As a newly registered investment adviser, Harvesting Gains Corporation is in the process of onboarding its initial client base. The Firm operates on a discretionary basis for securities portfolios, meaning all transactions require prior client approval before execution. The Firm provides advisory and consulting services for 1031 exchanges, private placements, and financial planning engagements. Assets under advisement will be reported in the Firm’s annual Form ADV amendment as the practice develops.

ITEM 5 — FEES AND COMPENSATION

A. Fee Schedule

Harvesting Gains Corporation charges fees for advisory services as described below. All fees are negotiable and are agreed upon in writing in the client's Investment Advisory Agreement prior to the commencement of services. Fees charged by Harvesting Gains are separate from and in addition to any fees charged by custodians, brokers, fund managers, or other third parties. Lower fees for comparable services may be available from other sources.

Service	Fee Range	Fee Basis	Notes
1031 Exchange Advisory	**2.50% – 3.00%**	One-time fee on exchange value	Charged at or upon completion of exchange transaction
Securities Portfolio Advisory	**.35 – 1.15**	Flat annual rate on total portfolio value	Billed quarterly in advance
Private Placement Advisory	**2.50%**	One Time Flat fee % of investment	Set forth in client agreement
Comprehensive Financial Planning	**$250 Per Hour**	Hourly	Set forth in client agreement
Tax Planning Advisory	**$250 Per Hour**	Hourly	Set forth in client agreement
Charitable Planning	**$250 Per Hour**	Hourly	Set forth in client agreement
Pension Consulting	**$250 Per Hour**	Hourly	Set forth in client agreement
Selection of Other Advisers	**$250 Per Hour**	Hourly	Set forth in client agreement
Security Ratings / Pricing Services	**$250 Per Hour**	Hourly	Set forth in client agreement
Market Timing Services	**$250 Per Hour**	Hourly	Set forth in client agreement
Educational Seminars / Workshops	**$250 Per Hour**	Hourly	Disclosed in advance of event

B. 1031 Exchange Advisory Fees — Detail

For 1031 like-kind exchange advisory engagements, Harvesting Gains charges a one-time advisory fee ranging from 2.50% to 3.00% of the total exchange value (i.e., the value of the relinquished property proceeds being exchanged). The specific fee within this range is determined based on:

- The complexity of the exchange (single-property vs. multi-property);

- The type of replacement property under consideration (DST, TIC, direct real estate, or other);
- The level of analysis, due diligence, and advisory work required;
- The total dollar amount of the exchange (larger exchanges may be charged at the lower end of the range).

The 1031 exchange advisory fee is earned upon the completion of the exchange transaction. The specific fee and payment terms will be set forth in the client's signed Investment Advisory Agreement prior to the commencement of services. This fee covers advisory and consulting services only. Harvesting Gains does not serve as a qualified intermediary and does not hold client exchange funds at any time.

C. Securities Portfolio Advisory, Financial Planning, Tax Planning, and Charitable Planning Fees — Detail

Advisor charges the following fees for advisory services, as applicable to the services selected by the Client:

Securities Portfolio Advisory (Investment Management) — Tiered Fee Schedule

Fees for Securities Portfolio Advisory (investment management) services are calculated using a tiered fee schedule, in which the applicable annual rate is applied to the portion of assets within each asset tier, as set forth below:

Assets Under Management	Annual Rate
First $0 – $999,999.99	1.15%
Next $1,000,000 – $2,499,999.99	0.85%
Next $2,500,000 – $4,999,999.99	0.75%
Next $5,000,000 – $9,999,999.99	0.55%
Over $10,000,000	0.35%

Fee Billing

Securities Portfolio Advisory fees are billed quarterly, in advance of each calendar quarter, based on the market value of assets under management at the end of the prior calendar quarter. The quarterly rate (the applicable annual rate multiplied by the number of days in the quarter divided by 365) is applied to the Client's total assets under management with the Firm as of the end of the prior quarter. At the beginning of each quarter, the Firm will provide fee information to the Client's qualified custodian indicating the amount of advisory fees to be deducted from the Client's account(s), pursuant to the Client's written authorization provided as part of the investment management agreement and any separate account forms required by the custodian. Clients will receive a statement, at least quarterly, from the custodian reflecting deduction of the fee, and are urged to compare that statement to any reports provided by the Firm, as the custodian does not independently verify the Firm's fee calculation.

D. Private Placement Advisory Fees — Detail

For private placement advisory engagements, Harvesting Gains charges a negotiated flat fee or a percentage of the total investment amount. The specific fee is agreed upon in writing in the client's advisory agreement prior to commencement of services and is based on the complexity of the offering, the level of due diligence required, and the size of the investment.

Term: Private placement advisory engagements are project-based. The engagement term begins upon execution of the advisory agreement and terminates upon completion of the specific transaction or engagement unless the parties agree in writing to continue. There is no minimum term.

Billing Frequency: Fees are invoiced upon completion of the engagement or at milestones agreed in writing in the client's advisory agreement. Payment is due within thirty (30) days of invoice.

E. Comprehensive Financial Planning Fees — Detail

For comprehensive financial planning services, Harvesting Gains charges a negotiated flat fee or hourly rate, agreed upon in writing prior to commencement of services. The specific fee is based on the complexity of the client's financial situation, the scope of services requested, and the estimated time required to complete the engagement.

Term: Financial planning engagements may be structured as: (1) a one-time project engagement, which terminates upon delivery of the written financial plan; or (2) an ongoing advisory relationship, which continues until terminated by either party upon thirty (30) days' written notice. The term and structure are set forth in the client's advisory agreement.

Billing Frequency: For one-time project engagements, fees are invoiced upon delivery of the financial plan or at agreed milestones. For ongoing financial planning relationships, fees are billed quarterly in arrears or as otherwise agreed in writing. Payment is due within thirty (30) days of invoice.

F. Tax Planning Advisory Fees — Detail

For tax planning advisory services, Harvesting Gains charges a negotiated flat fee or hourly rate, agreed upon in writing prior to commencement of services. The specific fee is based on the complexity of the client's tax situation, the scope of strategies to be analyzed, and the estimated time required.

