



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND PROXY STATEMENT**

ANNUAL MEETING OF SHAREHOLDERS
June 26, 2017

May 25, 2017

Dear Shareholder:

You are cordially invited to attend the 2017 EF Hutton America, Inc. Annual Meeting of Shareholders. The meeting will be held on Monday, June 26, 2017, at 10:00 am., local time, at the One Main Street Conference Hall, located at EF Hutton Tower, One Main Street, Springfield, OH 45502.

Please carefully review the notice of annual meeting and proxy statement. As part of the agenda, you will vote on a number of important matters as outlined in the attached proxy statement. Time will be set aside for attendees to ask questions, obtain information in regards to the business, as well as, discuss topics of interests regarding the organization.

The Annual Shareholders Meeting is the opportunity to speak with management and the directors and vote on important matters. Whether or not you plan to attend the meeting in person, your vote is very important, regardless the number of shares you own. Please participate either through submitting your proxy vote or voting instructions by using one of the following methods outlined in the enclosed material, to ensure that your shares are represented at the Annual Meeting.

If you need directions to the meeting location or may require special assistance, please contact Tiffany Hott, Assistant Treasurer by mail at EF Hutton, One Main Street, 6th Floor, Springfield, OH 45502, by telephone at (937) 323-2000 or by email at t.hott@efhutton.com.

I sincerely hope you will be able to participate in this year's Annual Meeting.

Sincerely,

/s/Christopher Daniels

Name: Christopher Daniels

Title: Co-Chairman, Chief Executive Officer Interim, Chief Financial Officer

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Holders of Shares of Common Stock:

The 2017 EF Hutton America, Inc. Annual Meeting of Shareholders will be held at 10:00 am., local time, on Monday, June 26, 2017, at the One Main Street Conference Hall, located at EF Hutton Tower, One Main Street, Springfield, OH 45502.

The purpose of the Annual Meeting will be to:

- To elect the new director named in the Proxy Statement to serve on the Board of Directors for a one-year term;
- To re-elect three directors named in the Proxy Statement to serve on the Board of Directors, each for a two-year term;
- To ratify the appointment of Clark, Schaefer & Hackett as our independent registered public accounting firm;
- To vote on proposals submitted by the shareholders; and
- To take action on other business properly brought before the Annual Meeting and any adjournment or postponement thereof.

Your vote is very important, whether or not you intend to attend the Annual Meeting of Stockholders. Please review the accompanying proxy statement and vote your shares by following enclosed instructions on your proxy card or voter instruction form, to ensure your representation at the Annual meeting.

Only shareholders of record at the close of business on May 15, 2017, or their proxy holders, may vote at the meeting. If you plan to attend the Annual Meeting of Shareholders in person, you will need to register in advance of the meeting. Please register no later than June 16, 2017.

The Board of Directors unanimously recommends a vote “for” the approval of each of the proposals to be submitted at the meeting.

On behalf of the Board of Directors,

/s/Christopher Daniels

Name: Christopher Daniels

Title: Co-Chairman, Chief Executive Officer
Interim, Chief Financial Officer

This notice and proxy statement is being mailed to shareholders on or about May 25, 2017.

PROXY STATEMENT

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PROXY STATEMENT

ANNUAL MEETING AND VOTING INFORMATION

This Proxy Statement is furnished in connection with the solicitation of the accompanying proxy on behalf of the Board of Directors of EF Hutton America, Inc. (the "Company") for use at the Company's 2017 Annual Meeting of Shareholders (the "Annual Meeting") to be held on June 26, 2017 at 10:00 am, local time, at the One Main Street Conference Hall, located at EF Hutton Tower, One Main Street, Springfield, OH 45502.

This Proxy Statement and the accompanying proxy form are first being mailed to shareholders entitled to vote at the Annual Meeting on or about May 25, 2017.

Why am I receiving this proxy statement and proxy card/voter instruction form?

We are sending you this proxy statement and enclosed proxy card because the Board of Directors of the Company is soliciting your proxy to vote at the Annual Meeting. At the Annual Meeting, the shareholders will act upon the matters described in the notice of meeting contained in this Proxy Statement, namely, the election and re-election of directors, and the ratification of the appointment of our independent public accounting firm. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign, and return the enclosed proxy card.

