

WealthNet Advisors, Inc.

5944 S. Kipling Street
Suite 302
Littleton, CO 80127

www.WealthNetAdvisors.com

Form ADV Part 2A

Client Brochure

Revised 5/29/2015

This brochure (“Brochure”) provides information about the qualifications and business practices of WealthNet Advisors, Inc. Inc. (“WealthNet Advisors, Inc.”), a registered investment adviser. Registration does not imply a certain level of skill or training but only indicates that WealthNet Advisors, Inc. has registered its business with state and federal regulatory authorities, including the United States Securities and Exchange Commission. 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.

If you have any questions about the contents of this Brochure, please contact us at 303-904-3177 or mikeh@wealtnetadvisors.com

Additional information about WealthNet Advisors, Inc. is available on the SEC’s website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for the Advisor is 169826. WealthNet Advisors, Inc. is also available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 2 Material Changes

This updated form ADV Part 2 contains the following material changes:

- a) Changed registration status from being directly registered with the United States Securities and Exchange to commission to being a state registered investment advisory firm, with the State of Colorado.
- b) The firm is no longer considered a web based investment advisor, while maintaining significant contact with clients through electronic means, we also provide personalized advice not driven by a web portal.
- c) Changed maximum annual management fee to 1.60% in Item 5 A. Incorporated language that the applicable management fee to be charged is stated in investment advisory agreement.
- d) Changed current assets under management to USD 400,000 in Item 4 A.
- e) Changed office contact phone number to 303-904-3177.
- f) Changed office location to 5944 S. Kipling Street, Suite 302, Littleton, CO 80127
- g) The review of client accounts has been changed from being exclusively software based to include personal consultations.

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Item 4 Advisory Business

General Description of the Firm

WealthNet Advisors, Inc. is a software based advisory firm that manages investment accounts of clients (“Clients”) held at third party custodians and provides personalized financial planning services.

WealthNet Advisors, Inc., licenses proprietary investment analysis software developed and owned by Mr. Hartmann. Mr. Hartmann is the founder and sole owner of WealthNet Advisors, Inc, which was founded in January of 2014.

Summary of WealthNet Advisors, Inc.’s Advisory Services

WealthNet Advisors, Inc. also offers a unique software based investment advisor service based on persistency based investment management philosophies. We create an investment plan and manage a Client’s portfolio by:: 1) Identifying a client's risk tolerance as we deem it imperative that clients can stay with a program, even during declining market environments, 2) identifying the ideal mix of between equity and fixed income investments based on the Client’s specific risk tolerance, 3) selecting and investing in the highest scoring fund available to the client according to the proprietary risk/return analysis software used, 4) selling those funds and replacing them with newest highest rated funds according to our software. The common holding period of any fund is between 60 and 120 days, and except in highly volatile market positions funds will not be liquidated if they would incur custodian or fund level early redemption fees.

For clients desiring a more traditional approach to investment management we employ modern portfolio theory based allocation approaches, with periodic rebalancing.

As part of the client on boarding process the firm may offer complimentary financial planning and education services.

The firm only accepts discretionary asset management accounts.

Tailored Services and Investment Restrictions

WealthNet Advisors, Inc. tailors its financial advisor service to the individual needs of each of its Clients, and subject to certain product features and account limitations that prospective investors should consider, as described further below in Item 7. Accounts for Clients (“Client Accounts” or “Accounts”) are opened and maintained according to a Client Account Agreement (“Account Agreement”) which describes the discretionary authority that a Client grants to WealthNet Advisors, Inc..

The firm cannot generally accommodate restrictions against investments in certain securities in its discretionary investment accounts. In certain, limited cases, assets classes, funds or specific stocks may be excluded if specifically requested by the client, in writing on attachment 1 of the investment advisory agreement.

Wrap Fee Programs

WealthNet Advisors, Inc. does not sponsor or participate in any wrap fee programs.

Assets Under Management

As disclosed in WealthNet Advisors, Inc.’s Form ADV Part 1, WealthNet Advisors, Inc. manages \$400,000 on a discretionary basis and does not manage assets on a nondiscretionary basis.