Term: Tax planning advisory engagements may be structured as a one-time project (e.g., year-end tax strategy review) or as an ongoing service integrated with the client's broader financial planning relationship. The term is set forth in the client's advisory agreement. One-time engagements terminate upon completion of the deliverable. Ongoing engagements continue until terminated by either party upon thirty (30) days' written notice.

Billing Frequency: For project-based engagements, fees are invoiced upon completion of the engagement. For ongoing tax planning services, fees are billed quarterly or as otherwise agreed in writing. Payment is due within thirty (30) days of invoice.

G. Charitable Planning Fees — Detail

For charitable planning advisory services, Harvesting Gains charges a negotiated flat fee or hourly rate, agreed upon in writing prior to commencement of services. The specific fee is based on the complexity of the charitable strategy, the type of vehicle being considered, and the estimated time required.

Term: Charitable planning engagements may be structured as a one-time project or as part of an ongoing financial planning relationship. One-time engagements terminate upon completion of the deliverable. Ongoing engagements continue until terminated by either party upon thirty (30) days' written notice. The term is set forth in the client's advisory agreement.

Billing Frequency: Fees are invoiced upon completion of the engagement or at milestones agreed in the client's advisory agreement. For ongoing charitable planning services integrated with financial planning, fees are billed quarterly or as otherwise agreed in writing. Payment is due within thirty (30) days of invoice.

H. Fee Billing and Payment

All fees for advisory services provided by Harvesting Gains Corporation, whether one-time or ongoing, are invoiced directly to the client. No fees are automatically deducted from client accounts. Fees will be invoiced by Harvesting Gains Corporation directly to the client. Clients will receive an invoice setting forth the calculation of the fee, the service provided, and the period covered. Payment is due within thirty (30) days of receipt of the invoice unless otherwise agreed in writing. Harvesting Gains does not directly debit client accounts and does not have custody of client funds.

E. Other Fees and Expenses

In addition to Harvesting Gains' advisory fees, clients may incur other fees and expenses that are not charged by or payable to the Firm. These may include:

- Brokerage commissions and transaction costs charged by the client's custodian or broker-dealer;
- Custodial fees charged by the client's independent custodian;
- Mutual fund or ETF internal management fees and expense ratios;
- Fees charged by private placement sponsors, syndicators, or fund managers;
- Qualified intermediary fees related to 1031 exchanges;
- Legal, accounting, and tax preparation fees;
- Wire transfer and other account maintenance fees.

Clients should carefully review all fee disclosures from their custodian, broker, and any investment product in which they invest. The total fees paid by the client will exceed the advisory fees charged by Harvesting Gains.

F. Prepayment of Fees

Harvesting Gains Corporation charges an upfront advisory fee for 1031 Exchange Advisory services, collected at or prior to closing of the exchange transaction. This upfront fee may exceed $500 and may be collected six or more months in advance of the completion of all services. As a result, the Firm is required to include a balance sheet with this Brochure, which is provided in Item 18. All other advisory fees (securities portfolio advisory, financial planning, tax planning, charitable planning, and other services) are billed in arrears or upon completion of the engagement and do not involve prepayment of more than six months in advance.

G. Compensation from Third Parties

Harvesting Gains Corporation owners, Steven Prescott and Joseph Stella, do not receive compensation from any third party in connection with providing investment advisory services to clients. The Firm does not receive referral fees, 12b-1 fees, commissions, or other compensation from product sponsors, custodians, or other third parties. Our sole compensation is the advisory fees paid directly by clients as described in this Item 5.

ITEM 6 — PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Harvesting Gains Corporation does not charge performance-based fees (fees based on a share of capital gains or capital appreciation of a client's account). The Firm does not engage in side-by-side management of accounts that are charged different fee structures.

ITEM 7 — TYPES OF CLIENTS

Harvesting Gains Corporation provides advisory services to a select group of clients, which may include:

- High net worth individuals and families;
- Individuals with significant real estate holdings considering 1031 exchanges;
- Accredited investors seeking private placement advisory guidance;
- Individuals and families seeking comprehensive financial, tax, and charitable planning;
- Small business owners and entrepreneurs.

The Firm generally requires that clients seeking 1031 exchange advisory services have a minimum exchange value of $1,000,000, and that clients seeking securities portfolio advisory services have a minimum portfolio value of $1,000,000. These minimums may be waived at the sole discretion of the Firm.

Private placement advisory services are generally available only to Accredited Investors as defined under Rule 501 of Regulation D under the Securities Act of 1933, as amended.

The Firm does not currently serve institutional clients, registered investment companies, or government entities, but may do so in the future.

ITEM 8 — METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

A. Methods of Analysis

Harvesting Gains Corporation employs the following analytical methods in providing advisory services:

Fundamental Analysis

For securities portfolio advisory services, we analyze the financial statements, earnings, management quality, competitive position, and industry dynamics of individual companies. We evaluate valuation metrics including price-to-earnings, price-to-book, free cash flow, and dividend yields.

Macro and Economic Analysis

We incorporate analysis of broader economic trends, interest rate environments, inflation expectations, Federal Reserve policy, and sector rotation into our advisory process.

1031 Exchange Due Diligence

For 1031 exchange advisory, we analyze offering memoranda, sponsor track records, property-level financial projections, geographic market conditions, debt structures, and exit strategies for Delaware Statutory Trust (DST) and other replacement property offerings.

Private Placement Analysis

For private placement advisory, we review offering memoranda, subscription documents, audited financials, management backgrounds, business plans, and projected returns. We assess suitability on a client-by-client basis.

Tax Efficiency Analysis

Across all advisory services, we incorporate analysis of the tax implications of investment decisions, including capital gains consequences, depreciation recapture in real estate transactions, charitable giving tax benefits, and retirement account optimization strategies.