Who is entitled to vote?

Only shareholders of record of the Company's common stock as of the close of business on May 15, 2017 (the "Record Date") are entitled to receive notice of the Annual Meeting and vote their shares.

Who can attend the Annual Meeting?

All shareholders, or individuals holding their duly appointed proxies, may attend the Annual Meeting. Appointing a proxy in response to this solicitation will not affect a shareholder's right to attend the Annual Meeting and to vote in person. Please note that if you hold your shares in "street name" (in other words, through a broker, bank, or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the Record Date to gain admittance to the Annual Meeting.

What is a quorum and what other voting information should I be aware of?

As of the record date, May 15, 2017, 54,137,530 shares of our common stock were outstanding. A majority of these shares represented at the Meeting either in person or by proxy constitutes a quorum. A quorum is required to conduct business at the Meeting. All shares represented at the Meeting are counted for the purpose of determining a quorum, without regard to abstentions or broker non-votes (as described below). You are entitled to one vote for each share of common stock you owned on the record date.

If your shares are held by a bank, broker, or other nominee in "street name," we encourage you to provide instructions to your bank, broker, or other nominee by executing the voting form supplied to you by that entity. Your bank, broker, or other nominee will be permitted to vote your shares with your instructions. Therefore, your failure to give voting instructions means that your shares will not be voted on these items, and your unvoted shares will be referred to as broker non-votes (as described below).

An item to be voted on may require a percentage of votes cast, rather than a percentage of shares outstanding, to determine passage or failure. Votes cast is defined to include both "For" and "Against" votes and excludes abstentions and broker non-votes. Abstentions and broker non-votes are the equivalent of negative votes when passage or failure is measured by a percentage of shares outstanding. If your proxy card is not completed properly, such as marking more than one box for an item, your vote for that particular item will be treated as an abstention.

What is the effect of not voting?

It will depend on how your share ownership is registered. If you own shares as a registered holder and do not vote, your unvoted shares will not be represented at the meeting and will not count toward the quorum requirement. If a quorum is obtained, your unvoted shares will not affect whether a proposal is approved or rejected.

If you own shares in street name and do not vote, your broker may represent your shares at the meeting for purposes of obtaining a quorum. In the absence of your voting instructions, your broker may or may not vote your shares in its discretion depending on the proposals before the meeting. Your broker may vote your shares in its discretion on routine matters. With regard to non-routine matters, broker non-votes will be counted towards a quorum, but will not be counted for any purpose in determining whether these matters have been approved. Abstentions will be counted toward the tabulation of votes and will have the same effect as negative notes. Once a share is represented at the Annual Meeting, it will be deemed present for quorum purposes throughout the Annual Meeting (including any adjournment or postponement of that meeting unless a new record date is or must be set for such adjournment or postponement).

How Can I vote?

You can vote by one of two ways. You can either vote by mail or you can vote in person at the Annual Shareholders Meeting.

By Mail: You may vote by completing and signing the proxy card that accompanies this proxy statement and promptly mailing it in the enclosed postage-prepaid envelope. You do not need to put a stamp on the enclosed envelope if you mail it in the United States. The shares you own will be voted according to the instructions on the proxy card you mail. If you return the proxy card, but do not give any instructions on a particular matter described in this proxy statement, then the shares you own will be voted in accordance with the recommendations of the Board of Directors.

In Person: You may vote in person if you attend the Annual Meeting, then you may vote by delivering your completed proxy card in person or you may vote by completing a ballot. Ballots will be available at the meeting.

Can I change my vote after I return my proxy card?

Yes. Even after you have submitted your proxy, you can change your vote at any time before the proxy is exercised by appointing a new proxy bearing a later date, by providing written notice to the Assistant Treasurer of the Company that you are revoking your proxy, or by voting in person at the Annual Meeting. Presence at the Annual Meeting of a shareholder who has appointed a proxy does not in itself revoke a proxy. Unless so revoked, the shares represented by proxies received by the proxy holders will be voted at the Annual Meeting. When a shareholder specifies a choice by means of the proxy, then the shares will be voted in accordance with such specifications. A written notice to the Company's Assistant Treasurer revoking your proxy must be sent to Tiffany Hott, Assistant Treasurer, c/o EF Hutton, One Main Street, 6th Floor, Springfield, OH 45502.