Item 5 Fees and Compensation

Advisory Fees

WealthNet Advisors, Inc. is compensated for its advisory services by charging a fee based on the net market value of a Client’s Account. WealthNet Advisors, Inc. reserves the right, in its sole discretion, to negotiate, reduce or waive the advisory fee for certain Client Accounts for any period of time determined by WealthNet Advisors, Inc. In addition, WealthNet Advisors, Inc. may reduce or waive its fees for the Accounts of some Clients without notice to, or fee adjustment for, other Clients.

INVESTMENT MANAGEMENT SERVICE FEE

WealthNet Advisors, Inc.’s software based financial advisor service charges an annualized fee of 1.60% on a Client’s assets under management.

Annual fees are charged on a quarterly basis in advance for the next calendar quarter. Fees are calculated based on the account value on the last trading day of a calendar quarter, or if an account was opened or new deposits made, from the date of that event until the end of the quarter. Fees can either be deducted directly from client accounts, or paid by the client directly to the firm by check versus invoice,, depending on the relationship of WealthNet Advisors, Inc. and the client’s asset custodian. For more information concerning the deduction of fees please see item 15.

The firm also provides the management of assets held inside certain insurance products, at the same fee structure, but in no case will impose an management fee if an associate of the firm has earned a commission from the insurance company within the preceding 24 months.

The 1.60% percent annual management fee, is negotiable, and contracted for in the investment advisory agreement. Please see Item 15 for more information concerning direct fee deduction.

TERMINATION OF CONSULTING SERVICES

A client may cancel the Investment Management Service for any reason during the first five (5) days from the date of signing the agreement and will receive a refund of 100% of all fees paid without cost or penalty. To cancel the agreement, a client must notify the Firm and return any materials received to that date. Thereafter, the contract may be terminated at any time by giving written notice to the Firm.

After the first five (5) business days, if a client cancels, any unearned prepaid fees will be refunded to the client.

Other Account Fees

The Firm is not associated with any other securities firms, investment adviser or broker-dealer. It does not receive any other form of securities related compensation.

However, the Firm's owner, Mr. Hartmann, is a licensed insurance agent.. Through this registration he can sell insurance products to Clients separately from his services as an investment adviser representative of the Firm. All such pay commissions that are separate from the fees outlined above. This creates a conflict of interest because it creates a financial incentive to recommend investment products based on compensation rather than on a client's need.

Mr. Hartmann addresses the conflict of interest by telling clients when he are acting as an insurance agent . Additionally, Mr. Hartmann and the Firm attempt to mitigate any conflicts of interest to the best of their ability by acting in the client's best interest. Especially Mr. Hartmann will strive to only recommend insurance products whose expected compensation is similar to that earned under the firms normal management fee schedule over a similar management period, to significantly reduce, or eliminate, any actual or perceived conflict of interest when recommending insurance products.

In all cases, the Firm and Mr. Hartmann act as a fiduciary. When receiving a recommendation to purchase other investment products, clients always have the option to purchase the investment products through other brokers or agents that are not affiliated with the Firm.

Item 6 Performance-Based Fees and Side-by-Side Management

WealthNet Advisors, Inc. does not charge performance-based fees. Our advisory fees are only charged as disclosed above in Item 5.

Item 7 Types Of Clients

The Firm offers its services to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations and corporations and other business entities.

The Firm requires a minimum account size of \$25,000.00. The Firm will aggregate related accounts in the same household in determining whether the account minimum has been met. Minimums may be negotiated, reduced or waived for individuals or retirement plans that appear to have the ability to make annual or other contributions necessary to meet this minimum threshold, or as an accommodation to existing clients.

At any time, a Client may terminate an Account, or withdraw all or part of an Account, or update her investment profile, which may initiate an adjustment in the Accounts' holdings. In cases other than complete termination, unless otherwise directed by the Client, WealthNet Advisors, Inc. will sell the securities in the Client Account (or portion of the Account, in the case of a partial withdrawal or update) at market prices at a time prior to withdrawal or after the update. In case of complete termination of the investment advisory relationship the advisor will not take any action in client account post the date of termination, and investment positions will remain in the account unchanged.