B. Investment Strategies

The primary investment strategies employed by Harvesting Gains include:

- Long-term buy-and-hold securities portfolios emphasizing quality companies with durable competitive advantages;
- Tax-efficient portfolio management designed to minimize realized capital gains;
- Diversified real estate investment through 1031 exchange replacement properties including DSTs and direct investments;
- Selective private investment exposure for qualified clients with appropriate risk tolerance;

- Charitable giving strategies designed to maximize tax benefits while supporting client philanthropic goals.

C. Risk of Loss

Investing in securities and other assets involves risk of loss, and clients should be prepared to bear the loss of some or all of their invested capital. The following are key risks associated with the advisory services provided by Harvesting Gains:

Market Risk

The value of securities in a client's portfolio may decline due to general market conditions, economic downturns, geopolitical events, or other factors beyond the control of the Firm or the client.

1031 Exchange Risks

1031 exchange replacement properties, including DSTs and TICs, carry risks including: illiquidity (no public market exists); dependence on sponsor management; real estate market risk; interest rate risk; potential failure to identify replacement property within IRS deadlines; and tax consequences if an exchange fails to qualify under IRC Section 1031.

Private Placement Risks

Private placements are highly speculative, illiquid, and involve substantial risk of loss including the possible loss of the entire investment. There is no public market for such interests, and investors may be unable to liquidate their investment for an extended period or at all.

Concentration Risk

Clients who concentrate assets in a single sector, strategy, or investment type are exposed to greater risk of loss than those with diversified portfolios.

Interest Rate Risk

Rising interest rates may negatively affect the value of fixed-income securities and certain real estate investments.

Manager / Key Person Risk

Harvesting Gains is a two -person firm. The advisory services are entirely dependent upon Steven Prescott and Joseph Stella. In the event of either deaths, disability, or inability to perform advisory services, the Firm's ability to continue to provide services would be materially impaired.

Regulatory and Tax Law Risk

Changes in federal or state tax laws, including changes to IRC Section 1031, capital gains tax rates, or charitable deduction rules, could materially affect the strategies recommended by the Firm.

Past performance is not a guarantee of future results. Clients should carefully read all offering documents and consult with their legal and tax advisors before making any investment.

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 a client's evaluation of the adviser or the integrity of the adviser's management.

Harvesting Gains Corporation, Steven Prescott and Joseph Stella have no legal or disciplinary events to disclose. Neither the Firm nor any of its management persons has been subject to any criminal or civil action, administrative proceeding, or self-regulatory organization proceeding that would be material to a client's evaluation of this Firm or its personnel.

ITEM 10 — OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer or Representative Registration

Harvesting Gains Corporation is not registered as a broker-dealer and is not affiliated with any broker-dealer. Steven Prescott or Joseph Stella are not registered as a broker-dealer representative.

B. Futures or Commodity Activities

Neither Harvesting Gains Corporation nor Steven Prescott or Joseph Stella are registered as a futures commission merchant, commodity pool operator, commodity trading adviser, or associated person of any of the foregoing.

C. Material Relationships with Other Industry Participants

Harvesting Gains Corporation does not have any material relationships or arrangements with any other investment adviser, broker-dealer, bank, law firm, accounting firm, real estate broker, insurance company, sponsor, or other financial industry participant that would create a material conflict of interest with our clients.

The Firm may recommend that clients engage independent attorneys, CPAs, qualified intermediaries, and other professionals. The Firm does not receive any compensation from any such third parties for referrals or recommendations. **Prior to selecting other third party investment advisers, Harvesting Gains Corporation will ensure that they are properly licensed or reported.**

D. Real Estate Activities

Harvesting Gains Corporation is a separate and distinct California corporation from Rising Tide Real Estate Inc., a California licensed real estate brokerage corporation also owned and operated by Steven Prescott, based in Del Mar, California. Rising Tide Real Estate Inc. manages a personal real estate portfolio and opportunistically forms DST investments in San Diego multifamily and land. Harvesting Gains Corporation is solely engaged in investment advisory services and does not conduct real estate brokerage, purchase, or management activities through this entity. Clients should be aware that this separate real estate business affiliation may present potential conflicts of interest, all of which are disclosed below.

E. Conflicts of Interest Arising from Real Estate Affiliation

Because Steven Prescott owns and operates Rising Tide Real Estate Inc. in addition to Harvesting Gains Corporation, and because Mr. Prescott previously served as VP of Business Development at Kingsbarn Real Estate Capital (a DST sponsor), the following potential conflicts of interest may exist:

- Mr. Prescott has significant professional experience with Delaware Statutory Trust (DST) investments as both a former DST sponsor representative (Kingsbarn Real Estate

Capital) and a current DST investor through Rising Tide Real Estate Inc. Clients should understand that his familiarity with DST structures may create a predisposition toward recommending DST-based 1031 exchange replacement properties.

- Mr. Prescott will not refer clients to Rising Tide Real Estate Inc. for any transactions or services, nor will he recommend any DST or other investment in which he or his affiliated entities have a direct financial interest without full prior written disclosure to the client.
- All recommendations by Harvesting Gains are made solely in the best interest of the client and are not influenced by the Firm's or Mr. Prescott's other business activities.

Clients are encouraged to ask questions about any potential conflict of interest at any time. The Firm’s fiduciary duty requires that all recommendations be made in the client’s best interest.

F. Material Conflicts of Interest Disclosure (Cal. Code Regs. § 260.238(k))

In accordance with California Code of Regulations Section 260.238(k), Harvesting Gains Corporation hereby discloses that it has made reasonable efforts to identify and disclose in writing all material conflicts of interest regarding the Firm, its representatives, and its employees that may impair the rendering of unbiased and objective investment advice to clients.