What is the difference between holding shares as a shareholder of record and holding shares in "street name" or as a "beneficial owner"?

Shareholder of Record: If your shares are registered directly in your name with our transfer agent, Island Stock Transfer you are a shareholder of record of the shares. As the shareholder of record, you have the right to vote your shares or to grant a proxy to vote your shares to a representative of the Company or to another person. As a record holder you have received a proxy card to use in voting your shares, which instructs you how to vote.

Beneficial Owner: If your shares are held through a bank, broker, or other nominee, it is likely that they are registered in the name of such bank, broker, or other nominee and you are the beneficial owner of shares, meaning that you hold shares in "street name." As a beneficial owner of shares, you have the right to direct the registered holder to vote your shares, and you are invited to attend the Annual Meeting. Your bank, broker or other nominee has provided a voting instruction form for you to use in directing how your shares are to be voted. However, since a beneficial owner is not the shareholder of record, you may not vote your shares in person at the meeting unless you obtain a legal proxy from the registered holder of the shares giving you the right to do so.

What am I voting on?

- To elect a new director, as named in the Proxy Statement, to serve on the Board of Directors for a one-year term;
- To re-elect three directors named in the Proxy Statement to serve on the Board of Directors, each for a two-year term;
- To ratify the appointment of Clark, Schaefer & Hackett as our independent registered accounting firm;
- To vote on proposals submitted by the shareholders; and

- To take action on other business properly brought before the Annual Meeting and any adjournment or postponement thereof.

What are the Board of Director's recommendations?

Your Board of Directors recommends that you vote as follows:

- "For" the one nominee to the Board of Directors who is listed in this proxy statement;
- "For" the three nominees to the Board of Directors for re-election who are listed in this proxy statement; and
- "For" the ratification of the appointment of Clark, Schaefer & Hackett as our independent registered public accounting firm.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count "For" and "Withhold" votes, and with respect to proposals other than the election of directors, "Against" votes, abstentions, and broker non-votes. Abstentions will be counted towards the vote total for each proposal and will have the same effect as "Against" votes. Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

If your shares are held by your broker as your nominee (that is, in "street name"), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give the broker or nominee specific instructions, your broker or nominee can vote your shares with respect to "discretionary" items, but not with respect to "non-discretionary" items. Discretionary items are proposals considered routine under the rules of the New York Stock Exchange on which your broker may vote shares held in street name in the absence of your voting instructions. On non-discretionary items for which you do not give your broker instructions, the shares will be treated as broker non-votes. Shares represented by such "broker non-votes" will, however, be counted in determining whether there is a quorum.

What vote is required to approve the proposals?

The election of each director requires the affirmative vote of a majority of the shares present in person or by proxy at the Annual Meeting.

Are there any other items that are to be discussed during the Annual Meeting?

No. The Company is not aware of any other matters that you will be asked to vote on at the Annual Meeting. If other matters are properly brought before the Annual Meeting, the Board of Directors or proxy holders will use their discretion on these matters as they may arise.

Do I need to register in advance to attend the Meeting?

Yes. In accordance with our security procedures, if you plan to attend the Meeting, you will need to register in advance by following the advance registration instructions below.

- **By Mail:** Tiffany Hott, Assistant Treasurer, c/o EF Hutton, One Main Street, Suite 600, Springfield, OH 45502
- **By Phone:** 937-323-2000
- **By Email:** t.hott@efhutton.com, Please add in subject line "Registration for 2017 Annual Meeting"

Will my vote be confidential?

Yes. Your vote will not be disclosed to our directors or employees, except for a limited number of employees involved in coordinating the vote tabulation process. An independent inspector reviews the vote tabulation process. Our confidentiality policy does not apply to certain matters, such as contested elections or disputed votes.

What happens if the Annual Meeting is postponed or adjourned?

Your proxy will still be valid and may be voted when the postponed or adjourned meeting is held. You may change or revoke your proxy until it is voted.

Who will pay the expenses incurred in connection with the solicitation of my vote?

Expenses incurred in connection with the solicitation with the Notice of Annual Shareholders Meeting and Proxy Statement will be covered by EF Hutton America, Inc. Shareholders will incur no costs associated with the solicitation.

