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Form ADV Part 2A Brochure

October 22, 2024

This Brochure provides information about the qualifications and business practices of Q3 Asset Management. If you have any questions about the contents of this Brochure, please contact us at 248.566.1122 or info@q3tactical.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or any state securities authority.

Any reference to or use of the terms "registered investment adviser" or "registered," does not imply that Q3 Asset Management or any person associated with Q3 Asset Management has achieved a certain level of skill or training in order to become SEC registered.

Additional information about Q3 Asset Management and its registered personnel is available on the SEC's Adviser Public Search website at www.adviserinfo.sec.gov. Q3 Asset Management's CRD number is 137839.

Material Changes

The Securities and Exchange Commission (“SEC”) requires Registered Investment Advisers to update their Forms ADV 1 and ADV 2A Brochures promptly throughout the year with material changes and no less than once per year, within 90 days of the Registered Investment Adviser’s fiscal year end.

Q3 Asset Management updated this ADV 2A Brochure on October 22, 2024. The following is a list of material changes and amendments made since our last fiscal year end update.

- As of the close of business on 12/31/2023, Q3 managed \$713,022,958 in 3,698 accounts. This includes \$375,436,792 managed on a discretionary basis and \$337,586,166 managed on a non-discretionary basis. Item 4 of this Brochure was updated to reflect Q3's fiscal year end managed asset data.
- In April of 2023, the Q3 All-Season Sector Rotation Fund (QAISX) changed its ticker symbol and name to reflect a new trading methodology. It is henceforth known as the Q3 All-Season Systematic Opportunities Fund (QASOX). Details can be found under Item 8 of the Brochure.
- In early 2024, Q3 began offering four new strategies: BRI – Active Stock, BRI – Active Equity, and BRI Active Bond and Active Income & Growth. Additional information is available under Item 8 of the Brochure.
- In March of 2024, Q3 added language to the Brochure summarizing potential conflicts of interest in relation to (1) strategies that utilize a signal provider, and (2) specific conflicts related to Q3’s new Active Income & Growth strategy. Additional information is available under Item 4 of the Brochure.
- In October of 2024, Q3 became the investment manager for the Q3 Collective Investment Trust (“CITs”), in order to manage assets that fall under the regulations of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Details can be found under the “Retirement Plan Services” section of the Brochure.

Please contact our office anytime during normal business hours should you have any questions.

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Item 4 Advisory Business

Q3 Asset Management Corporation, ("Q3 Asset Management," "Q3" or "Adviser") was founded in 2006 and is a Registered Investment Adviser headquartered in Birmingham, Michigan. The Adviser is owned in equal parts by Bradford Giaimo, President and Chief Compliance Officer and Adam Quiring, Vice President. Q3 is registered with and is regulated by the United States Securities and Exchange Commission ("SEC").

Q3 offers professional fee-based financial and investment advisory services. The term "fee-based" in this case means that Q3 is compensated in the form of advisory fees. Q3 does not accept commissions in connection with securities or insurance recommendations. Q3 is also the Investment Adviser to three affiliated funds. In addition to fees generated through personalized investment advisory services, Q3 may receive a management fee for its role as a contracted manager to the funds. Investment Adviser Representatives are those persons who are registered with Q3 and are authorized to provide investment advisory services on behalf of Q3.

Q3 specializes in quantitative investment strategies. Our research emphasizes technical screens and is based heavily on probabilities and statistics. Most of our analysis is designed to be applied to mutual and exchange traded funds, however, individual stocks and bonds may also be utilized. Many of Q3's investment strategies maintain the ability to shift to a defensive posture during certain market environments. Some of our investment portfolios and/or strategies may utilize inverse or leveraged investment products. Performance results are best analyzed over a complete market cycle based on the fact that our investment strategies may not correlate with the broader market.

Q3 offers advisory services on four levels:

- I. Investment Management Services to and within Q3's investment programs established through referral relationships with other financial professionals.
- II. Services provided to other financial professionals
- III. Asset management, consultation and financial planning services provided to Q3's private clients.
- IV. Fund Manager whereby Q3 is the contracted manager to provide investment advisory services to affiliated funds.

I. Investment Management Services Through Referral Relationships with other Financial Professionals. Q3 Asset Management offers ongoing investment management services to clients that are referred to Q3 through other financial professionals. These management services encompass various strategies with differing objectives to enable investor participants to receive personalized investment advice in an effort to help them achieve their stated investment goals. Additional details are available under the *Client Referrals and Other Compensation* section of this Brochure.

II. Services Provided to Other Financial Professionals: Q3 Asset Management is available to provide sub-advisory services to other financial professionals. Additional details of this service

can be found in Item 14 of this Brochure. Additionally, unaffiliated financial professionals may utilize Q3's strategies through a number of Turnkey Asset Management Providers (TAMPs). Details of this arrangement can also be found in Item 14 of this Brochure. Q3 also offers its services to one or more annuity companies whereby the Adviser provides investment management services to various investment models that insureds can elect to utilize. Details of the service is provided in the annuity company disclosure materials.

Q3 may provide trading signals (buy and sell recommendations) to other unaffiliated financial professionals. This service is provided via subscription or consulting services available *only* to professionals for analysis. The proprietary data is not to be released to the general public via the subscribers. Since this is a professional service not available to the investing public, detailed information about the service is not provided herein.

III. Asset Management, Consultation and Financial Planning Services provided to Q3's Private

Clients: Q3 Asset Management's client services are primarily provided to individuals; pension and profit-sharing plans; trusts, estates and charitable organizations; corporations or other business entities; and occasionally to associations or groups. See detailed description in Item 5.

Asset Management: Q3 offers professional management of various securities in an effort to meet specified investment goals for the benefit of the investors. Asset Management provides for ongoing management of a client's portfolio and services are continuous until terminated by either party. Portfolios are reviewed no less than quarterly and the Adviser remains available to consult with the client during the Adviser's normal business hours.

Consultation: Q3 offers the opportunity to meet with, discuss and offer advice based upon a client's particular investment needs and interests. Consultation Services are provided on a stand-alone basis. These services are not ongoing and thus terminate upon the delivery of services unless otherwise agreed as set forth in the written client agreement.

Financial Planning: Clients are welcome to request Financial Planning Services on a stand-alone basis. Q3 works closely with its clients in an effort to determine how to best achieve their strategic goals and investment objectives based upon information provided by the client. These services are not ongoing and thus terminate upon the delivery of services unless otherwise agreed as set forth in the written client agreement.

Q3's Consultation Services or Financial Planning Services are available on an hourly basis. Advice may be provided on general or specific issues relating to such topics as financial management, risk management, asset allocation, investment research, financial issues relating to divorce or marital issues, estate planning, tax issues, retirement planning, educational funding, goal setting, or other needs as identified by the client. Q3 may offer services that include basic financial planning concepts, but since the Adviser focuses on Investment Management Services, Q3 does not hold itself out as a comprehensive financial planning firm. Some of Q3's investment strategies fall under the classification of Market Timing. These strategies are actively managed and could be positioned out of the market, in the market, short the market, in bonds, or any combination thereof. Thus, the Adviser's strategies may not be appropriate for all investors.

When the Adviser's services focus on certain areas of client interests and needs or is otherwise limited, clients must understand that their overall financial and investment needs and objectives may not be considered as a result of time and/or service restraints placed on Q3's services. Clients requiring assistance on issues relating to matters outside of investment advisory topics should consult their personal tax and/or estate adviser, legal counsel, or other professionals for expert opinions. When providing services in connection with investments within a retirement plan, the advice and recommendations are limited to Plan offerings and contracted service providers (e.g., custodial firms).

Consultation and/or Financial Planning Services may include recommendations for updates and reviews. Additional or follow-up services are available as initiated by clients via a new or amended client agreement.

Q3 provides clients with the opportunity to place reasonable restrictions on the management of their account. A client may request to place or keep certain assets within their Q3 account(s) that are selected by the client and are not the subject of investment advice by Q3. These are "self-directed" assets. The Adviser will generally not consult or provide due diligence services in connection with these investments. Q3 shall have no responsibility to review or manage any "self-directed" assets in client's account(s) and Adviser will have no liability to client for any loss relating to the "self-directed" assets.

Sub-Advisory Relationships: Under certain circumstances, Q3 may delegate administrative and/or investment oversight responsibilities to a "sub-advisor," pursuant to a sub-advisory agreement entered on behalf of Q3 and Axxcess Wealth Management ("AWM"). As the primary advisor to client accounts, Q3 will continue to be responsible for several activities including data-gathering, determining suitability, strategy selection, and monitoring the client's portfolio. In addition, Q3 will remain available to the client for ongoing assistance in conjunction with investment management services. AWM, pursuant to their agreement with the client, will be responsible certain administrative tasks including best execution, correction of trade errors, and the deduction of advisory fees.

In situations where AWM's services are utilized, clients who execute Q3's Investment Management Agreement will also be required to sign an agreement with the AWM, appointing AWM as a sub-advisor to their account.

In signing this agreement, the client will grant AWM discretionary authority to direct investment allocation decisions on their behalf and provide continuous and regular investment management services in accordance with the terms of the agreement. In this regard, AWM will act as a fiduciary to the client's account as they implement the designated investment strategies offered by Q3. AWM will implement discretionary authority to invest and reinvest securities, cash or other investments as set forth in the agreement and process the deduction of advisory fees.

AWM receives a portion of Q3's investment management fees for their part in providing back-office services to client accounts. In addition, AWM may offer Q3's investment strategies to

investors through other financial professionals. As such, a conflict of interest exists. This conflict is based on the fact that AWM may compensate Q3 as a money manager, and at the same time, Q3 may recommend the AWM platform to clients. As discussed at Item 5 of this Brochure, AWM will share a portion of the advisory fees with Q3, in the event Q3 directs investments into AWM's investment platform.

Q3 is a fiduciary to each of its clients. Q3 will only recommend AWM's investment management platform if the client is interested and the recommendation is suitable, based on what we know about the client.

IV. Fund Manager whereby Q3 is the contracted manager to provide investment advisory services to affiliated funds: Q3 provides investment advisory services to the Q3 All-Season Systematic Opportunities Fund, the Q3 All-Season Tactical Fund and the Q3 All-Season Active Rotation Fund (the "Funds"). These affiliated open-end funds are established as series offered by Ultimus Managers Trust (the "Trust") and are registered with the SEC under the Investment Company Act of 1940. The Funds' prospectuses can be obtained online at www.q3allseasonfunds.com. You should refer to each prospectus for a complete description of the fees, risks, investments objectives and other relevant information associated with investing in the Funds.

Pursuant to the management agreement between Q3 and the affiliated funds, subject to the supervision of the Funds' Board of Trustees, Q3 provides a continuous investment program for the Funds and determines the composition of the assets of the Funds. Q3 performs investment research and analysis, and will conduct a continuous program of evaluation, investment, and reinvestment of the Funds' assets by determining the funds, cash and other investments, if any, that shall be purchased, entered into, retained, sold, closed, or exchanged for the Funds, when these transactions should be executed, and what portion of the assets of the Funds should be held in the various securities and other investments in which it may invest pursuant to Q3's discretionary authority.

Q3 is entitled to an annual management fee equal to 0.65% (All-Season Active Rotation) to 1.00% (All-Season Tactical & All-Season Systematic Opportunities) of each Fund's average daily net assets, paid on a monthly basis. We may recommend investments in the Funds for our advisory and sub-advisory client accounts, including accounts for employees of Q3 Asset Management. If you have engaged Q3 for discretionary management services, we may invest up to 100% of your assets in the Funds at our discretion. There is a conflict of interest when Q3 utilizes their affiliated funds for client accounts. Please see the section titled Material Conflict of Interest for more detail.

Material Conflict of Interest

Q3 is authorized to purchase affiliated funds as part of your investment portfolio. As such, Q3 may receive both a management fee (from the affiliated funds) and an advisory fee. Because we receive compensation from the Funds in addition to our advisory fee for our role in providing personalized investment advice, there is a material conflict of interest, as we have a financial incentive to invest your assets in the Funds. As a fiduciary to our clients, in order to

address this conflict of interest, we will only make such investments and/or recommendations where we believe it is consistent with our fiduciary duty and your investment objectives. Further, when possible, Q3 will reduce your advisory fee to the extent that fees from our affiliated funds are collected. This will be done through either a fee credit, or, by waiving a portion of the advisory fee to the extent fees are generated from our affiliated funds.