The material conflicts of interest identified and disclosed in this Brochure include:

- Steven Prescott’s ownership and operation of Rising Tide Real Estate Inc., a California licensed real estate brokerage affiliated with the Firm, which may benefit from recommendations made to advisory clients regarding real estate investments including Delaware Statutory Trust (DST) interests (disclosed in Items 10.D and 10.E above);
- Mr. Prescott’s prior professional experience as VP of Business Development at Kingsbarn Real Estate Capital, a DST sponsor, which may create a predisposition toward recommending DST-based 1031 exchange replacement properties (disclosed in Items 10.D and 10.E above);
- Mr. Prescott’s personal investment in DST interests and other real estate assets similar to those that may be recommended to clients, which could create an incentive to favor those investment types (disclosed in Item 11.B above); and
- The upfront fee structure for 1031 Exchange Advisory services, which is collected prior to completion of all services and may create an incentive to recommend transactions that generate fees (disclosed in Item 5 above).

Harvesting Gains Corporation believes that, to the best of its knowledge, all material conflicts of interest that may impair the rendering of unbiased and objective advice have been identified and disclosed in this Brochure. Clients are encouraged to carefully review these disclosures and to ask questions about any conflict of interest prior to entering into or renewing an advisory agreement with the Firm. The Firm’s fiduciary duty requires that all recommendations be made solely in the client’s best interest, and the Firm takes all reasonable steps to manage and mitigate identified conflicts.

ITEM 11 — CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

A. Code of Ethics

Harvesting Gains Corporation has adopted a Code of Ethics that sets forth the standards of conduct expected of the Firm and supervised persons. The Code of Ethics is designed to ensure that the Firm and its personnel act in the best interest of clients at all times, in compliance with applicable securities laws. The Code of Ethics covers:

- The fiduciary duty owed to advisory clients;
- Standards of personal conduct and professional integrity;
- Personal securities trading policies and pre-clearance requirements;
- Prohibition on insider trading;
- Confidentiality of client information;
- Reporting and escalation procedures for violations.

A copy of the Firm's Code of Ethics is available to any client or prospective client upon written request.

B. Participation or Interest in Client Transactions

Harvesting Gains Corporation does not buy or sell securities for its own account in connection with client transactions, and does not act as principal in any transaction with clients. The Firm does not have a material financial interest in any securities that it recommends to clients, except as described below with respect to real estate-related investments.

Steven Prescott, through his affiliated entity Rising Tide Real Estate Inc., may hold direct interests in Delaware Statutory Trust (DST) investments or other real estate assets that are the same type as those recommended to clients in connection with 1031 Exchange Advisory services. This creates a potential conflict of interest in that Mr. Prescott may have a financial interest in the success or performance of investment structures similar or identical to those he recommends to clients. To manage this conflict, Mr. Prescott will not recommend any specific DST or real estate investment in which he or Rising Tide Real Estate Inc. holds a direct financial interest without full prior written disclosure to the client. Clients are under no obligation to follow any such recommendation.

C. Recommendations Involving Material Financial Interest

When Harvesting Gains Corporation or a related person has a material financial interest in a security or investment recommended to clients, the Firm will provide full written disclosure of that interest to the client prior to making the recommendation. The client will be informed of the nature of the interest, the potential conflict it creates, and the client’s right to decline the recommendation or seek independent advice. The Firm’s fiduciary duty requires that all recommendations be made solely in the client’s best interest, regardless of any financial interest held by the Firm or its related persons.

D. Personal Trading in Securities Recommended to Clients

Steven Prescott, and Joseph Stella and any supervised person of Harvesting Gains Corporation, may invest in the same securities, DST interests, or other investments that are recommended to clients. This creates a potential conflict of interest in that he could trade ahead of clients ("front-running") or otherwise trade to his own benefit and to the detriment of clients.

To address this conflict, the Firm's Code of Ethics requires that:

- Client interests always take priority over the personal trading interests of Firm personnel;
- Mr. Prescott's and Mr. Stella's personal trades must not disadvantage any client or be executed at prices more favorable than those available to clients;
- Personal securities transactions are reviewed for compliance with the Code of Ethics; and
- Any actual or potential conflict arising from personal trading must be disclosed to and resolved in favor of the client.

Clients may request information about the Firm's personal trading policies and the Firm's Code of Ethics at any time.

ITEM 12 — BROKERAGE PRACTICES

A. Custodian and Broker Selection

Harvesting Gains Corporation does not maintain custody of client assets and does not have a proprietary custodial platform. Clients are responsible for selecting and maintaining their own custodian and brokerage accounts. The Firm does not require clients to use a specific broker-dealer or custodian.

The Firm generally recommends that clients establish their account(s) at Charles Schwab & Co., Inc. (“Schwab”), a FINRA-registered broker-dealer and member SIPC, or Altruist Financial LLC (“Altruist”), a FINRA-registered broker-dealer and member SIPC, based on factors including financial stability, quality of service, reporting capabilities, and reasonableness of fees. Harvesting Gains maintains institutional relationships with both Schwab (through Schwab Advisor Services) and Altruist, through which the Firm receives access to trading, custody, portfolio reporting, fee-billing, and practice-management technology at no direct cost, because the Firm renders investment management services to clients whose assets are held at these custodians. This creates a conflict of interest, since the availability of this technology and support may influence the Firm's recommendation of these custodians over others that do not offer comparable benefits; see Item 14 for additional detail. The Firm does not receive any transaction-based compensation, referral fees, or other cash compensation from either custodian.

B. Best Execution

Harvesting Gains Corporation operates on a non-discretionary basis, meaning the Firm may assist in placing trades on behalf of clients but only with the client’s prior explicit approval for each specific transaction. Clients retain full decision-making authority and must authorize all transactions prior to execution. Because client approval is required before each transaction, the Firm’s ability to directly control best execution is limited. However, the Firm will advise clients on considerations relevant to executing transactions at favorable terms, including the selection of appropriate custodians and broker-dealers.

C. Directed Brokerage

Clients direct their own brokerage relationships. The Firm does not direct client brokerage.

D. Aggregation of Client Orders

Harvesting Gains Corporation operates on a discretionary basis.

ITEM 13 — REVIEW OF ACCOUNTS

A. Frequency of Reviews

Client accounts and advisory relationships are reviewed by Steven Prescott and Joseph Stella on a regular basis. For ongoing securities portfolio advisory clients, accounts are reviewed at a minimum on a quarterly basis. Clients receiving 1031 exchange or project-specific advisory services receive reviews appropriate to the scope and timeline of their engagement.