Delivery of Proxy Materials to Households

You can access a copy of our annual report containing the financial statements for the fiscal year ended December 31, 2016 online by visiting www.otcmarkets.com/stock/HUTN/filings.

Pursuant to SEC rules, services that deliver the Company's communications to shareholders that hold their stock through a bank, broker, or other holder of record may deliver to multiple shareholders sharing the same address a single copy of the Company's proxy statement. Upon written or oral request, the Company will promptly deliver a separate copy of this proxy statement to any shareholder at a shared address to which a single copy of each document was delivered. In addition, upon written or oral request, the Company will promptly deliver a copy of the annual report for the year ended December 31, 2016. Shareholders may notify the Company of their requests by contacting Tiffany Hott, Assistant Treasurer by mail at EF Hutton, One Main Street, 6th Floor, Springfield, OH 45502, by telephone at (937) 323-2000 or by email at t.hott@efhutton.com.

PROPOSALS TO THE SHAREHOLDERS

The Board of Directors recommends the following nominee for election as director and recommends that each shareholder vote “FOR” the nominee. Executed proxies in the accompanying form will be voted at the annual meeting in favor of the election as directors of the nominees named below, unless authority to do so is withheld.

Our Board of Directors has nominated Paul Hiltz to stand for election as director of the Company, with his term to expire in June 2018.

The person nominated for election has agreed to serve if elected, and the Board of Directors has no reason to believe that this nominee will be unavailable or will decline to serve. In the event, however, that the nominee is unable or declines to serve as a director at the time of the Annual Meeting, the persons designated as proxies will vote for any nominee who is designated by our current Board of Directors to fill the vacancy.

Directors are elected by a plurality of the votes cast (assuming a quorum is present at the Annual Meeting), meaning that the nominee receiving the highest number of affirmative votes of the votes represented at the Annual Meeting will be elected as director. Proxies solicited by the Board of Directors will be voted “FOR” the nominee named above unless a shareholder specifies otherwise.

The following is biographical information and the age (as of the Record Date) for the person nominated to serve as a director of the Company:

If elected, Mr. Hiltz will serve until June 2018.

Election of New Directors



Paul Hiltz Age (57)

Paul Hiltz is a visionary CEO who has over 25 years of executive leadership experience. Mr. Hiltz served most recently as the CEO of Community Mercy Health Partners, an integrated delivery network in Springfield Ohio, part of Mercy Health, one of the top ten health systems in America. Prior to that, Mr. Hiltz served as the founding President of Mercy Health Select, one of the first Accountable Care Organizations (ACO's) in the United States. He was previously mayor of Ft. Wright, a suburb of Cincinnati. He is an Adjunct Professor in Health Policy at Xavier University in Cincinnati Ohio. He received a bachelor's and a master's degree from Xavier University.

Recommendation

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE ELECTION OF THE NOMINEES LISTED ABOVE.

Re-Election of Directors

The Board of Directors recommends the following nominees for re-election as directors and recommends that each shareholder vote “FOR” the nominees. Executed proxies in the accompanying form will be voted at the annual meeting in favor of the election as directors of the nominees named below, unless authority to do so is withheld.

Our Board of Directors has nominated Stanley Hutton-Rumbough, Christopher Daniels, and Craig Marshak to stand for re-election as directors with their terms to expire in June 2019.

The persons nominated for re-election have agreed to serve if re-elected, and the Board of Directors has no reason to believe that any of these nominees will be unavailable or will decline to serve. In the event, however, that any of the nominees are unable or decline to serve as a director at the time of the Annual Meeting, the persons designated as proxies will vote for any nominee who is designated by our current Board of Directors to fill the vacancy.

All of the nominees for director named above are currently directors of the Company and are proposed to be re-elected at the Annual Meeting to serve for the terms described above.

Directors are elected by a plurality of the votes cast (assuming a quorum is present at the Annual Meeting), meaning that the nominees receiving the highest number of affirmative votes of the votes represented at the Annual Meeting will be elected as directors. Proxies solicited by the Board of Directors will be voted "FOR" the nominees named above unless a shareholder specifies otherwise.

The following is biographical information and the age (as of the Record Date) for each person nominated to continue to serve as a director of the Company:

If re-elected, the following directors will continue to serve a term of two-years until June 2019.