Q3's affiliated funds may be available on certain custodial platforms in multiple share classes, including an Investor, Institutional, and C share class. The Investor and C share classes include a 12b-1 fee. This fee may indirectly benefit Q3, in that such fees may be used to cover expenses associated with some custodial platforms or pay representatives that purchase the fund. As such, this presents a conflict of interest. While the Institutional share class may have a larger minimum investment requirement, in certain cases it may be available with a lower overall expense ratio. With that said, certain custodial platforms may charge a commission for the purchase and sale of the Institutional share class, and no commission with the Investor share class.

Q3 utilizes the services of sales professionals to introduce investment strategies to unaffiliated financial advisers. These sales professionals may act as independent contractors or employees of Q3. In this role, they will not provide investment advice to individual investors.

Some of these individuals may be employees, independent contractors or partners in unaffiliated financial services firms. As a result, a conflict of interest may exist as these sales professionals may be incentivized to promote certain investment products to investors or the financial advisers Q3 solicits. Such products may include mutual funds, exchange traded funds and separately managed accounts, among others.

Q3 manages the Active Income & Growth Strategy ("AIG"). The strategy utilizes the STF Tactical Growth & Income ETF ("TUGN"), an exchange traded fund that is managed by STF Management LP ("STF"), an unaffiliated registered investment adviser. STF also serves as a solicitor / promoter for Q3 and as a compensated signal provider for Q3. In addition to TUGN, the Strategy also utilizes two Q3 mutual funds, the Q3 All-Season Tactical Fund and Q3 All-Season Systematic Opportunities Fund. To mitigate this conflict, Q3's investment advisory fee shall be reduced by the fund management fees payable to Q3 to the extent Q3 mutual funds are used. STF shall retain the fund management fees payable to it by TUGN and no credit shall be provided. Q3's utilization of TUGN within the Strategy raises a conflict of interest (i.e. as a result of the promoter relationship between Q3 and STF, Q3 has an economic incentive to continue to utilize TUGN within the Strategy).

For certain ERISA accounts where our affiliated funds may be utilized, if required, the client will approve investment of assets into our affiliated funds through the Q3 Investment Management Agreement or a separate document. To the extent that such investments otherwise would constitute a prohibited transaction under ERISA, Q3 (1) agrees that they will take all actions necessary to assure that the conditions of the U.S. Department of Labor Prohibited Transaction Exemption ("PTE") 77-4 are satisfied; (2) approves the investment advisory and other fees paid by each of such investment companies in relation to the fees paid by the client under such agreement; and (3) acknowledges distribution of the current

prospectus will be made along with any other disclosures required under PTE 77- 4.

The recommendation to invest in an affiliated fund represents a conflict of interest. As a fiduciary, Q3 will make a good faith effort to determine if an investment in the Funds is in your best interest.

It may be possible for you to purchase Q3's affiliated Funds directly, without our advisory services. By doing so, you would be declining our advisory services. By using our advisory services and agreeing to the fee associated with these services, you are consenting to the aforementioned conflict of interest.

In situations where Q3 utilizes a signal provider or sub-advisor for a strategy, a potential conflict of interest exists. While clients don't pay any additional fee in such a case, Q3 may pay the signal provider or sub-advisor a fee for their services. As such, Q3 is less profitable when offering strategies that utilize signal providers or sub-advisors and as a result may be incentivized to promote strategies that don't use signal providers or sub-advisors.

To the extent Q3's strategies are used in a sub-advisory capacity, via a TAMP provider, or any situation where a client does not paper through Q3, Q3 does not provide a fee credit. With that said, as an alternative, Q3 may reduce or waive the overall sub-advisory fee charged to the client.

To help mitigate these conflicts of interest, Q3 adheres to the following:

- No client is under any obligation to invest assets into a specific strategy. Clients can advise Q3, in writing, not to allocate assets to a particular strategy, or can advise Q3 to limit the amount of assets allocated to a strategy. The client can notify Q3's Chief Compliance Officer, Brad Giaimo at bgiaimo@q3tactical.com.
- As a fiduciary, internal policies and procedures have been developed that, among other things, require us to make investment recommendations in each client's best interest.
- Sales professionals hired or contracted by Q3 are required to complete an Outside Business Activities (OBA) form should they engage in "outside" employment or business activities with any other entity.
- Should Q3 make use of an investment product where a conflict may exist, as deemed necessary, either a management fee credit will be provided to the client, or the client must sign an acknowledgement form attesting to the potential conflict.

Use of Q3 All-Season Funds Through Self-Directed Brokerage Windows

For investors who have assets managed through their employer retirement plan, Q3 offers investment management services through a self-directed brokerage window. In such cases, rather than being limited to a retirement plan's core set of investment choices, a plan provider may offer a self-directed brokerage account (SDBA), providing the investor the ability to select from a wide range of investments, including the possibility to invest in our affiliated funds.

Because of the compensation incentive described in this Brochure, a conflict of interest exists when we recommend our affiliated funds within a self-directed brokerage window. A portion of the compensation that we receive for this service comes from recommendations to invest in our proprietary Funds. Q3 has a financial incentive to invest your assets in the Funds or to recommend that you invest in the Funds rather than other investments.

Managed Accounts for Retirement Plans

Q3 Asset Management makes certain models available to financial professionals and plan sponsors for use in retirement plans, pursuant to the terms and conditions of a model management agreement between Q3 and each respective retirement platform or plan. Unaffiliated financial professionals and plan sponsors may choose to incorporate Q3's services through a Sub-Advisory relationship with a number of retirement plan custodians, including but not limited to Mid Atlantic Trust Company and Matrix Trust Company. These platforms allow investment professionals and plan sponsors to incorporate investment models through web-based interfaces that allow for the creation, execution and ongoing management of the models. Those models and corresponding model changes are then delivered to the Plans and Plan participants' accounts. Q3 Asset Management's managed account services with retirement plans, including 401(k) plans, Multiple Employer Plans (MEPs), Pooled Employer Plans (PEPs) and Simple IRAs, allow for plan sponsors to include Q3 Asset Management's models as designated investment alternatives within their respective Plan(s). Plan Sponsors who rely on advice from a consulting adviser and decide to include Q3 Asset Management allocations within their plan, sign the model management agreement contract to provide Q3 Asset Management models and related services to the plan. Details of such arrangements are outlined in each respective agreement.

When offering investment models to plan sponsors, under certain circumstances, Q3 will act as a "fiduciary" as defined under Section 3(21) of ERISA and Section 4975(e)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). When applicable, Q3 accepts its appointment as an "investment manager" within the meaning of Section 3(38) of ERISA (but only with respect to those plan assets constituting the portfolio models). Q3 will not have any authority or responsibility in the administration of the Plan (including the selection of portfolio models for the Plan) or interpretation of any Plan document. Q3 agrees it will act in a manner consistent with the requirements of a fiduciary under ERISA and the Code. Q3 further agrees any and all investment advisory and investment management powers, duties and responsibilities relating to the portfolio models shall be exercised exclusively by Q3 in accordance with the Plan.

Retirement Plan Services

Q3 Asset Management (Q3) is the investment manager for the Q3 Collective Investment Trusts ("CITs"), managing assets that fall under the regulations of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Appointed by Alta Trust Company (Alta), the Trustee of the CITs, Q3 functions as the Investment Manager in accordance with ERISA

guidelines. Alta is regulated by the Division of Banking in the state of South Dakota, and the South Dakota Division of Banking follows the Office of the Comptroller of the Currency (OCC) rules with respect to CIT compliance. These CITs are maintained by a bank and do not require registration with the Securities and Exchange Commission (SEC) under the Securities Act of 1933 or the securities laws of any state or other jurisdiction. The CITs are not securities or mutual funds registered under the Investment Company Act of 1940, as amended, ("1940 Act") or other applicable law, and unit holders are not entitled to the protections of the 1940 Act. The regulations applicable to the CITs are different from those applicable to a mutual fund. The structure of each CIT allows for the combination of assets from different retirement plan accounts into a single fund with a specific investment strategy or objective, thereby leveraging the benefits of economies of scale. The Q3 CITs may invest in a wide range of active or passive vehicles, including exchange traded funds (ETFs). Five target date asset allocation strategies are available: Destination 2030, Destination 2040, Destination 2050, Destination 2060 and Destination 2070.

Risks Related to Investing in Collective Investment Trusts (CITs):

Q3's Collective Investment Trusts (CITs) are pooled investment vehicles sponsored by Alta Trust Company (Alta). Alta is regulated by the Division of Banking in the state of South Dakota, and the South Dakota Division of Banking follows the Office of the Comptroller of the Currency (OCC) rules with respect to CIT compliance. These pooled funds are combined to create a diversified investment portfolio. Typically, CITs are accessible only through employer-sponsored retirement plans, pension plans, and insurance companies. While they share similarities with mutual funds, they are not mutual funds or securities, and as such, are not registered with the Securities & Exchange Commission or any state. CITs may have lower operational costs when compared to mutual funds due to exemptions from certain SEC reporting requirements such as providing prospectuses or installing independent boards of directors. However, this can result in reduced transparency, challenges in tracking performance, and a more limited range of investment options when compared to mutual funds. CITs are subject to applicable state banking, DOL (Department of Labor) regulations, and reporting requirements. Additionally, CITs do not allow rollovers into IRAs or other types of accounts, and unit holders are not granted the same level of protection as those investing in mutual funds.

Retirement Plan Rollover Considerations

Q3 is a fiduciary to each of its clients. Fiduciary duties apply to investment advice we provide in connection with your retirement plan account or individual retirement account within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable. The manner in which we're compensated (asset-based fees) creates some conflicts with your interests, therefore, we operate under a special rule that requires us to act in your best interest. At the time of a rollover recommendation, your Solicitor or Primary Adviser will provide you with written disclosure discussing the reasons a rollover may or may not be in your best interest. To ensure that this is done, Q3 also includes such disclosure language here, in our Form ADV Part 2A, so that you can review it as needed.

The basic choices you have regarding 401(k) balances from a previous employment:

- 1) Leave assets in the existing 401(k) plan
- 2) Roll them to a new employer plan if the new plan allows
- 3) Cash out (taxes and penalties may apply)
- 4) Transfer the assets to an Individual Retirement Account (IRA)

In weighing out these choices, you should consider various factors, including but not limited to costs, investment choices, services, creditor protections, and convenience. We have addressed these considerations below in addition to information about the services available through Q3.

Cost: You should weigh the costs implicit in the current 401(k) program compared to the *overall* cost of rolling over the assets into an IRA account managed by Q3, including our annual advisory fee. It is the all-in costs (in either scenario) that are a potential drain from the gross returns you might enjoy, and so, your interest would be to keep the costs low. (Other factors may offset some cost differences - and are important to assess). We will explain the costs associated with an account we manage for you. We may also be able to help in assessing costs in your 401(k); but we may not be able to identify all the costs of the 401(k), as some are difficult to discern.

Protection from creditors: It is important to understand a legal distinction between a 401(k) and an IRA account, how that affects protection from creditors for the underlying assets, and how that might affect your “rollover” decision. While an IRA is considered a personal asset, your 401(k) is considered a company asset of the sponsoring employer (though you may be fully “vested” in the account). 401(k) assets have some of the best protections from creditors under the federal ERISA law (Employee Retirement Income Security Act). ERISA does not protect personal (IRA) assets. While there are certain state and other federal laws that do provide creditor protection for IRA assets, they are not deemed to be as ironclad as the ERISA protections. We are not lawyers and cannot elaborate on the specifics of these protections and their differences, we simply want clients to be aware that a lawsuit, or a lien, could have consequences for IRA assets. In general, you may not wish to proceed with an IRA rollover unless you’ve visited with your legal counsel and perceive that the odds of a lawsuit, or a delinquent loan, are low, and you are comfortable with possible ambiguities in creditor protection that may exist in your state or under federal law.