Additional reviews are conducted when triggered by significant market events, changes in client circumstances, changes in tax law, or client request.

B. Review Triggers

Reviews may be triggered by:

- Material changes in client financial circumstances, goals, or risk tolerance;
- Significant market events or economic developments;
- Material changes in tax law affecting client strategies;
- Completion of a 1031 exchange or private placement transaction;
- Client request.

C. Client Reports

Securities portfolio advisory clients will receive reports at least quarterly that include a summary of their portfolio, performance information, and any advisory recommendations. For 1031 exchange and project-specific engagements, the Firm will provide written reports and recommendations appropriate to the scope of the engagement. Clients also receive statements and reports directly from their independent custodian.

ITEM 14 — CLIENT REFERRALS AND OTHER COMPENSATION

Harvesting Gains Corporation does pays a one time $2,000 referral fee to other persons or entities for client referrals on a one time basis

The Firm does not receive any compensation from third parties in connection with recommending investment products or services to clients, including commissions, 12b-1 fees, trails, finder's fees, or any other form of third-party compensation.

All compensation received by the Firm is in the form of advisory fees paid directly by clients as described in Item 5 of this Brochure.

ITEM 15 — CUSTODY

Harvesting Gains Corporation does not have custody of client funds or securities. The Firm does not take possession of, hold, or otherwise maintain physical or constructive custody of any client assets.

All client funds and securities are held at independent qualified custodians selected by and in the name of the client. Clients receive account statements directly from their qualified custodian at least quarterly. Clients are strongly encouraged to carefully review all statements received from their custodian and to promptly report any discrepancies to both their custodian and to Harvesting Gains Corporation.

The Firm does not serve as a qualified intermediary for 1031 exchanges. Exchange funds are held exclusively by client-selected, independent qualified intermediaries.

ITEM 16 — INVESTMENT DISCRETION

Harvesting Gains Corporation generally has discretionary authority over the selection and amount of securities to be bought or sold in a client's Securities Portfolio Advisory account, without obtaining the client's prior consent or approval for each transaction. This discretionary authority is exercised consistent with the client's investment objectives, risk tolerance, and any restrictions specified by the client, and in all cases in accordance with the Firm's fiduciary duty to act in the client's best interest. Discretionary authority does not include the authority to withdraw or transfer client funds or securities, other than the deduction of authorized advisory fees where applicable. The granting of discretionary authority is evidenced by the client's execution of an Investment Advisory Agreement and a limited power of attorney or trading authorization with the client's qualified custodian, each containing any applicable limitations on such authority. Clients may impose reasonable restrictions on, or revoke, this discretionary authority at any time upon written notice to the Firm. Other than Securities Portfolio Advisory services, the Firm's remaining advisory services (including 1031 Exchange Advisory, Private Placement Advisory, and financial and tax planning services) remain advisory and consultative in nature and do not involve discretionary trading authority.

Client securities transactions are executed within the client's own account at the client's chosen qualified custodian. Clients receive account statements directly from their custodian and are encouraged to review those statements against any reports provided by the Firm.

ITEM 17 — VOTING CLIENT SECURITIES

Harvesting Gains Corporation does not vote proxies on behalf of clients. Clients retain full responsibility for voting all proxies and taking all other actions with respect to securities held in their accounts.

Clients who have questions about a particular proxy or corporate action are welcome to contact the Firm for informational guidance; however, all voting decisions remain solely with the client. Clients should receive proxy materials directly from their custodian or the issuer.

ITEM 17A — BUSINESS CONTINUITY PLAN

Harvesting Gains Corporation has adopted a written Business Continuity Plan ("BCP") designed to enable the Firm to meet its fiduciary obligations to clients in the event of an emergency or significant business disruption, including but not limited to the incapacitation, disability, or death of Steven Prescott or Joseph Stella, the Firm's principals, physical office disruption, technology failure, cybersecurity incident, or dissolution of the Firm.

Key Elements of the BCP

Key Person Incapacity or Death: Because Harvesting Gains Corporation is a firm owned and operated by two principals, Steven Prescott and Joseph Stella, the BCP specifically addresses the scenario of either principal's death or incapacitation. In such event, a designated Succession Contact will notify all clients within 5 business days, contact custodians to halt pending transactions, and assist clients in transitioning their accounts to a successor adviser of their choosing. All unearned prepaid fees will be refunded on a pro-rata basis. Form ADV-W will be filed with IARD within 60 days.

Client Notification: In the event of any significant disruption, the Firm will notify clients promptly by email, phone, and written mail as necessary. Clients will be informed of the nature of the disruption, the impact on advisory services, and their options for transitioning their accounts if needed.

Data and Records Backup: All client records, advisory agreements, correspondence, and compliance documents are maintained in encrypted cloud-based storage with backup copies in at least two locations. Access to these records is available to the Succession Contact in the event of a disruption.

Client Asset Protection: Because the Firm does not have custody of client assets, clients retain direct access to their accounts at their independent custodians regardless of the Firm's operational status. A business disruption does not affect clients' ability to access their funds and securities.

Annual Review: The BCP is reviewed and updated at least annually or whenever there are material changes to the Firm's business, personnel, or operations. A complete copy of the BCP is available to clients upon written request.

ITEM 18 — FINANCIAL INFORMATION

A. Balance Sheet

Harvesting Gains Corporation is required to include a balance sheet with this Brochure because the Firm collects upfront advisory fees for 1031 Exchange Advisory services that may exceed $500 and may be collected six or more months in advance of the completion of all services. The balance sheet below reflects the financial condition of Harvesting Gains Corporation as of the most recent fiscal year end.