Stanley Hutton Rumbough
Chairman
Age (69)

Since 2012, Mr. Rumbough has been a director of EFH Group, Inc. (WY). For the prior twenty years, Mr. Rumbough has been a philanthropist, a collector of fine art and is a photographer. He was a lieutenant in the US Marine Corp on active duty from 1970 to 1974 and inactive duty until he retired from service in 1978 with the rank of Captain. He received a bachelor's degree from University of Denver and received an MBA from Columbia University.



Christopher Daniels
Co-Chairman, Chief Executive Officer, Interim Chief Financial Officer
Age (54)

Mr. Daniels has over twenty years of experience in financial services. He has been an executive with EF Hutton or Affiliates since 2012. Prior to 2006, he was president of Ascend Financial services. Prior to 2000, he held various positions in with several financial services firms involving investment banking and capital markets activities. He is a director of EFH Global Holdings, Inc. and First National Boston Corp. He received a bachelor's degree from Hamilton College, an MBA from Cornell University and a master's degree from Harvard University.



Craig Marshak
Director
Age (58)

Mr. Marshak has over twenty years of experience in financial services. From 2010 to 2014, he was a founding partner of Israel Venture Partners, and a Managing Director at Cross Point Capital Advisors. From 2007 to 2010, Mr. Marshak headed the London office of Trafalgar Capital. Prior to that, he was a managing director and co-head of Nomura merchant banking technology growth fund. Prior to that, he was a managing director at Robertson Stephens. Prior to that, he was an executive at Wertheim Schroder and its affiliates in New York and London. He commenced his Wall Street career at Morgan Stanley. He received his bachelor's degree from Duke University, and a JD from Harvard Law School.

Recommendation

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE RE-ELECTION OF THE NOMINEES LISTED ABOVE.

Ratification of Appointment of Independent Registered Public Accounting Firm

The Board of Directors has selected Clark, Schaefer, & Hackett as the Company’s independent registered public accounting firm to audit the Company’s financial statements for the fiscal year ended December 31, 2017. A representative of Clark, Schaefer, & Hackett is expected to be present at the meeting, will have the opportunity to make a statement if he or she desires to do so, and is expected to be available to respond to appropriate questions.

Stockholder ratification of the selection of Clark, Schaefer, & Hackett is not required by our bylaws or other applicable legal requirements. However, the Board of Directors is submitting the selection of Clark, Schaefer, & Hackett to the Company’s stockholders for ratification as a matter of good corporate practice. In the event that this selection of an independent registered public accounting firm is not ratified by the affirmative vote of a majority of the shares present and voting at the meeting in person or by proxy, the appointment of the independent registered public accounting firm will be reconsidered by the Board of Directors. Even if the selection is ratified, the Board of Directors in its discretion may direct the appointment of a different accounting firm at any time during the year if it is decided that such a change would be in the best interests of the Company and its stockholders.

Recommendation

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF THE NOMINEE LISTED ABOVE.

INFORMATION ON THE GOVERNANCE OF THE COMPANY

Corporate Governance

Our bylaws provide that the number of directors who shall constitute the whole Board of Directors shall not be less than three. The shareholders at any annual meeting may determine the number which shall constitute the Board of Directors and the number so determined shall remain fixed until changed at subsequent annual meeting. The directors shall be elected at each annual meeting of the shareholders; however, if any such annual meeting is not held or the directors are not elected there at, the directors may be elected at any special meeting of shareholders held for that purpose. All directors shall hold office until their respective successors are elected. There have been no changes in any state law or other procedures by which security holders may recommend nominees to our Board of Directors.

Board Meetings

During 2016, the Board of Directors of the Company held six telephonic meetings. Each director attended 100% of the aggregate number of meetings of the Board of Directors held during 2016.

It is the Company’s current policy to strongly encourage directors to attend the Annual Meeting of Shareholders, but they are not required to attend.

Our Board of Directors presently has three members, and biographical information regarding the directors nominated for re-election is set forth above.

Lack of Independence of Directors

At present, only Craig Marshak is deemed to be an “independent” director. In making that determination, our Board of Directors utilized the definition of independence used by The National Association of Securities Dealer, Inc. Automated Quotation system, even though such definition does not currently apply to us because our common shares are not listed on NASDAQ.