Investment choices and Q3’s services: Most 401(k) plans have a specific number of mutual-fund-like investment choices. They may include a fixed (principal protected) interest-bearing account, or what is also known as a “stable value” offering. In some cases, the choices include actual mutual funds (stock, bond, or blended funds), the same as, or similar to, ones we can offer. The number of choices range from about half-a-dozen to twenty or more. In some plans, you may have access to a brokerage account which allows the purchase of almost any security, be it a stock, bond, exchange-traded fund, mutual fund, etc.

Q3 is an independent fee-based Registered Investment Adviser and a fiduciary: As discussed in Q3’s Form ADV 2A Brochure and Form CRS, Q3 does not accept commissions in connection with securities or insurance recommendations. Q3 is also engaged in other business activities, and we invite you to read our Brochure and Form CRS to learn more about us.

When utilizing Q3's services, managed IRA accounts *are* brokerage accounts, which allow us to purchase almost any stock, bond, exchange-traded fund, mutual fund, and a range of other securities. The range of investments is generally competitive to the most flexible of the 401(k) plans, relative to the investment offerings that can be employed to produce investment return. This variety allows us to tailor an account to your specific situation and stated investment objectives, and sometimes allows us to provide incremental return through careful study and selection. *Investing involves risk*. The actual realization of return is subject to investment choices, behavior of the markets, and any decisions applied to the account over time. There are no assurances about the returns you could achieve in managed accounts; they could be higher, or lower, than what you might otherwise achieve.

Does Q3 sell/offer proprietary products? Yes. Q3 is an independent registered investment adviser. Q3 does not accept commissions in connection with our advisory services or recommendations. However, Q3 is the contracted investment adviser of affiliated funds as discussed in Q3's Form ADV 2A Brochure.

Impartial Conduct Standards: Q3 is required to exercise reasonable diligence, care, skill, and prudence in making a recommendation, meaning that our firm and its investment adviser representatives are required to:

- Have a reasonable basis to believe that a recommendation being made is in the best interest of the client, based on that client's investment profile and the potential risks and rewards associated with the recommendation
- Receive only reasonable compensation (as compared to the marketplace) and seek best execution of transactions
- Ensure statements made to retirement investors about recommended transaction(s) are not materially misleading

Convenience: You may access Q3's services through a number of custodial firms including Axos Advisor Services. We participate in Axos' institutional programs for independent registered investment advisers. The convenience of having all your investment accounts with one custodian can be very helpful and reducing the number of accounts in different locations might simplify the tracking of your finances. However, you should be aware that consolidating may also reduce the number of sources you might draw on for investment services or insight. The administrative convenience of consolidating your accounts should be weighed against the other factors mentioned above, including costs, investment choices, creditor protections, and investment advice.

The process involved in your decision: We may not be involved in providing a rollover recommendation. We try to educate about the factors to consider in making such a decision. However, if we manage your assets, we are held to a fiduciary standard to do what is best for you (which includes disclosing possible conflicts of interest). Rolling over a 401(k) balance to an IRA account managed by our firm involves a conflict of interest between what is best for you,

since Q3 generates revenue by managing your investments.

What activities are not deemed to be recommendations? ERISA rules identify four categories of educational materials that advisors can provide to plan participants and beneficiaries without providing fiduciary investment advice, including (1) plan information (information about plan terms and benefits, alternatives offered), (2) general financial and investment information (e.g., risk and return, diversification, asset classes, etc.), (3) asset allocation model (pie charts, graphs, showing hypothetical portfolios with different time horizons and risk profiles), and (4) interactive investment materials.

When is Q3 deemed to be giving a recommendation? An advisor provides ERISA fiduciary advice when it discusses specific investment products or consults with the client just prior to the rollover *and* the client and the advisor have a mutual understanding that the advisor will be providing investment advice on a regular basis after the rollover. In such cases we must provide written disclosures to retirement investors covering the reasons the rollover recommendation is in their best interest as well as written disclosure about the scope of our relationship and all material conflicts of interest.

Best interest disclosure: As a Registered Investment Adviser and fiduciary, Q3 must exercise reasonable diligence, care, skill, and prudence in making a recommendation. We document our records to make sure products being offered meet our client's investment goals, have a reasonable performance record and that fees charged are reasonable compared to the market. In addition, we must consider the risk associated with the product and evaluate the appropriateness of investments. Our firm should have a reasonable basis to believe that the recommendation being made is in your best interest, based on your stated investment profile and the potential risks and rewards associated with the recommendation. Advisers making a rollover recommendation must document the reasons why the rollover is in the retirement investor's best interest.

For a rollover from a 401K plan to an IRA, the factors include:

- The investor's alternatives to a rollover, including leaving the money in the investor's employer's plan, if permitted
- A comparison of the fees and expenses associated with both the plan and the IRA
- Determining whether the employer pays for some or all of the plan's administrative expenses
- A comparison of the levels of service and investments available under each option.

Similarly, for IRA-to-IRA rollover recommendations: For rollovers from another IRA or from a commission-based account to our fee-based management service, a prudent recommendation includes consideration and documentation of the services under the new arrangement. As relevant, the analysis should include consideration of factors such as the long-term impact of any increased costs; why the rollover is appropriate notwithstanding any additional costs; and the impact of economically significant investment features such as surrender schedules and index annuity cap and participation rates. Any analysis conducted that might encourage us to recommend a client to keep their account with their existing provider rather than roll it over to

Q3 will be noted on the client's Investment Management Agreement.

Additional Retirement Plan Services

Q3 offers additional Investment Management Services to sponsors of ERISA and non-ERISA retirement plans. ERISA Section 402(c)(3) provides that a named plan fiduciary may appoint a 3(38) investment manager to manage (including the power to acquire and dispose of) any assets of a plan. In the event a manager is appointed under 402(c)(3), the named fiduciary is not liable for the acts or omissions of the investment manager so long as it was prudent in selecting and retaining the investment manager.

When hired as a 3(38) Investment Manager, Q3 is responsible for the selection, monitoring, and replacement of investment options for corporate retirement plans. The Plan Sponsor and/or Trustee is removed from the selection, monitoring, and replacement process and the Plan Sponsor's sole responsibility is to monitor the 3(38) Investment Manager. This is a comprehensive transfer of Plan Sponsor liability for investment-related liability. As a 3(38) Investment Manager, Q3 develops a customized Investment Policy Statement ("IPS") that describes the investment methodologies used to select a menu of plan investment options and the process used for monitoring and replacing investments in the plan lineup. Additionally, each plan receives a quarterly fiduciary investment report that details fund metrics, rankings at a plan level and actionable items for the next quarter. As a Fiduciary under the Plan, the primary responsibilities of the 3(38) Investment Manager are:

1. Assist the Plan Sponsor to prepare and maintain the Investment Policy Statement
2. Prudently select core asset classes and investments to meet risk/return profile described in the Investment Policy Statement.
3. Monitor investment options using industry-standard evaluation methods, subject to additional investment constraints/options established by the Plan Sponsor. Notify Plan Sponsor if an investment vehicle is no longer suitable and take appropriate actions to replace the investment.

As the 3(38) Investment Manager, Q3 shall review the investment options made available by the Recordkeeper to the plan and only be responsible for the investment options it selects and shall not have any responsibilities or potential liabilities in connection with other investments (e.g., employer securities, unallocated accounts, mutual fund windows, self-directed brokerage accounts, guaranteed investment contracts, target date funds, etc.) offered by the Plan. Plan Sponsors may offer a window for self-directed brokerage accounts for Plan Participants (a "Brokerage Window"). As the 3(38) Investment Manager, Q3 will not manage assets held in such Brokerage Windows and we will not advise Plan Participants on whether they should or should not open or close a self-directed brokerage account, nor do we provide advice on purchasing, holding or selling any securities through the Brokerage Window.

The fee for this service starts at 10 basis points. Breakpoints may be provided for larger plans. If supported by the Recordkeeper, Q3 may provide managed portfolios.

Q3 Asset Management's assets under management, as of its last fiscal year end (December 31,

2021), totaled \$794,171,980 in 3,808 accounts. This includes \$478,277,402 managed on a discretionary basis and \$315,894,579 managed on a non-discretionary basis. 10% of the Adviser's managed assets belong to clients who meet the SEC's definition of high-net-worth individuals. The remaining managed assets are owned by other than high net worth individuals.

Item 5 Fees and Compensation

Q3's Advisory Services

Advisory fees for asset management services are agreed upon at the time of engagement. Fees are charged quarterly in arrears. For accounts at AXOS Advisor Services and AWM, fees are based upon the average daily balance of your account. For all other custodians, fees are based upon the market value of the portfolio, set forth by the client's custodian, as of the last market day of the relevant calendar month. The last market day is defined as the last day of a billable month that the stock market is open. The Adviser's quarterly fees are:

Standard Fee Schedule		Destination Fee Schedule	
Portfolio Size	Investment Management Fee	Portfolio Size	Investment Management Fee
Up to \$500,000	0.5625% Quarterly	Up to \$500,000	0.4125% Quarterly
\$500,000+	0.4625% Quarterly	\$500,000+	0.375% Quarterly

The Destination Fee Schedule will be utilized in situations where a Client employs a 100% allocation to Q3's Destination or Voyage strategy. Only one strategy per account is allowed in order to utilize this fee schedule. Accounts may switch between strategies and fee schedules at any time in conjunction with strategy changes made to the account. For accounts on custodial platforms *other than* AXOS Advisor Services and AWM, where services are initiated at any time other than the beginning of a calendar quarter, advisory fees will be pro-rated. Any additions of \$25,000 or more deposited to existing accounts will be pro-rated. Partial withdrawals of \$25,000 or more will also be pro-rated for fee purposes. Should a client have more than one account with Q3, balances will be aggregated when determining fees. Q3 reserves the right to modify fees outlined in the aforementioned fee schedule, depending upon the nature of the engagement, complexity of services, time to be incurred, for pre-existing relationships, or other special situations and at our discretion. Investment Management Fees do not include custodial fees, service fees and/or transaction fees that may be levied by various custodians, broker-dealers, mutual funds and insurance companies. Clients may pay more or less than other client's receiving similar services. Alternatively, performance-based fee arrangements are available, and they are discussed in Item 6 of this Brochure.

In the rare case where there is an absence of a portfolio value, Q3 and the client will utilize at least one independent third party to assess the value of the holdings. Q3 reserves the right to modify the asset management fee for existing clients with 30 days' notice. This may occur when your circumstances or service needs have changed significantly. In such cases, a new or amended Client Agreement will be provided to the client to sign. Clients are welcome to terminate services at any time by written notice to Q3.

Payment of investment management fees may be paid directly by you or payment of fees may

be made through a debit directly to your account by the qualified custodian holding your funds and securities. Direct-bill payments will be due as of the date posted on the invoice. If you have more than one account, where possible, you may choose to have all fees deducted from a particular account. For fee deductions, Q3 adheres to the following criteria in accordance with the United States Securities and Exchange Commission's Investment Advisers Act of 1940, as amended (the "Advisers Act"), when payment is made via a qualified custodian: (1) The client provides written authorization permitting the fees to be paid directly from the client's account held by the independent and qualified custodian and the authorization is limited to withdrawing contractually agreed upon investment advisory fees; (2) The client will directly receive regular (monthly or quarterly) reports directly from the qualified custodian which reflect the Adviser's fee deduction; (3) The frequency of advisory fee withdrawals shall be specified in the written authorization / agreement; (4) The custodian of the account shall be advised in writing of the limitation on the Adviser's access to the account; (5) The client shall be able to terminate the written billing authorization or agreement at any time.

When clients are invested in Q3's All-Season affiliated Funds, a portion of the fees associated with the funds is paid to Q3. Note that such fees are separate from advisory fees charged for personal investment advisory services. Direct clients of Q3 that are invested in the Funds will receive a fee credit to the extent that the Funds are utilized, or, the advisory fee will be reduced by the amount of the expected affiliated fund management fee. Fee credits will be applied no less frequently than quarterly. Investors should consider the cost to invest in the Funds versus separately managed accounts. It is possible, based upon the dollar value to be invested, that the Funds may be less or more expensive than the similar strategies offered in a separately managed account. Other considerations include the fact that the SMA may offer more control in harvesting gains and losses for tax purposes.