HARVESTING GAINS CORPORATION

STATEMENT OF FINANCIAL CONDITION

(Unaudited)

As of March 18, 2025

ASSETS	Amount	Total
Current Assets		
Cash and Cash Equivalents	$10,000	
Accounts Receivable	$0	
Prepaid Expenses	$0	
Total Current Assets		**$10,000**
Fixed Assets		
Furniture, Fixtures & Equipment	$0	
Less: Accumulated Depreciation	$0	
Total Fixed Assets		**$0**
Other Assets		
Deposits	$0	
Other	$0	
Total Other Assets		**$0**
TOTAL ASSETS		**$10,000**

LIABILITIES	Amount	Total
Current Liabilities		
Accounts Payable	$0	
Accrued Expenses	$0	
Notes Payable — Current Portion	$0	
Client Fees Payable	$0	
Total Current Liabilities		**$0**
Long-Term Liabilities		
Notes Payable — Long Term	$0	
Other Long-Term Liabilities	$0	
Total Long-Term Liabilities		**$0**
TOTAL LIABILITIES		**$0**
SHAREHOLDERS' EQUITY	**Amount**	**Total**
Paid-In Capital (1,000 shares, no par value)	$10,000	
Retained Earnings (Deficit)	$0	
Net Income (Current Period)	$0	
Total Shareholders' Equity		**$10,000**
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		**$10,000**

Net Worth / Minimum Capital Compliance Summary

Total Assets: $10,000 | Total Liabilities: $0 | Net Worth (Total Shareholders' Equity): $10,000

California DFPI Minimum Net Worth Requirement (Non-Custody RIA): $10,000

Net Worth Surplus / (Deficiency): $0 ✓ MEETS MINIMUM

This Statement of Financial Condition is unaudited and has been prepared by management in accordance with generally accepted accounting principles (GAAP). It reflects the financial position of Harvesting Gains Corporation as of March 18, 2025, the date of initial capitalization. A complete copy of this Statement with notes is available to clients upon request.

Harvesting Gains Corporation is required to include a balance sheet with this Brochure because the Firm collects upfront advisory fees for 1031 Exchange Advisory services that may exceed $500 and may be collected six or more months in advance of the completion of all services.

- The Firm does not exercise discretionary authority over client accounts.

B. Financial Condition

Harvesting Gains Corporation has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. The Firm was capitalized with $10,000 at inception and has no material indebtedness.

C. Bankruptcy

Harvesting Gains Corporation has not been the subject of a bankruptcy petition at any time.

ITEM 19 — REQUIREMENTS FOR STATE-REGISTERED ADVISERS

A. Principal Office and Place of Business

Harvesting Gains Corporation's principal office and place of business is located at:

11622 El Camino Real, 1st Floor, San Diego, California 92130

Telephone: 619-300-6945 | Email: steve@harvestinggains.com or joe@harvestinggains.com

Mr. Prescott earned a Bachelor of Arts in International Economics and Finance from San Diego State University in 2004, which included a year of study abroad at the University of Barcelona Economics College in Spain during 2001–2002, where he focused on European Union integration. He subsequently returned to San Diego State University, completing his Master of Business Administration at the Graduate School of Business in 2014. He holds the CERTIFIED FINANCIAL PLANNER™ (CFP®) designation issued by the Certified Financial Planner Board of Standards, Inc.

From June 2016 through July 2024, he served as Vice President of Business Development at of a major sponsor of Delaware Statutory Trust Investments where he led private capital raising activities for a newly formed Delaware Statutory Trust sponsor and oversaw a regional sales team.

Prior to his Corporate Role, Mr. Prescott spent more than eight years as a Financial Advisor in the wealth management industry. From July 2011 through June 2016, he was a Financial Advisor at Wells Fargo Advisors, LLC in Del Mar, California, where he provided comprehensive financial planning and portfolio construction services to wealth management clients.

Prior to that, from January 2008 through April 2011, he served as a Financial Advisor at Merrill Lynch Wealth Management in San Diego, California, where he completed the firm's New Advisor Training Program and built a wealth management practice during the 2008 financial crisis.

B. Principal Executive Officers and Management Persons Formal Education and Business Background

Mr. Prescott earned a Bachelor of Arts in International Economics and Finance from San Diego State University in 2004, which included a year of study abroad at the University of Barcelona Economics College in Spain during 2001–2002, where he focused on European Union integration. He subsequently returned to San Diego State University, completing his Master of Business Administration at the Graduate School of Business in 2014. He holds the CERTIFIED FINANCIAL PLANNER™ (CFP®) designation issued by the Certified Financial Planner Board of Standards, Inc.

From June 2016 through July 2024, he served as Vice President of Business Development at of a major sponsor of Delaware Statutory Trust Investments where he led private capital raising activities for a newly formed Delaware Statutory Trust sponsor and oversaw a regional sales team.

Prior to his Corporate Role, Mr. Prescott spent more than eight years as a Financial Advisor in the wealth management industry. From July 2011 through June 2016, he was a Financial Advisor at Wells Fargo Advisors, LLC in Del Mar, California, where he provided comprehensive financial planning and portfolio construction services to wealth management clients.

Prior to that, from January 2008 through April 2011, he served as a Financial Advisor at Merrill Lynch Wealth Management in San Diego, California, where he completed the firm's New Advisor Training Program and built a wealth management practice during the 2008 financial crisis.

C. Other Business Name

Harvesting Gains Corporation is registered as an investment adviser with the California Department of Financial Protection and Innovation (DFPI), CRD No. 341790. The Firm conducts its investment advisory business solely under the name Harvesting Gains Corporation. The Firm does not conduct investment advisory business under any other name.

D. Disciplinary History of Management Persons

Neither Harvesting Gains Corporation nor any of its management persons, including Steven Prescott, have been involved in any legal or disciplinary events that would be material to a client's evaluation of the Firm or the integrity of its management. Specifically, no management person of the Firm has been:

- Convicted of, or pled guilty or no contest to, any felony or misdemeanor involving investments, fraud, false statements, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion;
- Named as a respondent or defendant in any investment-related, civil, self-regulatory organization, or administrative proceeding;
- Found to have violated any investment-related statute or regulation; or

- Subject to any order, judgment, or decree permanently or temporarily enjoining such person from acting as an investment adviser, broker-dealer, or in any other capacity in the securities industry.