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

For its software based financial advisor service, WealthNet Advisors, Inc. provides Clients with financial advice that is based broadly on momentum theories of portfolio management, modified by some proprietary elements.

The underlying philosophy is that securities that have shown high recent risk adjusted returns have a greater chance of providing above average risk adjusted returns in the next 60 to 120 days. Substantial finance research has been conducted in this area, including by Mr. Hartmann, who received 2nd place in 2012 NAAIM Wagner Award finance research competition focusing on these effects.

WealthNet Advisors, Inc. weekly reviews the a population of more than 3,000 open end mutual funds to identify the most promising funds at the time.

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WealthNet Advisors, Inc. continuously monitors our Clients' portfolios and automatically rebalances them back to the Clients' target when one set of mutual funds is exchanged for another. We do not consider tax implications when making investment selections, as we believe that improving rates of return yields are more significant result for clients, rather than tax minimization.

WealthNet Advisors, Inc. tailors its financial advisor service to the individual needs of each of its Clients, and subject to certain product features and account limitations that prospective investors should consider, as described further below in Item 7. Accounts for Clients ("Client Accounts" or "Accounts") are opened and maintained according to a Client Account Agreement ("Account Agreement") which describes the discretionary authority that a Client grants to WealthNet Advisors, Inc..

The firm cannot generally accommodate restrictions against investments in certain securities in its discretionary investment accounts. In certain, limited cases, assets classes, funds or specific stocks may be excluded if specifically requested by the client, in writing.

RISK CONSIDERATIONS

WealthNet Advisors, Inc. cannot guarantee any level of performance or that any Client will avoid a loss of Account assets. **Any investment in securities involves the possibility of financial loss that Clients should be prepared to bear.**

When evaluating risk, financial loss may be viewed differently by each Client and may depend on many different risk items, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. The following risks may not be

all-inclusive, but should be considered carefully by a prospective Client before retaining WealthNet Advisors, Inc.'s services. These risks should be considered as possibilities, with additional regard to their actual probability of occurring and the effect on a Client if there is in fact an occurrence.

Market Risk – The price of any security or the value of an entire asset class can decline for a variety of reasons outside of WealthNet Advisors, Inc.'s control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. If a Client has a high allocation in a particular asset class it may negatively affect overall performance to the extent that the asset class underperforms relative to other market assets. Conversely, a low allocation to a particular asset class that outperforms other asset classes in a particular period will cause that Client Account to underperform relative to the overall market.

Advisory Risk – There is no guarantee that WealthNet Advisors, Inc.'s judgment or investment decisions about particular securities or asset classes will necessarily produce the intended results.

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WealthNet Advisors, Inc.'s judgment may prove to be incorrect, and a Client might not achieve her investment objectives. WealthNet Advisors, Inc. may also make future changes to the investing algorithms and advisory services that it provides. In addition, it is possible that Clients or WealthNet Advisors, Inc. itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to WealthNet Advisors, Inc.'s software.. WealthNet Advisors, Inc. and its representatives are not responsible to any Client for losses unless caused by WealthNet Advisors, Inc. breaching its fiduciary duty.

Volatility and Correlation Risk – Clients should be aware that WealthNet Advisors, Inc.'s asset selection process is based in part on a careful evaluation of past price performance and volatility in order to evaluate future probabilities. However, it is possible that different or unrelated asset classes may exhibit similar price changes in similar directions which may adversely affect a Client, and may become more acute in times of market upheaval or high volatility. **Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.**

Liquidity and Valuation Risk –High volatility and/or the lack of deep and active liquid markets for a security may prevent a Client from selling her securities at all, or at an advantageous time or price because WealthNet Advisors, Inc. because mutual funds may limit or suspend redemption privileges at their discretion.. Some securities (including open end mutual funds) that hold or trade financial instruments may be adversely affected by liquidity issues as they manage their portfolios. While WealthNet Advisors, Inc. values the securities held in Client Accounts based on reasonably available security data, WealthNet Advisors, Inc. may from time to time receive or use inaccurate data, which could adversely affect security valuations, transaction size for purchases or sales, and/or the resulting advisory fees paid by a Client to WealthNet Advisors, Inc..