In situations where accounts are managed via a SDBA where Q3's affiliated Funds are utilized, Q3 may pay, out of our own assets, compensation to a Solicitor, Registered Investment Advisor, or other financial intermediary involved. This compensation arrangement will typically amount to 50% of the fees earned. Details will be outlined in the Investment Management Agreement signed by the client. Referral compensation paid by Q3 is discussed at Item 14 of this Brochure.

Since custodians do not verify the accuracy of the advisory fee calculation, you should review each custodial statement and promptly contact Q3 if any questions should arise. Clients must ensure they are receiving account statements directly from their custodial firm(s) and promptly report address changes to both Q3 and their custodial firm(s). In the event a client finds that custodial account statements are not being received, they should immediately notify their custodian and Q3.

Fees for Consultation or Financial Planning are determined at the time of engagement based upon the time and effort required and/or the nature and complexity of services. Q3's hourly fee is \$200. The Adviser may require prepaid fees equal to ½ the proposed project fee in order to schedule services. In these cases, the project balance is due upon the delivery of services. As with the Adviser's asset management services, Q3 will not collect fees in excess of \$1,200 for services to be performed six months or more in advance. Should the client's situation change during the course of services such that new advice, recommendations or research are

required or the Adviser must re-work the advice, recommendations or other services, additional fees. Should services deviate dramatically, the Adviser will require an amended or new Client Agreement. Q3 will not engage in additional services that result in fees without the client's approval.

Q3 is contracted as an adviser to a sub-account of the Midland National's Vector II Variable Annuity. Midland National compensates Q3 to the extent that the firm's investors utilize Q3's services. Such compensation amounts to 0.35% annually paid monthly in arrears. Fees paid are part of the mortality & expense charges of the contract, as outlined in the Client's agreement with Midland National.

Clients who engage the sub-advisory services Axxcess Wealth Management ("AWM"), as an extension of their agreement with Q3, will adhere to a fee schedule as outlined in the agreement with the sub-advisor. Overall fees assessed for services will not exceed Q3's standard fee schedule, as outlined in this brochure. Fees will be deducted quarterly in arrears as calculated by AWM, based on a % of assets invested in the models. AWM will receive a portion of Q3's fee (up to 0.10% annually) for their services.

Q3's Affiliated Funds & CITs

Q3 receives a maximum annual investment management fee of 1.00% of the average daily net assets of each Mutual Fund, 0.65% for the All-Season Active Rotation ETF, and 0.5% for CIT products. More detail on the fees associated with Q3's affiliated mutual funds is available through the fund prospectus and throughout this Brochure, and available upon request.

Termination

For any of the Adviser's client services, if you did not receive Q3's Form ADV 2 Brochure at least 48 hours prior to execution of the Client Agreement, you may terminate services without penalty (no fees due) within 5 business days of signing the Agreement.

Investment Management Services are ongoing until the client receives notice of termination or renewal. Either party may immediately terminate the agreement by providing written notice to the other. Where Investment Management Services are terminated prior to the conclusion of the calendar quarter, the Adviser will calculate the quarterly investment management fee (which is payable in arrears) and will only bill for services provided up until the effective date of termination.

Consultation or Financial Planning Services terminate upon the conclusion of services. Clients may terminate services at any time prior to conclusion by providing via written notice to the Adviser. Where the engagement is terminated prior to the conclusion of services, the Adviser will promptly refund the unused portion of a pre-paid fee or will only invoice for services provided up until the date of termination.

The advisory fees noted herein represent fees for our advisory services only. Investors may pay transaction, brokerage, commissions and other fees as well (e.g., custodial fees, account

opening, maintenance, transfer, termination, cash wire transfer, retirement plan, trust fees, and all such applicable third-party fees). Clients invested in exchange-traded funds and mutual funds, will pay layered fees - they pay for Q3's private portfolio management services in addition to the management fee that the exchange-traded funds and mutual funds pay their respective managers to manage the assets within the funds. These fund fees are separate and distinct and part of an exchange-traded or mutual fund offering. For more information on brokerage fees please see the "*brokerage practices*" section of this Brochure.

Under certain circumstances, the Adviser may offer its programs or strategies to other investment firms through a subscription, consulting engagement or other service agreement. Under such a scenario, fees will vary based upon the services provided.

Q3 strives to avoid trading errors within client accounts and uses best efforts in doing so. For any trade error that is determined to be the Adviser's responsibility, accounts will be restored to the position prior to the error. Q3 will reimburse accounts for losses resulting from trade errors but shall not credit accounts for such errors resulting in market gains. The gains and losses will be reconciled within the Adviser's error account at the custodial firm.

Item 5A. Charitable Giving Program

Q3 initiated a Charitable Giving Program in January 2013. Under the terms of this program, Q3 may donate \$10 for each new account established. Eligible accounts must meet our account minimum of \$75,000. While this program creates an incentive for Adviser Representatives to open an account, the funds donated per new account (\$10) are nominal and do not pose a material conflict of interest between Solicitors / Adviser Representatives and our clients. There is no obligation to the Client or a referring Adviser. Q3 will choose at least one charity, per period. Under some circumstances, an Adviser Representative or Solicitor may designate a charity of their own, then, at the end of the period, Q3 will make a donation in their name to that particular charity.

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

Q3 may enter into performance-based fee arrangements with a qualified client or qualified purchaser, as defined by Rule 205-3 of the Advisers Act. Q3's performance-based fee arrangements may be based on an absolute return, a portion of net profits (capital gains), performance versus a pre-defined benchmark, or other mutually agreed upon terms. Performance-based fees may consist of a base advisory fee in addition to the performance-based fee component. Under such a scenario, the maximum allowable advisory fee is 1.5% annually. All performance-based fees are negotiated with each client and managed in accordance with the Advisers Act. Q3 expects a minimum account size of \$500,000 in order to participate in a performance-based fee arrangement.

Qualified Clients

The SEC and other regulatory bodies have placed benchmarks on who qualifies as an accredited investor, outlined here:

- To be an accredited investor, you must have an annual income above \$200,000. If you are filing with your spouse, your joint annual income must be above \$300,000. You must have made this dollar amount for at least the past two years, with the expectation of earning the same or higher income the following year. This requirement is particular and will not be counted if you can only provide one year's proof of income.
- To be an accredited investor, you also need to have a net worth that exceeds \$1 million, either as an individual or jointly with a spouse. This is an addition to the first annual income requirement. It is important to note that, as of the 2010 Dodd-Frank Act, the definition of an accredited investor does not count your primary place of residence toward your net worth.
- An accredited investor can also be a general partner, executive officer, or director for the company that issues unregistered securities.
- Private companies and businesses can be considered accredited investors if their organization's assets exceed \$5 million.
- If a business entity consists of equity owners who all separately qualify as accredited investors, then the entity itself also qualifies. However, organizations cannot be created solely to purchase unregistered securities.
- An individual can also qualify as an accredited investor if they can demonstrate a level of educational or professional experience with unregistered securities.
- Registered brokers and investment advisors can also qualify as of 2016.
- In August of 2020, the SEC amended their definition of an accredited investor to include measures of professional experience, knowledge, or certifications in order to expand the private markets and allow more engagement regardless of income level. This also includes knowledgeable employees of private funds, as well as SEC- and state-registered investment advisers.

Our policies are designed to ensure that client accounts are treated fairly under all circumstances. We strive not to favor any clients or subsets of clients when we engage in side-by-side trading of separately managed accounts, performance-based fee accounts, or any other investment account for which Q3 may have an interest.

Because Q3 manages accounts using both a traditional advisory fee format and a performance-based fee format, a conflict of interest exists. Q3 may have an incentive to favor accounts for which Q3 receives performance-based fees. Q3 addresses this conflict by ensuring that clients who have performance-based accounts do not receive preferential treatment. As a fiduciary to its clients, Q3 seeks to ensure that each client receives individualized advice and suitable recommendations based on what is known about each investor.

Another conflict of interest associated with performance-based fee arrangements is the

fact that performance-based fees may incentivize Q3 to recommend investments which may be riskier or more speculative than those recommended under traditional fee arrangements. Performance-based fee arrangements may also incentivize Q3 to direct our best investment ideas to accounts that pay a performance fee. We have adopted and implemented policies and procedures that are reasonably designed to prevent violation of the Advisers Act by our Firm or any of our supervised persons. We strive to treat all clients fairly, and we're committed to prevent fee-related conflicts from influencing the allocation of investment opportunities among clients.

Item 7 Types of Clients and Minimum Conditions

Q3 Asset Management's client services are primarily provided to individuals; pension and profit sharing plans; trustees for collective investment trusts (CITs), trusts, estates and charitable organizations; corporations or other business entities; and occasionally to associations or groups.

Q3 Asset Management imposes a minimum portfolio size of \$75,000. Q3 reserves the right to waive the minimum based upon individual circumstances, pre-existing relationships, where the minimum can be met within a specified time period, or at Q3's officers' sole discretion. Investment advisory services are not appropriate for all persons and/or entities. Therefore, Q3 reserves the right to decline to provide services to any person or firm.

If an account is subject to the Employee Retirement Income Security Act of 1974, as amended, ("ERISA"), the Adviser acknowledges that Adviser is a fiduciary within the meaning of the Act and the ERISA Client is a named fiduciary with respect to the control or management of the assets in the Account. In each instance, the client will agree to obtain and maintain a bond satisfying the requirements of Section 412 of ERISA and to include the Adviser and the Adviser's principals, agents, and employees under those insured under that bond and will deliver to the Adviser a copy of the governing plan documents. If the Account assets for which the Adviser provides services represent only a portion of the assets of an employee benefit plan, client will remain responsible for determining an appropriate overall diversification policy for the assets of such plan.

If Q3 provides individual advisory services to a client whose portfolio of assets includes assets held within a retirement plan, the client must understand that the Adviser's advice and recommendations are limited to the offerings in the plan and the plan's service provider(s).

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

Investing in securities involves risk of loss that you should be prepared to bear. Additionally, because many of Q3 Asset Management's strategies have a low correlation to the broader market, it's possible that a client's account may depreciate in value over periods of time when the market appreciates in value. Q3 attempts to measure an investor's risk tolerance, time horizon, goals and objectives through a data-gathering process in an effort to determine an investment plan or portfolio to best fit the investor's profile. The client's participation and delivery of accurate and complete information are critical to this process. These investment

strategies may not be appropriate for every type of investor.

Q3 provides advisory services for portfolios ranging from conservative to aggressive, designed to help meet the varying needs of investors. The Adviser (in conjunction with the Solicitor when applicable) selects the strategy combination suited to their individual needs after clients have defined their objectives, risk tolerance and time horizon. Portfolio holdings are generally derived through methods associated with quantitative analysis. Q3 places more emphasis on “technical” screens rather than “fundamental” screens. Note that conservative investors at Q3 may have exposure to investments strategies that utilize inverse or leveraged investment products, which can be used to hedge the equity exposure (risk) of an overall portfolio, and strategically increase exposure during certain periods of time.

Generally speaking, technical analysis does not attempt to measure a security's intrinsic value, but instead uses charts and other tools to identify patterns that can suggest future activity. The field of technical analysis is based on three assumptions:

1. The market discounts everything.
2. Price moves in trends.
3. History tends to repeat itself.

In general terms, technical analysis deals with reading stock charts and this process is broadly described as a method of evaluating securities by analyzing statistics generated by market activity, such as past price and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. It is a discipline for forecasting the direction of prices through the study of past market data. Technical analysts lean towards the belief that the historical performance of stocks and markets are likely indications of future performance.

Technical analysis can be difficult, as analysts need to learn various indicators and patterns and understand how they relate to investor sentiment and behavior. Analysts also have to devise methods of how these issues may impact stock price. Like other analysis methods, technical analysis is not 100% percent accurate or reliable. Relative success depends on the analyst, the analysis tools and the stock or market itself. Often there can be contradicting results which may result in a situation where no trade can be made. An example of this exists when the overall market is heading in one direction and the particular issue is heading in the opposite direction. The interpretation of technical indicators is subjective. The same indicator could be interpreted as bullish by one side of the camp and as bearish by the other side of the technical camp. The subjective aspect of technical analysis gives way to another drawback of technical analysis which is the validation of a biased view. The analyst may have already formed a view based on the state the economy is currently or the situation of the market and sector the company is operating in.