More Specifically, the supervised person <u>has not been</u> involved in one of the events listed below:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of $2,500, involving any of the following:

(a) an investment or an investment-related business or activity;

(b) fraud, false statement(s), or omissions;

(c) theft, embezzlement, or other wrongful taking of property;

(d) bribery, forgery, counterfeiting, or extortion; or

(e) dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following: (a) an investment or an investment-related business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices.

B. **The supervised person <u>has not been</u>** the subject of a bankruptcy petition.

E. Outside Business Activities of Management Persons

Steven Prescott, is actively engaged in the following outside business activities in addition to his role at the Firm:

Rising Tide Real Estate Inc. — Mr. Prescott is the President and 100% owner of Rising Tide Real Estate Inc., a California licensed real estate brokerage corporation based in Del Mar, California. Rising Tide Real Estate Inc. manages a personal real estate portfolio and opportunistically forms Delaware Statutory Trust (DST) investments in San Diego multifamily and land. This business is conducted separately from Harvesting Gains Corporation's investment advisory activities. Clients should be aware that this affiliation may present potential conflicts of interest, all of which are disclosed in Item 10 of this Brochure. Clients are under no obligation to use Rising Tide Real Estate Inc. for any services.

No other management person of Harvesting Gains Corporation is engaged in any outside business activity that would create a material conflict of interest with advisory clients.

E. Arbitration Awards and Financial Industry Regulatory Actions

Neither Harvesting Gains Corporation nor any of its management persons, including Steven Prescott, have been the subject of any arbitration award, civil judgment, or financial industry regulatory action involving any of the following:

- Any investment or investment-related business or activity;
- Fraud, false statement, or omission;
- Theft, embezzlement, or other wrongful taking of property;
- Bribery, forgery, counterfeiting, or extortion; or
- Dishonest, unfair, or unethical practices.

There are no unsatisfied judgments or liens against Harvesting Gains Corporation or any of its management persons. The Firm has not been the subject of any bankruptcy petition at any time.

FORM ADV PART 2B

BROCHURE SUPPLEMENT

STEVEN PRESCOTT
Investment Adviser Representative
HARVESTING GAINS CORPORATION
San Diego, California
Phone: 1-858-633-7156
IAR CRD No. 5482853
Brochure Date: April 29, 2026

This Brochure Supplement provides information about Steven Prescott that supplements the Harvesting Gains Corporation Form ADV Part 2A Brochure. You should have received a copy of that Brochure. Please contact us at the number above if you did not receive the Brochure or if you have questions about the contents of this Supplement.

SUPERVISED PERSON BROCHURE SUPPLEMENT — STEVEN PRESCOTT

Item 1 —

Name: Steven Prescott | Title: Investment Adviser Representative, President & CCO | IAR CRD No. 5482853 | Firm: Harvesting Gains Corporation | Firm CRD No. 341790 | Address:

11622 El Camino Real, 1st Floor, San Diego, California 92130

| Phone: 619-300-6945 | Brochure Date: April 29, 2026

Item 2 — Educational Background and Business Experience

Full Name:	Steven Prescott
Year of Birth:	1981
Education:	B.A. International Economics & Finance, San Diego State University (1999–2004); Study Abroad — University of Barcelona Economics College, Barcelona, Spain (2001–2002); M.B.A., San Diego State University Graduate School of Business (2011–2014)
Professional Designations:	CERTIFIED FINANCIAL PLANNER™ (CFP®)

The CFP® designation is issued by the Certified Financial Planner Board of Standards, Inc. (CFP Board). To obtain the CFP® designation, candidates must complete a CFP Board-registered education program, pass a comprehensive examination, satisfy a minimum experience requirement of 6,000 hours of professional experience related to financial planning (or 4,000 hours in an apprenticeship model), and agree to abide by CFP Board's Code of Ethics and Standards of Conduct. CFP® certificants must complete 30 hours of continuing education every two years to maintain the designation.

Business Experience (Last 5 Years and Beyond)

Dates	Employer / Entity	Title / Role
2025 – Present	Harvesting Gains Corporation, San Diego, CA	President, CCO, Owner
12/2019 – Present	Rising Tide Real Estate Inc., Del Mar, CA	President
06/2016 – 07/2024	Kingsbarn Real Estate Capital, Del Mar, CA	VP of Business Development
07/2011 – 06/2016	Wells Fargo Advisors, LLC, Del Mar, CA	Financial Advisor
01/2008 – 04/2011	Merrill Lynch Wealth Management, San Diego, CA	Financial Advisor

Item 3 — Disciplinary Information

Steven Prescott has no disciplinary events to disclose. He has not been subject to any criminal, civil, administrative, or self-regulatory organization proceedings that are required to be disclosed in this Brochure Supplement.

Item 4 — Other Business Activities

Steven Prescott is the President and owner of Rising Tide Real Estate Inc., a California licensed real estate brokerage corporation based in Del Mar, California. Rising Tide Real Estate Inc. manages a personal real estate portfolio and opportunistically forms Delaware Statutory Trust (DST) investments in San Diego multifamily and land. This real estate business is conducted separately from Harvesting Gains Corporation's investment advisory activities.

Clients should be aware of this potential conflict of interest as described in Item 10 of the Firm's Part 2A Brochure. In particular, Mr. Prescott's experience with DST structures at both Rising Tide Real Estate Inc. and his prior role at Kingsbarn Real Estate Capital (a DST sponsor) means that clients should understand that he has significant familiarity and prior professional involvement with DST investments, which are a category of 1031 exchange replacement properties the Firm may recommend.

Steven Prescott is not registered as a broker-dealer representative, futures commission merchant, commodity pool operator, or commodity trading adviser.

Item 5 — Additional Compensation

Steven Prescott does not receive any economic benefit from any person or entity other than Harvesting Gains Corporation in connection with the provision of investment advisory services to clients.

Item 6 — Supervision

As President and Chief Compliance Officer of Harvesting Gains Corporation, Steven Prescott is responsible for compliance with the Firm’s Code of Ethics and applicable securities laws, and supervises the advisory activities of all supervised persons of the Firm, including Joseph Stella. Clients who have concerns about compliance or ethics matters may contact Steven Prescott directly at the telephone number or email address listed on the cover page of this Supplement.