Credit Risk – WealthNet Advisors, Inc. cannot control and Clients are exposed to the risk that financial intermediaries or security issuers may experience adverse economic consequences that may include impaired credit ratings, default, bankruptcy or insolvency, any of which may affect portfolio values or management. This risk applies to assets on

deposit with any Custodian utilized by Client, notwithstanding asset segregation and insurance requirements that are beneficial to clients generally. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of Client securities. Finally, any issuer of securities may experience a credit event that could impair or erase the value of the issuer's securities held by a Client. Furthermore it must be understood that should a client elect to invest in an guaranteed insurance company product that guarantee is only reflective of the strength of the issuing carrier, and does not represent any FDIC or similar federal or state guarantee.

Legislative and Tax Risk - Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations.

Foreign Investing and Emerging Markets Risk - Foreign investing involves risks not typically associated with U.S. investments, and the risks may be exacerbated further in

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emerging market countries. These risks may include, among others, adverse fluctuations in foreign currency values, as well as adverse political, social and economic developments affecting one or more foreign countries. In addition, foreign investing may involve less publicly available information and more volatile or less liquid securities markets, particularly in markets that trade a small number of securities, have unstable governments, or involve limited industry. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.

Concentration and Non-diversification Risk - All of the client's funds may be concentrated in investments focused on the same single sector, country or region, leading to highly concentrated exposures, resulting in potentially significantly greater opportunity for gain, and risk of loss, than a broadly diversified portfolio. As a result the strategy's performance may be more sensitive to any single economic, business, political or regulatory occurrence than the value of a diversified investment.

Inflation, Currency, and Interest Rate Risks - Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by WealthNet Advisors, Inc. may be affected by the risk that currency devaluations affect Client purchasing power.

Item 9 Disciplinary Information

Like all registered investment advisors, WealthNet Advisors, Inc. is obligated to disclose any disciplinary event that might be material to any Client when evaluating our services.

We do not have any legal, financial, regulatory, or other "disciplinary" item to report to any Client. This statement applies to our firm and to every employee of our firm.

Item 10 Other Financial Industry Activities and Affiliations

A. BROKER-DEALER AFFILIATIONS

The Firm is not associated with a broker-dealer.

B. FUTURES/COMMODITIES FIRM AFFILIATION

The Firm is not affiliated with a futures or commodities broker.

C. Other Industry Affiliations

Mr. Hartman is a certified public accountant and does income tax preparation. Mr. Hartmann may recommend these services to the Firm's clients. With the ability to work as a client's certified public accountant and investment adviser representative, this could be viewed as a conflict of interest because each service pays a separate fee or commission. However, Mr. Hartmann attempts to mitigate any conflicts of interest by placing the client's best interest ahead of his own.. Mr. Hartmann obtains the client's permission to discuss financial products prior to such presentations, if the relationship was initiated as a tax engagement, as required by IRS regulations.

Mr. Hartmann is a licensed insurance agent and frequently recommends the use of insurance company issued products whose principal is guaranteed by the general credit of the issuing company, in an attempt to reduce overall portfolio volatility, and to reduce client anxiety in falling equity markets. The commissions received by Mr. Hartmann are approximately the same as those that would be earned under the firm's regular compensation schedule, over the time frame of any applicable surrender periods, mitigating the conflict of interest. Depending on an the type of products sold in the capacity of an insurance agent the first year compensation maybe as much as five times the amount that would be through fees in an one of the firms asset management programs in a year.

Mr. Hartmann provides weekly analysis for the financial newsletter TSPSafetyNet, and receives a portion of the subscription fees as compensation. In situations involving clients retaining the firm for planning or investment advisory services they will be informed of Mr. Hartmann's involvement with TSPSafetyNet

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

The Firm's Code of Ethics establishes ideals for ethical conduct upon fundamental principles of openness, integrity, honesty, and trust. The Firm will provide a copy of our Code of Ethics to any Client or prospective Client upon request.