Investors should not expect to remain fully invested at all times, as most of the Adviser's programs maintain the ability to move into “money market” or “defensive” positions. Additionally, some of the Adviser's programs maintain the ability to invest in “inverse” or “leveraged” products which may carry a higher level of risk. Many of Q3's strategies may utilize

short-term trading strategies in an effort to capitalize upon shorter term market moves and as a result it's possible that a high number of transactions may occur over a relatively short period of time. More transactions may result in higher fees in individual accounts. The Adviser's strategies may not be appropriate for every type of investor.

Investment vehicles utilized may include one or more index investments that are designed to have a targeted positive or negative correlation to an index. A positively correlated index investment is designed to appreciate or depreciate in correlation with the underlying index. A negatively correlated index investment or "inverse fund" is designed to appreciate in value as the underlying index declines and depreciate when the index increases. In addition, certain index investments may utilize leverage to achieve a targeted multiple of the performance of the index. These Investments introduce risks, which are in addition to the traditional market risks of investing.

Leveraged index investments make use of short sales, swaps, options and/or futures contracts or other derivative investments to achieve the targeted level of exposure. Certain leveraged funds or products may be held within strategies for long periods of time, thereby compounding the risk of a portfolio. There is no guarantee that these investments will be able to achieve their stated objectives.

Most leveraged and inverse investments reset daily, meaning that they are designed to achieve their stated objectives on a daily basis. Their performance over longer periods of time -- over weeks or months or years -- can differ significantly from the stated multiple of the performance of their underlying index during the same period of time. This effect can be magnified in volatile markets. The use of such investments may be more costly, and less tax-efficient than their non-leveraged counterparts due to the underlying instruments used and the trading thereof.

Q3 may incorporate strategies that utilize leveraged and/or inverse funds for clients of all risk profiles. This may be done for a variety of reasons including but not limited to: attempting to reduce overall portfolio and market risk; increased diversification; based on client preferences. Any investor who prefers not to utilize strategies that incorporate leverage and / or inverse funds may do so via written request.

As part of Q3's internal research, we often conduct quantitative back tested simulations to see how a particular model may have performed over different market periods - with the benefit of hindsight. Most quantitative models go through at least one stage of development known as "backtesting." This process is an empirical analysis which attempts to judge if a particular investment technique would have been successful had it been applied in the past. If it appears from the test that the methods being analyzed would have been successful in meeting the hopefully well-defined goals of our investors, then the method is often tried in simulated trading in purportedly current investment conditions. Q3 analyzes the theoretical results, which are not based on the performance of actual portfolios, thus the Adviser's interpretation takes into consideration the limitations inherent in the results of the tested, proprietary model.

When conducting a backtest, hypothetical advisory fees, as described in this Brochure, are deducted from the quarter end month, while actual advisory fees are pulled shortly thereafter.

Depending on the performance of the model between these two dates, it's possible that the model account achieves a slightly better rate of return, however, such differences are expected to be negligible. ETF based strategies may deduct an additional fee to account for commissions and slippage. Hypothetical performance for taxable accounts would be negatively affected had taxes been deducted. Q3 assumes dividends are re-invested. In some situations, "clone funds" may be used in a backtest in order to replicate a particular fund that may not have been available at that time. As a result, actual performance of funds used in a strategy may differ from the funds used in the backtest. Data vendors may adjust their historical data (due to splits, capital gains, dividends, and other reasons) after the initial publishing of such data. As such, re-running an algorithm today may provide different results and transactions when compared to the original run.

Q3 believes in continuous improvement. As such, the algorithms associated with our investment strategies are monitored regularly. When deemed necessary, Q3 may adjust the algorithm and/or fund universe of a strategy in an effort to make improvements and in turn provide our investors with what we believe to be the best chance at success. Q3 uses data that was available at the time of actual investment. As a result, if an adjustment to a strategy is made, the hypothetical data associated with that model will not necessarily be adjusted to reflect the modification, as historical data will continue to reflect the initial methodology implemented at the time research was conducted, along with any actual results achieved. It is expected that any adjustments made to a model will not be material in nature. Details of model adjustments are available upon request.

It is important to understand that hypothetical performance results have certain inherent limitations. Unlike an actual performance record, simulated trades do not represent actual trading. Also, since the trades have not actually been executed, the results may have over or under compensated for the impact, if any, of certain market factors such as lack of liquidity. No graph, chart, formula or other device can, in and of itself be used to determine which securities to buy or sell, or when to buy or sell such securities, or can assist persons in making those decisions. An investor may have done better or worse than results derived from back testing. It is therefore important to remember that investment decision models which have produced excellent results in backtests and simulations may achieve very poor results when actually implemented. Simply put, the biggest challenge with backtests and simulations is that no matter how rigorously they are performed, there is the final, overriding assumption that the investing world of tomorrow will behave like the world of today or yesterday. Therefore, no representation is being made that any account will or is likely to achieve profits or losses similar to those derived through a backtest. Hypothetical data may be presented to investment professionals and sophisticated investors, in accordance with the SEC Marketing Rule as it pertains to the dissemination thereof.

Q3 may engage the services of unaffiliated and independent Signal Providers to provide buy and sell signals, research, or other information that we may use to manage a particular strategy. Such Signal Providers will not act as fiduciaries with respect to any client as they are engaged to provide market-related services to the Adviser. In providing individualized investment advice, Q3 may invest a client's assets in accordance with the recommendations of one or more Signal Providers or may invest the account in any manner it deems appropriate

based on the client's personal objectives. All fees incurred by the subscription to various Signal Providers is paid by Q3 (in the form of a flat fee and/or as a percentage of the fees generated within a particular program). Thus, a portion of the advisory fee paid by a client to Q3 may be used to compensate such third-party providers or consultants. These service providers do not, in any way, engage in providing insider-trading data and Q3 has strict policies against the use of insider-trading information. Should a signal provider's data be used in a research report, Q3 only uses actual results achieved by Q3 to represent live data (live results achieved by the signal provider will be labeled hypothetical). For a list of all recommendations made in the preceding twelve months, please contact Q3's office.

Q3 offers several strategies that fall under the "tactical" category. In general, a tactical management strategy seeks to actively rotate between certain asset classes in order to take advantage of short to intermediate-term moves in the market and/or market sectors. These strategies attempt to add value by taking advantage of specific market conditions. Some of these strategies maintain the ability to invest in aggressive investment vehicles including sector, inverse and leveraged funds. The performance of these strategies may not correlate with a rising stock market and may be volatile. While we believe that the non-correlation of these strategies may reduce overall portfolio volatility when used in conjunction with other strategies, they may not be appropriate for some investors. The following strategies are included as part of this group: Bull Cipher, Cipher, Bull Cipher – Legacy, Tactical Unconstrained Growth (TUG, TUG1, TUG2, TUG + Income), Tactical SPX, Active Index Rotation, Alternative Edge, Mercury, Lion Multi-Strategy, Lion Aggressive Growth, and Active Income & Growth. The objective of these programs is not necessarily to outperform the market each year, but to post consistent returns through both bull and bear markets. There is no assurance that objectives will be realized. Additional "tactical" strategies may be offered by the Adviser for which information is available upon request.

Q3 offers a number of strategies that fall under the "dynamic & strategic asset allocation" category. Most of these strategies are available in a conservative, moderate or growth risk profile. Each of these strategies maintain the ability to revert to a defensive posture (either partially or fully), during certain market environments. Such defensive positions may include a higher allocation to fixed income investments (including, but not limited to, government bond and money market funds). The following strategies are part of this group: Enhanced Allocation, Enhanced Sector ETF, Strategic Allocation, Strategic Sector ETF, Voyage, Strategic Core, Power Momentum, Seasonal Edge, Destination, Cash Balance Strategy, Strategic Allocation – Global, Faith Based, Active Equity, New Horizons, BRI Active Equity, and BRI Active Stock. The performance of these strategies may not correlate with a rising stock market and the programs may invest in equities, aggressive mutual funds or exchange traded funds, including sector funds. The objective of these programs is not necessarily to outperform the market each year, but to post consistent returns through both bull and bear markets. There is no assurance that objectives will be realized. In a dynamic or strategic asset allocation strategy, the Adviser can generate high rates of return if it is accurate about its expectations of market trends and if these trends persist over long periods. However, dynamic and strategic asset allocation models could underperform market averages, especially in choppy or volatile markets. Additionally, returns can be impacted by high trading costs associated with frequent portfolio rebalancing. Additional "dynamic and strategic asset allocation" programs

may be offered by the Adviser and information is available upon request. More detailed strategy description reports for all strategies are available upon request.

Q3 offers a number of strategies that fall into the “active bond” category. The performance of these strategies may not correlate with the broader bond market as they maintain the ability to shift to different types of bonds, including money market funds. Strategies that fall into this group of offerings include Tactical High Yield, Adaptive High Yield, Tax Advantaged Income, Managed Income Rotation, Active Bond, BRI Active Bond, and Preservation Plus. The objective of these programs is not necessarily to outperform the bond market each year, but to post consistent returns through both bull and bear markets. There is no assurance that objectives will be realized. Additional “active bond” strategies may be offered by the Adviser for which information is available upon request.

Q3 offers two ESG (Environmental, Social and Corporate Governance) based strategies: Active Equity (“Active Equity”) and Active Bond (“Active Bond”). Both strategies incorporate ESG factors into the selection of mutual funds included in the investment universe. Q3 uses established third-party resources (Morningstar, etc.) to determine ESG suitability for inclusion in the fund universe. As the screening for ESG investments may be subjective in nature, no guarantee is made that the particular investments for these strategies will meet all investors’ unique ESG criteria. A listing of current funds considered is available upon request. ESG strategies have no expectation, implied or otherwise, of outperforming non-ESG strategies from a return or risk-adjusted standpoint.

Q3 offers a program referred to as “CPS” (“Custom Portfolio Select”) and another referred to as “PPM” (Personalized Portfolio Management) where Q3 will select the strategy combination on behalf of the Client and/or Solicitor. The Adviser can tailor each investment portfolio to an investor’s stated specifications and the resulting portfolio reflects a particular investment objective and risk tolerance. The program is offered in various risk profiles. At their discretion, Q3 may or may not adjust the strategy mix over time. As with any of the Adviser’s strategies, market fluctuations are to be expected and there is no guarantee that the individually designed portfolio will be successful, or that it will lose less during periods of market uncertainty.

Numerous publicly available sources of economic, financial and investment research are used by the Adviser to aid in investment decisions. Asset allocation software and historical performance modeling software may also be utilized. Q3 clients are encouraged to discuss any questions that may arise regarding investment policies throughout the course of our engagement.

Q3 generally does not consider tax consequences when purchasing or selling a security. The sale of investments may cause taxable gains or losses to the client. Additionally, “wash sales” may occur from time to time. You are welcome and encouraged to consult your independent personal tax adviser about tax consequences resulting from transactions or any particular investment held in your account. The majority of Q3’s programs trade frequently. Frequent trading of securities may affect investment performance through increased brokerage costs and through tax implications.

Some mutual fund families may impose redemption charges on funds held for less than a minimum period, as determined by the mutual fund family. While best efforts are made to avoid these fees, clients may from time to time incur such charges.

A client or Solicitor (on behalf of the client) may direct Q3 to invest all or a portion of the client's account into a money market fund ("Money Market Request"). When this occurs, the client reduces the potential for market appreciation within the account. Furthermore, after advisory fees the account could lose value. Q3 takes no responsibility for advising clients on when to move out of the money market fund and back into the designated investment programs.