Item 7 — Requirements for State-Registered Advisers

Steven Prescott is registered as an Investment Adviser Representative (IAR) with the California Department of Financial Protection and Innovation (DFPI) through Harvesting Gains Corporation (CRD No. 341790). His individual IAR CRD number is 5482853.

A. Principal Business Address

11622 El Camino Real, 1st Floor, San Diego, California 92130

| Phone: 619-300-6945 | Email: steven@harvestinggains.com

B. Year of Birth

1981

C. Formal Education After High School

B.A., International Economics & Finance, San Diego State University (1999–2004)

Study Abroad — University of Barcelona Economics College, Barcelona, Spain (2001–2002)

M.B.A., San Diego State University Graduate School of Business (2011–2014)

D. Business Background

The following is Mr. Prescott's business background for at least the past five years:

- 2025–Present: President, CCO & Owner, Harvesting Gains Corporation, San Diego, CA
- 12/2019–Present: President & Owner, Rising Tide Real Estate Inc., Del Mar, CA
- 06/2016–07/2024: VP of Business Development, Kingsbarn Real Estate Capital, Del Mar, CA
- 07/2011–06/2016: Financial Advisor, Wells Fargo Advisors, LLC, Del Mar, CA

E. Disciplinary History

Steven Prescott has no legal or disciplinary events to disclose. He has not been subject to any criminal, civil, administrative, or self-regulatory organization proceedings that are required to be disclosed in this Brochure Supplement. There are no events in his background that are material to a client's evaluation of his character or ability to provide investment advisory services.

F. Other Business Activities

Steven Prescott is the President and 100% owner of Rising Tide Real Estate Inc., a California licensed real estate brokerage corporation based in Del Mar, California. This outside business activity is conducted separately from Harvesting Gains Corporation's investment advisory activities and may present conflicts of interest as described in Items 4 and 6 of this Supplement and Items 10 and 11 of the Firm's Part 2A Brochure.

G. Additional Compensation

Steven Prescott does not receive any economic benefit from any person or entity other than Harvesting Gains Corporation in connection with the provision of investment advisory services to clients. He does not receive sales awards, prizes, or other non-cash compensation from any third party for providing advisory services.

H. IAR Continuing Education (IAR CE) Compliance

Harvesting Gains Corporation and Steven Prescott hereby provide written assurance that all Investment Adviser Representatives (IARs) of the Firm, including Steven Prescott as the sole

IAR and owner of the Firm, will comply with the California DFPI IAR Continuing Education (IAR CE) requirement as adopted in 2024. Specifically, Steven Prescott commits to completing twelve (12) credits of continuing education annually, consisting of six (6) credits focused on Products and Practice and six (6) credits focused on Ethics and Professional Responsibility, selected from NASAA's Approved Providers. The Firm will maintain records of all IAR CE credits completed and will ensure timely compliance with this requirement each calendar year.

SUPERVISED PERSON BROCHURE SUPPLEMENT — JOSEPH STELLA

Joseph Stella

Investment Adviser Representative

HARVESTING GAINS CORPORATION

San Diego, California

Phone: 1-909-559-9566

IAR CRD No. 6372577

Brochure Date: August 1, 2026

Item 1 —

Name: Joseph Stella | Title: Investment Adviser Representative, Partner | IAR CRD No. **6372577** | Firm: Harvesting Gains Corporation | Firm CRD No. 341790 | Address: 11622 El Camino Real, 1st Floor, San Diego, CA 92130 | Phone: 619-300-6945 | Brochure Date: [8/1/2026

Item 2 — Educational Background and Business Experience

Full Name: Joseph Stella

Year of Birth: 1984

Education:

Bachelor’s in Public Administration from San Diego State University in 2006. Mr. Stella also earned an MBA in

Finance and International Business from University of La Verne in 2014. Additional information regarding Mr.Stella’s employment history is included below.

Professional Designations CFP®, CEPA®]

Business Experience & Employment History (Last 5 Years and Beyond)

07/2026 to Present: Partner/Owner, Harvesting Gains Corporation, San Diego, CA

Wealth Advisor, Presidio Capital Management, LLC 01/2020 to 07/2026

Investment Advisory Representative, Cetera Investment Advisers LLC 11/2020 to 11/2021

Investment Adviser Representative, First Allied Advisory Services, Inc. 10/2016 to 11/2020

Registered Representative, First Allied Securities, Inc. 03/2016 to 11/2021

Gould Asset Management – RIA Investment Operations – 03-2014 to 03-2016

Item 3 — Disciplinary Information

Joseph Stella has no disciplinary events to disclose, and has not been subject to any criminal, civil, administrative, or self-regulatory organization proceedings that are required to be disclosed in this Brochure Supplement.

Item 4 — Other Business Activities – None

Item 5 — Additional Compensation

Joseph Stella does not receive any economic benefit from any person or entity other than Harvesting Gains Corporation in connection with the provision of investment advisory services to clients.

Item 6 — Supervision

As a Partner of Harvesting Gains Corporation, Joseph Stella's advisory activities are supervised by Steven Prescott, President and Chief Compliance Officer of the Firm. Mr. Prescott monitors Mr. Stella's advisory activities and compliance with the Firm's Code of Ethics and applicable securities laws through [periodic account review, correspondence review. Clients who have concerns about compliance or ethics matters may contact Steven Prescott at 619-300-6945 or steve@harvestinggains.com.

Item 7 — Requirements for State-Registered Advisers

Joseph Stella is registered as an Investment Adviser Representative (IAR) with the California Department of Financial Protection and Innovation (DFPI) through Harvesting Gains Corporation (CRD No. 341790). His individual IAR CRD number is [JOSEPH STELLA IAR CRD 6372577].

11622 El Camino Real, 1st Floor, San Diego, California 92130 | Phone: 619-300-6945 | Email: joe@harvestinggains.com