The Firm's Code of Ethics covers all supervised persons and it describes its high standard of business conduct, and fiduciary duty to its Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at the Firm must acknowledge the terms of the Code of Ethics annually, or as amended.

On occasion, the Firm's owners and investment adviser representatives may buy or sell for their own accounts securities that are the same as, similar to, or different from those that they

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recommend to their clients for purchase or sale. Differences can arise due to variations in personal goals, investment horizons, risk tolerance, and the timing of purchases and sales. The Firm attempts to mitigate the conflict of interest to the best of its ability through the enactment of the Firm's code of ethics, trading policies, and its fiduciary responsibilities. Nonetheless, the

Firm generally attempts to place client transactions ahead of the owner and investment adviser representative's trades. The associates of the Firm are aware of their fiduciary duty to their Front clients and the prohibitions against the use of any insider information. Records of all associates'

proprietary trading activities will be kept by the Firm, available to regulators to review on the premises.

Item 12 Brokerage Practices

WealthNet Advisors, Inc. is a fee-based investment advisory firm. As a matter of general business preference WealthNet Advisors, Inc. frequently recommends TradePMR as the asset custodian, however WealthNet Advisors, Inc. does not receive any compensation from any custodian.

Item 13 Review of Accounts

PERIODIC REVIEWS

Mr. Hartmann, the Firm's owner, meets with Clients on an annual basis. He also reviews the general holdings of the client accounts on a weekly basis.

OTHER REVIEWS

Additional reviews are conducted periodically depending on market conditions, economic or political events, or by changes in a Client's financial situation (such as retirement, termination of employment, physical move or inheritance).

Item 14 Client Referrals and Other Compensation

OTHER COMPENSATION

The Firm does not receive extra compensation or any other economic benefit for providing investment advice or other advisory services to Clients.

The Firm does not pay for Client referrals or use solicitors.

Item 15 Custody

All client funds, securities and accounts are held at third-party custodians. The Firm does not take possession of a client's securities. However, the client will be asked to authorize

the Firm in writing with the ability to deduct fees directly from the client's account. This authorization will be to deduct the Firm's management fee only. Prior to deducting the fee, the Firm will send a billing statement (invoice) to the client that indicates the fee to be withdrawn and how it was calculated from the account. The client's custodian shall also send a quarterly statement indicating the amount of fees withdrawn from the client's Account. The Firm urges clients to carefully review such statements.

A client may terminate the authority for the deduction of Firm's fees from the Account by notifying Firm at the address or telephone number shown on each billing invoice or by notifying client's custodian.

Item 16 Investment Discretion

As previously noted in the description services, all clients who desire to use the Firm's Portfolio Management Services sign a client investment management agreement that includes a limited power of attorney allowing the Firm limited discretionary power over the account. In discretionary accounts, the firm places trades, buys or sells securities of any type and in amounts it deems to be appropriate for the account, without first obtaining the client's consent to each trade.

Item 17 Voting Client Securities

WealthNet Advisors, Inc. does not have, or exercise, voting authority with respect to securities owned by Clients. If applicable, Clients will receive their proxy information directly from their Broker, and may contact WealthNet Advisors, Inc. with questions at support@WealthNetadvisors.com.

Item 18 Financial Information

This Item is not applicable because WealthNet Advisors, Inc. does not require or solicit the prepayment of any advisory fees, and does not have any adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to our Clients.

Item 19 Advisor Qualification

Michael K. Hartmann, CPA, is the 100% shareholder of the Advisor. You may find additional information about his business experience and education on Form ADV Part 2-B, which is attached to this document. Mr. Hartmann's other business activities have been described in Item 10 of this document.

The firm does not have any performance based compensation agreements.

Neither the firm, nor any management person, has been involved in any arbitration, self regulatory organization or administrative proceedings.

Neither the firm nor any management person has any relationship with the issuer of securities not listed in Item 10 C of this document.