Committees of the Board of Directors

We do not have a standing audit, nominating or compensation committees, or committees performing similar functions. Our Board of Directors believes that it is not necessary to have standing audit, nominating or compensation committees at this time because the functions of such committees are adequately performed by our Board of Directors.

Code of Ethics

The Company has prepared but has not yet adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

Section 16(a) Beneficial Ownership Reporting Compliance

Under Section 16(a) of the Securities Exchange Act of 1934 (the “34 Act”), as amended, an officer, director, or greater than 10% shareholder of the Company must file a Form 4 reporting the acquisition or disposition of Company’s equity securities with the Securities and Exchange Commission no later than the end of the second business day after the day the transaction occurred unless certain exceptions apply. Transactions not reported on Form 4 must be reported on Form 5 within 45 days after the end of the Company’s fiscal year. Such persons must also file initial reports of ownership on Form 3 upon becoming an officer, director, or greater-than-10% shareholder. To our knowledge, based solely on a review of the copies of these reports furnished to it, the officers, directors, and greater than 10% beneficial owners complied with all applicable Section 16(a) filing requirements. The Company is not a mandatory reporting company under the 34 Act, and therefore does not have ownership filing requirements under the 34 Act.

Indemnification

The Company shall indemnify any officer or director or any former officer or director, to the full extent permitted by law. We shall indemnify any officer or director in connection with any proceedings, including appeals, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation and they had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Company or had reasonable cause to believe that his or her conduct was unlawful.

At present, there is no pending litigation or proceeding involving any of our directors or executive officers as to which indemnification is required or permitted, and we are not aware of any threatened litigation or proceeding that may result in a claim for indemnification.

We do not have any insurance policies covering our officers and directors with respect to certain liabilities, including liabilities arising under the Securities Act or otherwise.

INDEMNIFICATION OF OFFICERS OR PERSONS CONTROLLING THE COMPANY FOR LIABILITIES ARISING UNDER THE SECURITIES ACT OF 1933, IS HELD TO BE AGAINST PUBLIC POLICY BY THE SECURITIES AND EXCHANGE COMMISSION AND IS THEREFORE UNENFORCEABLE.

Nature of Operations

EF Hutton America, Inc. (the "Company") was incorporated in the State of Colorado on March 8, 2007 under the name of Twentyfour/seven Ventures, Inc. The name of the Company was changed to EFH Group, Inc. on October 28, 2014. Effective April 24, 2015, the name of the Company was changed to EF Hutton America, Inc.

EF Hutton is engaged in digital finance and investment services. The Company offers innovative financial products such as the "no commission" investments and "no commission" online trade execution, including value-added services such as event-driven investing strategies. EF Hutton also provides services through its mobile platform, which includes a branded phone and other wireless devices. EF Hutton provides financial products and services using advanced technology to better serve clients.

The following is a list of active subsidiaries and affiliates.

- EF Hutton Investments LLC is an SEC-registered investment advisor offering investment services to individuals.
- EF Hutton Digital Services, Inc., a wholly owned subsidiary of the Company that is developing digital products and services.
- EF Hutton Media Group Inc., a wholly owned subsidiary of the Company that is developing media related products and services.
- EF Hutton Mobile Inc., a wholly owned subsidiary of the company that is developing mobile services.

Facilities

Our headquarters are located at One Main Street, Springfield, OH 45502. This space consists of approximately 150,000 square feet of shared office space of which approximately 120,000 square feet is available for our use on an as needed basis.

BENEFICIAL OWNERSHIP OF OUR COMMON STOCK

Officers, Directors and Control Person or Persons

Name of Officers, Directors, and Control Persons:

- *Stanley Hutton Rumbough* *Chairman*
- *Christopher Daniels* *CEO, Co-Chairman and Interim CFO*
- *Craig Marshak* *Director*

Biographical information for the executive officers and directors is available above.