When investors invest their funds, they take certain risks. With insured bank investments, such as certificates of deposit (CDs), investors face inflation risk, which means that an investor may not earn enough over time to keep pace with the increasing cost of living. With investments that aren't insured, such as stocks, bonds, and mutual funds, investors face the risk that they might lose money, which can happen if the price falls and the asset is sold for less than the purchase price. No single strategy can be relied upon to outperform the market. The Adviser seeks to utilize investment strategies that are designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Certain investment options generally hold greater risk and clients should be aware that there is a chance of material risk of loss using any of those strategies. Those employed by the Adviser (if in keeping with the investor's selected strategies) might include:

1) Short sales - market transactions in which an investor sells borrowed securities in anticipation of a price decline and is required to return an equal number of shares at some point in the future. Short selling is an advanced trading strategy with many unique risks and pitfalls. Novice investors are advised to avoid short sales because this strategy includes unlimited losses. A share price can only fall to zero, but there is no limit to the amount it can rise.

2) Margin transactions - in which a customer who purchases securities may pay for the securities in full or may borrow part of the purchase price from his or her securities firm. This strategy is risky and requires some investment sophistication. These risks include the following: Loss of more funds than the investor deposited in the margin account. The brokerage firm can force the sale of securities in an account if the equity falls below the maintenance margin requirements under the law—or the firm's higher "house" requirements. The brokerage firm can sell the securities without notice ("margin call") and an investor is not entitled to a time extension on market calls.

3) Option writing – there are various types of option strategies, and each carries a risk of investment loss. The purchase or sale of options may involve a high degree of risk and speculation and only experienced investors and those who endure loss of principal should engage in these strategies.

Bond investments involve certain risks such as (but not limited to): Interest rate, reinvestment, inflation, selection, timing and price. Additional risks for some government agency, corporate

and municipal bonds may include: Legislative risk (a change in the tax code could affect the value of taxable or tax-exempt interest income); Call risk (some corporate, municipal and agency bonds have a “call provision” entitling their issuers to redeem them at a specified price on a date prior to maturity. Declining interest rates may accelerate the redemption of a callable bond, causing an investor’s principal to be returned sooner than expected and in that scenario, investors have to reinvest the principal at the lower interest rates. If the bond is called at or close to par value, as is usually the case, investors who paid a premium for their bond also risk a loss of principal. In reality, prices of callable bonds are unlikely to move much above the call price if lower interest rates make the bond likely to be called. Additionally, there may be a liquidity risk involved if investors may have difficulty finding a buyer when they want to sell and may be forced to sell at a significant discount to market value. Liquidity risk is greater for thinly traded securities such as lower-rated bonds, bonds that were part of a small issue, bonds that have recently had their credit rating downgraded or bonds sold by an infrequent issuer. Bonds are generally the most liquid during the period right after issuance when the typical bond has the highest trading volume. Additional risks for corporate and municipal bonds may include: Credit risk; default risk; event risk and duration risk.

A client may adjust their mix of strategies upon request, or through instructions provided by their Solicitor or Representative (IAR). Under most circumstances, either the client, Solicitor, or IAR is asked to complete a “Strategy Change Request Form.” The Client’s existing suitability profile questionnaire will be used to make sure that the requested strategy mix is in line with the client’s risk tolerance. Because strategy changes may take time to complete, assets may be uninvested for periods of time during the transition. Throughout the term of the engagement, Q3 may adjust the client’s allocation based on a variety of factors, in conjunction with Q3’s assessment of market conditions and/or a reported change in the client’s objectives.

As previously noted in Item 4, Q3 may suggest the client work closely with the client’s own attorney, accountant, insurance agent, and the client’s custodian. Clients requiring assistance on issues relating to matters outside of investment advisory topics should consult their personal tax adviser, legal counsel, insurance agent or other professionals for expert opinions.

Q3 All-Season Systematic Opportunities Fund (“Systematic Opportunities Fund”)

The Q3 All-Season Systematic Opportunities Fund seeks to achieve long-term growth of capital. Under normal circumstances, the Fund will invest in shares of other investment companies, including exchange-traded funds (“ETFs”) and open-end mutual funds (collectively, “Portfolio Funds”) and in equity call options. The Fund invests using the Adviser’s tactical, systematic strategy that relies primarily on a proprietary model incorporating mean-reversion analysis. The Adviser defines “mean reversion” as the concept that the market price of a security will eventually return to a price within its recent historical trading range.

For example, if the price of a given security were to drop quickly, the Adviser’s analysis may indicate this to be a buying opportunity for that security, based on the belief that the price for the security is likely to “revert” back to a higher price more consistent with the security’s recent historical trading range.

The Adviser has developed a proprietary algorithm to calculate the historical trading range for a given security and to monitor for instances when the security trades outside this range and therefore, taking into account prevailing market conditions and short-term price movement analysis, a short-term opportunity for gain may exist. The model generally defines historical trading range as the short-term spread between a security's highest and lowest trade price during that time period. The model is based on market research covering over 30 years of historical equity index data. The model may also monitor price movements within a shorter time frame (1-3 days). After evaluating these quantitative parameters, the model produces daily signals ("buy" or "no buy") for a particular security indicating whether or not a short-term opportunity has been identified.

Trades are then exited when the model indicates that the trading price for a security has risen above the model's predefined price thresholds. The Fund will invest primarily in index-based Portfolio Funds that are representative of broad segments of the overall equity markets (generally the S&P 500 and the NASDAQ 100). The Adviser also may purchase call options on these indexes to seek to enhance the Fund's return.

When the Adviser's signals prompt the Fund to divest, in part or in whole, from equity Portfolio Funds, the Fund will invest in defensively oriented investments, which the Adviser generally defines as money market Portfolio Funds and ultra-short term bond Portfolio Funds.

Q3 All-Season Tactical Fund ("Tactical Fund")

The Q3 All-Season Tactical Fund seeks to achieve a positive rate of return over a calendar year regardless of market conditions. Under normal circumstances, the Tactical Fund will invest in shares of other investment companies, including exchange-traded funds ("ETFs"), open-end mutual funds, and closed-end funds (collectively, "Portfolio Funds") that utilize index-based strategies in an attempt to invest in market indices ("Segments") such as the S&P 500, Dow Jones 30 Industries, or the Nasdaq 100 when that Segment is anticipated to show strength, and divest when market weakness in that Segment is anticipated. Portfolio Funds will generally consist of equity index funds.

In evaluating an index-based Segment for investment, the Tactical Fund will evaluate internal measures of each Segment and take into consideration both trend and counter-trend analysis. The Tactical Fund will rotate assets into, and out of, positions on a periodic basis, and the Tactical Fund's portfolio may therefore be traded frequently. During certain market conditions, notably those which the Fund deems to be relatively unattractive for equities, the Fund may take positions in Portfolio Funds that focus on bonds and fixed income securities as an alternative to equities in an attempt to preserve capital. This may, at times, result in the Fund's portfolio holding ETFs across both equities and bonds simultaneously.

Additional information on Q3's affiliated Funds is available in each Fund prospectus. While the Funds may act similar to Q3's SMA strategies at times, this may not always be the case.

Q3 All-Season Active Rotation Fund (“Active Rotation Fund”)

The Q3 All-Season Active Rotation Fund seeks to achieve long-term growth of capital. Under normal circumstances, the Fund will invest primarily in shares of other investment companies, including exchange-traded funds (“ETFs”), open-end mutual funds, and closed-end funds (collectively, “Portfolio Funds”) across four category “sleeves”: core equity, active equity, bonds, and alternatives. The Adviser establishes fixed target weightings for each sleeve based on the Adviser’s assessment of risk measures (including, without limitation, standard deviation and maximum loss), which weightings are periodically reviewed and may be changed overtime.

The Adviser selects investments within each sleeve according to the Adviser’s proprietary, rules-based analytical approach for identifying the Portfolio Funds that have exhibited recent relative performance strength. The Adviser measures performance strength by reviewing a Portfolio Fund’s price action over various recent periods generally spanning between one and nine months. Portfolio Funds within each sleeve’s investment universe are then ranked against each other based on their relative performance strength, and the Adviser selects the top-ranked Portfolio Funds within each sleeve’s investment universe for investment by the Fund, with each selected Portfolio Fund within a sleeve weighted equally. The Adviser evaluates the relative strength of eligible investment options on a weekly basis, though positions are generally held for at least 30 days. The Fund will generally hold positions in at least two Portfolio Funds within each sleeve, however the Adviser may determine from time to time to allocate some or all of the active equity, alternative and/or bond sleeve to cash or cash equivalent securities, including short-term debt securities, repurchase agreements and money market mutual fund shares (“Money Market Instruments”) depending on market conditions.

Each sleeve (core equity, active equity bonds, alternatives, bonds) has a separate investable universe of Portfolio Funds selected by the Adviser based on the Adviser’s assessment of factors including a Portfolio Fund’s historic returns, risks, liquidity profile, AUM, and other factors. The investment universe for the core equity sleeve is comprised of equity focused Portfolio Funds that are typically index-based and seek to replicate the performance of traditional equity “style boxes,” such as large/small/mid cap and growth/value. The investment universe for the active equity sleeve is comprised of equity focused Portfolio Funds with actively managed strategies such as smart-beta Portfolio Funds and Portfolio Funds that focus on particular sectors or sub-sectors of the economy or that focus on investment in international securities. The investment universe for the bonds sleeve is comprised of fixed-income Portfolio Funds across the 2 fixed income landscape including Portfolio Funds that focus on: municipal securities, international bonds, corporate bonds, Treasury securities, and short-term fixed-income securities. The investment universe for the alternatives sleeve is comprised of Portfolio Funds that focus on asset classes that historically have had low correlation to both the equity and bond markets, including Portfolio Funds that focus on: currencies, commodities, precious metals, real estate (including real estate investment trusts (“REITS”)), and master limited partnerships (“MLPs”).

The Fund will rotate into, and out of positions on a periodic basis, and the Fund’s portfolio is therefore expected to be traded frequently with annual portfolio turnover anticipated to be between 1000-1500%, which will result in increased transaction costs for the Fund and may

adversely affect the Fund's performance. Because the Fund will invest in the Portfolio Funds that the Adviser identifies as exhibiting relative strength, the Fund, at times, may have increased exposure to certain sectors of the economy when such sector(s) are exhibiting strong performance. During certain market conditions, notably those which the Fund deems to be relatively unattractive for equities the Fund may increase exposure to Portfolio Funds that the Adviser believes will aid in the preservation of capital. This may, at times, result in the Fund's portfolio holding Portfolio Funds across both equities and fixed-income securities simultaneously. The Fund may indirectly invest in equity securities of all capitalization ranges and in debt securities of all credit qualities.

Item 9 Disciplinary Information

Q3 Asset Management's and its owners' registration records contain no information that would impact a client's or prospective client's evaluation of Q3 Asset Management. The Adviser, its Officers and its Adviser Representatives have not been involved in any investment-related litigation, arbitration, regulatory or self-regulatory proceedings or other disciplinary actions. Q3 Asset Management and its Officers have never been party to a bankruptcy, license suspension or revocation, or a registration suspension or revocation. There are no other legal or disciplinary events to report in connection with Q3 or its Adviser Representatives.

Item 10 Other Financial Industry Activities and Affiliations

Q3 Asset Management does not maintain registration relationships or legal affiliations with any of the following:

- broker-dealer, municipal securities dealer, or government securities dealer or broker
- other investment adviser
- futures commission merchant, commodity pool operator, or commodity trading adviser
- banking or thrift institution
- accountant or accounting firm
- lawyer or law firm
- insurance company or agency
- pension consultant
- real estate broker or dealer
- sponsor or syndicator of limited partnerships.

Q3 Asset Management does not operate and does not have a material relationship with a hedge fund or other type of private pooled investment vehicle.

In certain situations, a client may utilize Q3's services on a platform for which Q3 does not maintain a direct agreement. In such a case, Q3 may engage the services of Axxcess Wealth Management ("AWM") as a sub-advisory firm. More information pertaining to Q3's relationship with AWM can be found under Item 4 of this Brochure.

In 2019, Q3 launched two funds – The Q3 All-Season Tactical Fund and The Q3 All-Season Sector Rotation Fund (Renamed in 2023 to the Q3 All-Season Systematic Opportunities

Fund); then in 2022, Q3 launched another fund, The Q3 All-Season Active Rotation Fund (collectively: “Funds”). The Funds are registered under the Investment Company Act of 1940. The Funds’ administrator is Ultimus Fund Solutions, LLC and the distributor of the Funds’ shares is Ultimus Fund Distributors, LLC. The Board of Trustees of the Trust has approved Q3 to serve as the Investment Adviser (“Adviser”) to each of the Funds. The arrangement between Q3 and the Funds presents a conflict of interest since Q3 has a financial incentive to recommend investments in the Funds, as described in Item 4 of this Brochure.