Beneficial Shareholders

Name of Beneficial Owner and Address	Number of Shares of Voting Stock Beneficially Owned		Percentage of Class		Percentage of Class	
	Ordinary Common	Class B	Ordinary Common	Class B	Number	%
Christopher Daniels(2) c/o EF Hutton One Main Street Springfield OH 45502	46,801,437	5,211,207	86.93%	89.90%	98,914,145	89.39%
Stanley Hutton Rumbough(4) c/o EF Hutton One Main Street Springfield OH 45502	316,507	35,174	0.58%	0.61%	668,314	0.60%
Craig Marshak(3) c/o EF Hutton One Main Street Springfield OH 45502	266,632	29,625	0.49%	0.51%	562,890	0.50%

- 1) *Out of a total of 112,107,530 votes that can be cast based on 54,137,530 ordinary common shares and 5,797,000 Class B common.*
- 2) *Includes shares held directly by EFH Global Holdings Inc., a Wyoming corporation, an entity for which Mr. Daniels is a control person, and trusts that are established to benefit minor children and third parties.*
- 3) *As beneficial interest as majority owner of Triple Eight Markets, Inc. includes stock and assumes exercise all purchase rights.*
- 4) *Includes minor children*

DIRECTOR COMPENSATION

2015 Director Compensation

2015 director compensation was unanimously approved by the Board of Directors in February 2015. On April 16, 2016, the Board of Directors unanimously adopted a revision to the 2015 directors' compensation plan. All directors were allowed to rescind shares that were issued to them or to cancel shares that were to be issued. As of March 30, 2017, no director actually submitted shares for cancellation. An option for 200,000 shares of ordinary common stock was granted to John Daniels for his forgoing 200,000 shares of ordinary common stock.

The revision was made because options that require cash exercise was deemed more appropriate than stock grants. In 2015, the Board of Directors had authorized payment of 2015 directors' compensation in the form of 200,000 ordinary shares of common stock to each director who is not an officer. Dennis White and Craig Marshak each received the 200,000 shares.

S.H. Rumbough received 100,000 shares. Shares had not yet been issued to John Daniels and 100,000 shares were still to be issued to S.H. Rumbough.

2016 Director Compensation

On April 15, 2016, the Board of Directors approved the 2016 directors' compensation plan. Each director who is not an officer is granted an option to purchase 200,000 shares of ordinary common stock at \$0.50 per share, expiring on June 30, 2020. Each option grant vests 50,000 shares at the end of the quarter in arrears.

2017 Director Compensation

On March 30, 2017, the Board of Directors approved the 2017 directors' compensation plan. Each director who is not an officer is granted an option to purchase 200,000 shares of ordinary common stock at \$0.60 per share, expiring on June 30, 2020. Each option grant vests 50,000 shares at the end of the quarter in arrears.

Christopher Daniels, Chief Executive Officer (2014 to Present); CFO (September 2016 to Present)

On March 22, 2016, the Board of Directors authorized, and the Company entered into, an employment agreement (the "C. Daniels EA") effective as of January 15, 2016 for a term of three years with Christopher Daniels, which pays Mr. Daniels a base salary of \$1 per year and provides for incentive compensation, which may include a cash bonus and stock options. The agreement provided for an option to buy 1,200,000 shares of Company ordinary common stock that expires March 31, 2019 and a right to buy up to \$30,000,000 of the Company ordinary common stock at \$0.50 per share or the average of the prior twenty days closing stock price, exercisable during the term of the contract. The company will accept a note for a term of up to three years, secured by Company stock, for the exercise of his purchase right in an amount up to \$2 million. On August 16, 2016, the Board of Directors approved a resolution that increased the amount of the note that may be used to exercise his purchase right to up to \$10 million.

On January 29, 2017, and in recognition of his additional role as Acting CFO, the Company amended the Employment Agreement. Mr. Daniels is to be paid an additional bonus contingent upon extraordinary performance, determined based on number of accounts opened by March 1, 2020. To qualify for such a bonus, the company must have at least 300,000 customer accounts within 3 years and all presently outstanding bridge loans must be repaid. To put into perspective, only the very largest of firms have more than 300,000 customer accounts. If there are at least 300,000 accounts, then a \$500,000 bonus is payable in cash along with an option to buy 500,000 shares of at \$0.50 per class A common share and expiring 3/1/2023. For every 100,000 accounts over 300,000, an additional \$25,000 is payable in cash along with additional option to buy 100,000 class A common shares at \$0.50 per share. In addition, milestone bonus payable at 5 million accounts and for each additional 5 million accounts, \$1,000,000 is payable in cash plus an option to buy 1,000,000 class A common shares at \$0.50 per share, expiring in 3/1/2023. All options issuable under this amendment would expire on March 1, 2023. Customer accounts are eligible to be counted if they are open for at least three months.