The Funds are diversified, open-ended series of the Trust. Q3 receives a maximum annual investment management fee of 1.00% of the average daily net assets for the All-Season Systematic Opportunities and All-Season Tactical Funds, and 0.65% of the average daily net assets of the All-Season Active Rotation Fund. For more details on trade allocation see Section 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

The Trust’s Board of Trustees has governance responsibility for the Funds. To the extent that the Funds are utilized in accounts of direct clients of Q3, clients will receive a fee credit equivalent to the investment advisory fee paid to the Adviser by the Funds with respect to the client’s assets. In some situations, where data to calculate fee credits is not readily available, Q3 may choose to simply waive a portion of the advisory fee in lieu of providing a credit, thus offsetting the total fee. Such fee credits or waivers will be applied no less frequently than quarterly.

There may be times where the Funds hold similar positions when compared to the separately managed accounts described herein. Investors should consider the cost to invest in the Funds versus separately managed accounts. It is possible, based upon the dollar value to be invested, that the Funds may be less or more expensive than the similar strategies offered in a separately managed account. While Q3 doesn’t expect such differences to be significant, they may differ from custodian to custodian based on trading costs and additional factors. Other considerations include the fact that the SMA offers the advantage of more control over harvesting gains and losses for tax purposes. Furthermore, on certain custodial platforms only one or the other may be available for investment. In some circumstances, the Funds offer a lower initial investment requirement.

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

A copy of Q3’s Code of Ethics is available upon request. We take the issue of regulatory compliance seriously and are committed to maintaining compliance with applicable federal and state securities laws. Additionally, we have a position of public trust and it is our goal to maintain that trust; provide excellent service and advice that is suitable. Q3 places great value on ethical conduct. Therefore, *the ultimate goal of our internal policies is to challenge our staff to live up to not only the letter of the law, but also to the ideals set forth by the Adviser.*

You may, or may not, be familiar with the roles fiduciaries play in various legal situations and in certain industries. As a Registered Investment Adviser, Q3 is a fiduciary to each and every client.

As fiduciaries, Investment Advisers owe their clients several specific duties. According to the SEC, an Investment Adviser's fiduciary duties include:

- Providing advice that is suitable;
- Providing full disclosure of material facts and potential conflicts of interest (such that the client has complete and honest disclosure in order to make an informed decision about services of the Adviser and about investment recommendations);
- The utmost and exclusive loyalty and good faith;
- Best execution of transactions under the available circumstances;
- The Adviser's reasonable care to avoid ever misleading clients;
- Only acting in the best interests of clients.

It is Q3's policy to protect the interests of each of our clients and to place their interests first and foremost in each and every situation. Q3 will abide by honest and ethical business practices to include, but is not limited to:

- ❖ Q3 will make investment decisions with reasonable grounds to believe that the decisions are suitable for the client on the basis of information furnished by the customer and we will document suitability.
- ❖ Q3 and its Adviser Representatives will not borrow money from clients.
- ❖ Q3 will not recommend the purchase of a security without the reasonable belief that the security is registered, or the security or transaction is exempt from registration in states where we provide investment advice and based upon information the Adviser receives.
- ❖ Q3 will not recommend that the client place an order to purchase or sell a security through a broker/dealer or agent, or engage the services of a broker/dealer that is not licensed, based upon information available to the Adviser.
- ❖ Q3's staff will report all required personal securities transactions to Bradford Giaimo, President and Chief Compliance Officer of Q3 Asset Management Corporation as required. The following is a list of *exempt* securities at this writing:
 - Transactions effected pursuant to an automatic investment plan;
 - Securities held in accounts over which the access person has no direct or indirect influence or control;
 - Transactions/holdings in direct obligations of the US Government;
 - Money market instruments — bankers' acceptances, bank

- certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments;
- Shares of money market funds;
- Transactions and holdings in shares of open-ended mutual funds are not reportable (except for mutual funds advised by Q3), since the Adviser does not have a material relationship with an investment company which would otherwise require reporting;
- Transactions in units of unit investment trusts are not reportable if the UIT is invested exclusively in unaffiliated mutual funds.

All applicable securities rules and regulations will be strictly enforced. Q3 will not permit and has instituted controls against insider trading. Our representatives and administrative personnel who do not follow the Q3 Code of Ethics, Q3's written policies and procedures, or who in any way violate the rules and regulations of the SEC, or applicable state rules and regulations, will be disciplined or terminated. Such persons could also face action by the SEC and/or a state securities regulator.

Q3 Asset Management emphasizes your unrestricted right to decline to implement any advice rendered, in whole or part. Where Q3 is granted discretionary authority (in writing) of a client's account, the client is welcome to set investment parameters and/or limitations. Such direction is followed until such time the client amends those instructions.

Q3 Asset Management Corporation, or individuals associated with Q3, may have similar investment goals and objectives and (as a result) may buy or sell securities for their personal accounts that may be identical to or different from those recommended to clients. Thus, at times the interests of the Adviser's or staff members' accounts may coincide with the interests of clients' accounts. However, at no time will Q3, or any related person receive an added benefit or advantage over our clients with respect to these transactions. Q3 and its associated persons will not place itself in a position to have added benefit as a result of advice given to clients. The staff of Q3 shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment, unless the information is also available to the investing public on reasonable inquiry.

Bradford Giaimo & Adam Quiring, the Principals of Q3 are responsible for the monitoring of personal trading conducted by staff.

Q3 provides investment advisory services to the Q3 All-Season Systematic Opportunities Fund, the Q3 All-Season Tactical Fund, and the Q3 All-Season Active Rotation Fund ("the Funds"). The Funds are registered under the Investment Company Act of 1940. Those associated with Q3 may have significant investments in the Funds. For this reason, along with the fact that Q3 is compensated as the contracted Adviser to the Funds, there is a conflict of interest between Q3 and investors since Q3 has a financial incentive to recommend the Funds. As a fiduciary, Q3 must give advice and make investment decisions that are in the best interest of its clients.

Clients of Q3 are welcome but are never obligated to invest in the affiliated funds. Should you prefer not to invest in the Funds for any reason, you are welcome to impose that restriction to Q3 in writing, or as part of your Investment Management Agreement when initiating services.

Item 12 Brokerage Practices

Consultation/Financial Planning clients are welcome to utilize the service provider(s) of their choice and are welcome to implement recommendations in whole or in part, entirely at their discretion. For clients utilizing Q3's Investment Management Services, Q3 will generally utilize one of their preferred providers. These custodians include Axos Advisor Services, Fidelity Investments and Nationwide Financial. When utilizing the services of client-directed brokerage firms, including but not limited to TD Ameritrade or Charles Schwab, Q3 will do so via a sub-advisory agreement with Axxcess Wealth Management ("AWM"). In such a case Q3 may not have a direct business relationship in place with the service provider utilized. While clients may request a service provider of their choice, Q3 cannot guarantee best execution in such a case.

Q3 is independently owned and operated and has no affiliation with any of the recommended custodial firms. The Adviser Representatives of Q3 are not registered representatives of any broker/dealer firm.

We believe that excellent customer service and trade execution available through its preferred services providers is competitive when compared to many non-service oriented and internet-based brokers that may otherwise be available to the general public. Q3's selected service providers feature a broad line of products and services for the many types of investors we work with.

At times, for accounts utilizing the preferred platforms, the custodial firm may effect clients' over-the-counter securities transactions on an agency basis. Typically, the service providers execute transactions based upon a number of factors. These factors include: Size of order, trading characteristics of the security, favorable execution prices, access to reliable data, availability of efficient transaction processing and possible price reductions. In filling these orders, the service provider may transact with a market-making broker-dealer ("market maker") on the other side of the trade. A market maker may mark-up/down the price of securities for which it makes a market, which is a cost that will be incurred by the client in addition to any agency commissions assessed by the client's service provider. Normally, best price and execution is obtained for over-the-counter securities transactions by executing directly with the market maker on a principal basis. Therefore, in some cases, clients may incur transaction costs, in addition to any commissions charged by their services provider, when trades in over-the-counter securities are affected on their behalf through that broker on an agency basis. The Adviser does not receive any portion of transaction-related fees. The Adviser's choice to utilize the service provider's platform or similarly termed service available through the selected service provider may limit or eliminate the Adviser's ability to obtain best price and execution in each case. On platforms where Q3's affiliated Funds are available, platform fees may be paid through a 12b-1 amounting to 0.25% annually, generated through such Funds.

In certain cases, a security may be purchased through another service provider and in such cases, the security purchased is then transferred to the client account at one of our preferred

providers, and a “trade away” delivery fee may be assessed to the client account.

Q3 recognizes its duty to obtain best price and execution for its clients under the circumstances available. The decision to recommend the preferred service providers is based upon the customer service provided to investors and the services available to the Adviser and providing such recommendation is consistent with the Adviser’s fiduciary duty to the client. The Adviser may also consider the following:

- ❖ Quality of overall execution services provided;
- ❖ Promptness of execution;
- ❖ Research (if any) provided;
- ❖ Promptness and accuracy of reports on execution;
- ❖ Ability and willingness to correct errors;
- ❖ Promptness and accuracy of confirmation statements;
- ❖ Ability to access various market centers;
- ❖ The broker-dealer's facilities and technology;
- ❖ The market where the security trades;
- ❖ Any expertise in executing trades for the particular type of security;
- ❖ Commission charged;
- ❖ Reliability of the broker-dealer;
- ❖ Ability to use ECNs (Electronic Communication Networks) to gain liquidity, price improvement, lower rates and anonymity;
- ❖ Execution and operational capabilities of the broker-dealer.
- ❖ Creditworthiness, financial condition, and business reputation of the broker-dealer;

While it is possible that clients may pay higher commissions or transaction fees through its preferred service providers, Q3 has determined they currently offer a high level of value to the Adviser and clients for the brokerage and technology provided. Q3 periodically reviews other alternatives that are available.

Clients are welcome to suggest use of their preferred service provider, in which case the Adviser may not be able to provide best execution, because of limitations that may be placed on the Adviser by the client’s service provider. Brokerage direction is provided via the Client Agreement. The Adviser will continue to place trades through the client’s selected service provider until such time new, written direction is received.

Where Q3 is contracted as the Sub-Adviser within certain unaffiliated investment programs, Q3 will not have brokerage discretion to determine what service providers are utilized by the program sponsors.

Brokerage Recommendations

Q3 may provide management services via fund investments held at ProFunds, an unaffiliated fund company. Q3’s investment advisory program is generally available through accounts established through unaffiliated financial services providers. In such a case, when accounts are held at ProFunds, Q3’s investment advisory services are *only* available in ProFunds’ Investor

Class account types. ProFunds are not suitable for all investors because of the sophisticated techniques the funds may employ. Some of ProFunds' mutual funds entail certain risks, including risk associated with the use of derivatives (swap agreements, futures contracts and similar instruments), imperfect benchmark correlation, leverage and market price variance, all of which can increase volatility and decrease performance. For more on correlation, leverage and other risks please read each investment prospectus carefully. The frequent exchanges permitted by ProFunds investment policies can decrease performance, increase expenses and cause investors to incur tax consequences. Each investor considering ProFunds offerings should carefully review the investment objectives, risks, charges and expenses of ProFunds before investing.

Soft Dollars and Other Considerations

Q3 is enrolled in its preferred custodial firms' institutional programs which provide custodial and account services to independent Registered Investment Advisers. Generally speaking, soft dollars are benefits (primarily investment research and brokerage services) that Investment Advisers may receive in exchange for directing trade activity to a particular brokerage firm. Q3 receives general research, business-related products and back-office administrative support services in addition to execution from its recommended broker/dealers in connection with client securities transactions. Therefore, the Adviser does receive benefits from its selected custodial firms that it would not otherwise receive if it were not a Registered Investment Adviser.