Third Party Service Providers

Legal Counsel

J.M. Walker & Associates
7481 South Garfield Way
Centennial, CO 80122
(303) 850-7637
jmwkr85@gmail.com

Accountant or Auditor

Clark, Schaefer & Hackett (Auditor)
14 East Main Street
Springfield, OH 45502
(800) 381-2691
info@cshco.com

Investor Relations Consultant

Hayden IR
144 Broadway
New York, NY 10018
(651) 653-1854
cameron@haydenir.com

Other Advisor:

None

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

We have incurred fees and expenses from Michael Albanese, CPA of \$14,248 during the 2015 fiscal year. We had not yet received an invoice from Clark, Schaefer & Hackett for the 2016 fiscal year, though the estimated cost is not to exceed \$20,000. Fees included work completed for our annual audit and for the review of our financial statements for our quarterly and annual filings.

Tax Fees

We did not incur any fees or expenses for the 2015 and 2016 fiscal year for professional services rendered for tax compliance, tax advice, and tax planning.

All Other Fees

The Board of Directors, acting as the Audit Committee considered whether, and determined that, the auditor's provision of non-audit services was compatible with maintaining the auditor's independence. All of the services described above for fiscal years 2016 and 2015 were approved by the Board of Directors pursuant to its policies and procedures. We intend to continue using Clark, Schaefer & Hackett solely for audit and audit-related services, tax consultation and tax compliance services, and, as needed, for due diligence in acquisitions.

PROCEDURE FOR SUBMITTING SHAREHOLDER PROPOSALS

The following procedure should be utilized to submit a shareholder proposal:

All notices of proposals by shareholders, whether or not be included in the Company's proxy materials, should be sent to the attention of Tiffany Hott, Assistant Treasurer, by mail at EF Hutton, One Main Street, 6th Floor, Springfield, OH 45502. Any such notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the Annual Meeting (a) a brief description of the business desired to be brought

before the Annual Meeting and the reasons for conducting such business at the Annual Meeting, (b) the name and address, as they appear on the books of the Company, of the shareholder proposing such business, and the name and address of the beneficial owner, if any, on whose behalf the proposal is made, (c) the class and number of shares of the Company which are owned beneficially and of record by such shareholder of record and by the beneficial owner, if any, on whose behalf the proposal is made, and (d) any material interest of such shareholder of record and the beneficial owner, if any, on whose behalf the proposal is made in such business. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the procedures prescribed by the Bylaws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

DEADLINE FOR RECEIPT OF SHAREHOLDER PROPOSALS

Shareholders may submit proposals on matters appropriate for shareholder action at annual meetings in accordance with the rules and regulations adopted by the Securities and Exchange Commission. Any proposal which an eligible shareholder desires to have included in the Company's proxy statement and presented at the 2017 annual meeting of shareholders (which is expected to be held on or about June 26, 2017) will be included in the Company's proxy statement and related proxy card if it is received by the Company no later than January 18, 2018 (120 calendar days prior to the anniversary of the mailing date of this Proxy Statement) and if it complies with Securities and Exchange Commission rules regarding inclusion of proposals in proxy statements.

Other deadlines apply to the submission of shareholder proposals for the 2018 Annual meeting that are not required to be included in the Company's proxy statement under Securities and Exchange Commission rules. With respect to these shareholder proposals for the 2018 Annual meeting, the Company's Proposed Bylaws, if adopted, provide certain requirements for advance notification by shareholders of business to be conducted at annual meetings but not necessarily included in the Company's proxy statement. In order to be timely, a shareholder notice must be delivered to or mailed and received in writing by the Company's Secretary at the principal executive offices of the Company not less than 120 days prior to the date of the meeting. These requirements are separate from and in addition to requirements that a shareholder must meet in order to have a shareholder proposal included in the Company's proxy statement.

OTHER MATTERS

The Board of Directors does not currently know of any other matters to be presented at the 2017 Annual Meeting. If any other matters properly come before the annual meeting, it is intended that the shares represented by Proxy will be voted with respect thereto in accordance with the judgment of the persons voting them.