As fiduciaries, Investment Advisers are obligated to act in the best interest of their clients and cannot use client assets (including client commissions) to benefit themselves, absent client consent. Advisers who obtain brokerage and research services with client commissions do not have to purchase those services with their own funds, which creates a conflict of interest for the Advisers. However, Section 28(e) of the Securities Exchange Act of 1934 provides a safe harbor for firms that exercise investment discretion over accounts to pay for research commission dollars generated by account transactions ("soft dollars").

Q3 receives only general research, management software and back-office administrative support services from its preferred custodial services providers. Q3's custodial service providers make available certain account trading software to Advisers. Additionally, the Adviser may receive traditional "non-cash benefits" from service providers such as customized statements; receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desks servicing Adviser participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees conveniently deducted directly from client accounts; access to an electronic communication network for client order entry and account information; access to mutual funds which generally require significantly high minimum initial investments or those that are otherwise only generally available to institutional investors; reporting features; receipt of regulatory compliance communications; and occasional discounts or free access and travel to business-related seminars and/or products. While the Adviser's preferred service providers do not directly provide any research, it may offer discounts on general products. Any general research received is used for the

benefit of all clients.

Consistent with obtaining best execution, brokerage transactions may be directed to the preferred certain broker/dealers in return for investment research products and/or services which assist the Adviser in its investment decision-making process. Such research generally will be used to service all of the Adviser's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest.

While there is no direct linkage between the investment advice given and the participation in a custodial firm's institutional program, economic benefits are received which would not be otherwise, if the Adviser did not give advice to clients. The benefits received are considered by Q3 to be nominal and do not impair the Adviser's independence. However, any benefits received from these institutions represent a conflict of interest. Clients should be aware however, that the Adviser's receipt of economic benefits from a broker-dealer or other service provider(s) creates a conflict of interest since these benefits may influence the Adviser's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services. However, in fulfilling its duties to its clients, the Adviser endeavors at all times to put the interests of its clients first.

Q3 and its clients may pay slightly more than the lowest rate of commissions available in order to obtain various administrative and research services. However, the Adviser has determined in good faith and after periodic (and ongoing) review, that the fees are reasonable in relation to the full range and quality of the brokerage, administrative and research services provided, viewed in terms of either particular transactions or the Adviser's overall responsibilities with respect to the accounts over which it exercises investment discretion. The determinative factor is whether transaction fees represent the best qualitative execution services for our managed accounts.

Services that generally benefit only the Adviser are those other benefits intended to help the Adviser manage and further develop its business enterprise. These services include educational conferences and events as well as access to technology (software). Services include general compliance and business consulting as well as publications and conferences on practice management and business succession. The service providers may also offer access to employee benefits providers, human capital consultants and insurance providers. The custodial firm's institutional programs may provide these services themselves and in other cases, they will arrange for third-party vendors to provide services to the Adviser. These service providers may also discount or waive fees for some services or pay all or a portion of a third-party's fees. These service providers may also provide other benefits such as occasional business entertainment of our personnel.

Unaffiliated third-party vendors may offer considerations such as invitations to attend industry-related conferences, seminars or workshops. The Adviser would generally not receive any considerations above paid admission, travel expenses, and customary meals. The Adviser's

President and Chief Compliance Officer, Bradford Giaimo, is responsible for monitoring and recording considerations received by the Adviser as well as given.

Trade Allocation Policies for Multiple Client Accounts

When possible, the Adviser will aggregate securities transactions (“block trading”). Due to the individualized nature of services, however, large orders of securities are not always consistent with the nature of the Adviser’s services. Aggregation is undertaken in firms processing large orders of securities in order to realize more effective trade execution and the cost efficiencies that come from executing larger order sizes. In each case, the Adviser strives to allocate investment opportunities or trades among its clients in a manner that is fair and equitable and based upon the client investment objectives.

Normally, under this procedure, transactions will generally be averaged as to price and allocated according to the Adviser’s standard allocation procedure. This procedure considers the circumstances of each trade and always strives for fairness and cost-effectiveness to the client. In most cases when the Adviser executes only a partial fill of a targeted buy order, allocations will prioritize complete fills for clients with the most available cash as a percentage of portfolio assets. Likewise, when the Adviser executes only a partial fill of a targeted sell order, allocations will prioritize complete fills for clients with the least available cash as a percent of portfolio assets. To the extent that the Adviser determines to aggregate client orders for the purchase or sale of securities, including securities in which the Adviser’s Adviser Representatives may invest, the Adviser shall normally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the SEC. An allocation statement will be prepared and any special circumstances or conditions will be outlined in connection with each event. The Adviser shall not receive any additional compensation or remuneration as a result of the aggregation.

Certain issues may impact the Adviser’s allocation under the particular circumstances and in such cases, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Clients are encouraged to discuss any questions that may arise regarding investment policies throughout the course of our engagement. The Adviser receives no additional benefit as a result of the proposed aggregation. Within the prime broker program or similar programs available via recommended brokerage firms, the brokerage firm may effect Clients’ over-the-counter securities transactions on an agency basis. The brokerage firm

executes transactions based upon a number of factors. These include: Size of order, trading characteristics of the security, favorable execution prices, access to reliable data, availability of efficient transaction processing and possible price reductions. In filling these orders, the brokerage firm may transact with a market-making broker-dealer (“market maker”) on the other side of the trade. A market maker may mark-up/down the price of securities for which it makes a market, which is a cost that will be incurred by the Client in addition to any agency commissions assessed by the brokerage firm. Normally, best price and execution is obtained for over-the-counter securities transactions by executing directly with the market maker on a principal basis. The Adviser’s choice to utilize the service provider’s prime broker program available through the selected service provider may limit or eliminate the Adviser’s ability to obtain best price and execution in each case. In certain cases, a security may be purchased through another service provider and in such cases, the security purchased is then transferred to the client account at the client’s selected custodian, and a “trade away” delivery fee is assessed to the client account. Broker custody of client assets may limit or eliminate the Adviser’s ability to obtain best price and execution of transactions in over-the-counter securities.

Item 13 Review of Accounts

Investment Management involves continuous and ongoing services and provides for the monitoring and internal review of portfolio assets. Some individual strategies are reviewed as frequently as daily. Individual portfolios as a whole are generally reviewed no less than quarterly. Portfolio reviews could occur more frequently, depending upon activity, at the time of new deposits or significant withdrawals, reported material changes in client conditions, at the Adviser’s discretion or according to client’s stated direction. Reviews entail the analysis of securities, sensitivity to overall markets, economic changes, investment results to ensure the investment strategy and expectations are structured to continue to meet clients’ stated objectives. Accounts utilizing the same investment strategy may be reviewed as a group.

Reviews are performed by Adviser Representatives under the supervision of the Chief Compliance Officer, Bradford Giaimo. Each quarter clients will receive a detailed account statement directly from their custodian. Q3 may provide quarterly written market updates to clients. Additionally, on a quarterly basis Q3 will provide clients with the opportunity to impose reasonable restrictions on the management of their account. On an annual basis, Q3 will provide clients with access to a suitability questionnaire so that they may adjust their risk profile if their situation has changed.

Clients may authorize Q3 to utilize Client’s email address for all correspondence, notices, and disclosures. Client may also consent to electronic delivery of all trade confirmations, statements, disclosures, notices, and communications as further indicated on the Custodian’s standard account application. While hard copies of notices and other documents may be mailed, should the Investment Adviser or Q3 choose to email the documents instead, they will be sent to the email address set forth on the Investor Profile Questionnaire or such other address as may be provided by Client in writing. At any time, Client may request from Q3 a paper copy of any correspondence, notice, or disclosure sent electronically. Client may also at any time inform Q3 of a decision to receive future correspondence, notices and disclosures in

paper format by notifying Investment Adviser and Q3 at the above addresses. Client agrees to inform Investment Adviser and Q3 of changes to Client's email address and keep such information current.

Financial Planning and Consultation Services do not entail ongoing advice and reviews unless the Adviser is engaged for additional services via written agreement.

Item 14 Client Referrals and Other Compensation

Unaffiliated financial professionals may act as Solicitors on behalf of the Adviser. In such a case, Solicitors will receive ongoing compensation in the form of referral fees, as outlined in the investment management agreement and compensation disclosure document signed by the client. Generally, this compensation amounts to 40% to 60% of the total investment management fee charged to the client.

Solicitors may be utilized as "designated persons" for purposes of complying with Rule 3a-4 under the Investment Company Act. In this regard, the Solicitor will assist Q3 by walking the client through the suitability questionnaire to gather information on the client's financial situation, investment objectives and assist the client in documenting (in this same form), any reasonable restrictions the client wishes to impose in connection with the management of the client's account. At least quarterly, Q3 will communicate with the client to notify the client in writing of the need to contact Q3 if there have been any changes in the client's financial situation or investment objectives, or if the client wishes to impose any reasonable restrictions on the management of the account or reasonably modify any existing restrictions. In addition, the Solicitor shall make periodic contact with the client, at least annually, to assist them in understanding the investment management services offered by Q3 and to obtain and/or update Client information and forward the same to Q3.

Clients should be aware that there is a conflict of interest when a Solicitor recommends the services of Q3, as the Solicitor receives a portion of the investment advisory fees as long as the client remains with Q3.

Solicitors will ensure Q3's Form ADV 2 and the Solicitor's Compensation Disclosure Document is delivered to the client at the time of their recommendation. Additionally, investors will receive an Investment Management Agreement which outlines the services to be provided by Q3 Asset Management, the fees for services and the compensation disclosure. The fee Q3 pays to the referring solicitor can affect the investment management fee that clients pay. As previously noted, advisory fees are negotiable based upon various circumstances. Because Q3 and/or Solicitors maintain the ability to reduce their fees, it's possible that clients will pay a lower or higher fee rate when compared to others receiving similar services.

Q3 reserves the right to engage or deny services to any investment adviser, Solicitor, financial intermediary or investor for any reason.

In situations where a Solicitor is involved, in order to initiate services, after the Solicitor refers an investor to Q3, the investor executes an Investment Management Agreement with Q3.

While there may be cases where the referring Solicitor is retained by the investor as the investor's primary Adviser (via a separate agreement between the client and the soliciting adviser) this does not minimize or change the responsibilities and ongoing investment management services Q3 provides to its clients. The asset management services provided to clients will be based upon the data summarized in the questionnaire portion of the investment management agreement. Client data may change based upon the directives provided to Q3 and any changes in the client's financial situation and modifications in investment strategies as reported to Q3.

The Solicitor is responsible for a variety of ongoing activities as outlined in the Solicitor's Disclosure Document signed by the client. These activities include evaluating the investor's situation, gaining an understanding of investor's objectives, time horizon and risk tolerance; recommending an appropriate portfolio to the investor; communicating necessary directions relating to the portfolio management and changes desired within investor's accounts to Q3; and consulting with the investor periodically to ensure that the recommended portfolio is suitable for the investor based on information the investor provides. The Solicitor is also responsible for reviews of the investor's account, the review of Q3's performance of services, for explaining portfolio strategies and transactions, and to remain available to answer investor questions. Please note that Q3 reviews all data provided by the Solicitor including suitability assessments prior to establishing or making changes to accounts. Additionally, Q3 is happy to assist clients with questions if they should ever have issues contacting their Solicitor.

In providing Investment Management Services and in accordance with its investment management agreement, Q3 will manage investor funds in accordance with a model portfolio or other investment plan selected by the investor. Thereafter, the Adviser will provide ongoing monitoring and rebalancing of the portfolio in accordance with the directives and data provided.

Every investor is obligated to promptly notify Q3 or their Solicitor, of any changes of a personal or financial nature that may materially affect investor's risk profile and consequently, the investment strategy and/or decisions employed in the managed portfolio. Q3, in conjunction with the Solicitor if applicable, will evaluate such information and make the necessary adjustments.

In addition to referral fees paid to a Solicitor, Q3 and/or its affiliates may provide marketing support or other services to assist Solicitor in promoting Q3 and its services. Marketing support may take the form of payment of certain expenses, such as fees to allow Q3 to participate in sales conferences of Solicitor, expenses of presenting workshops and seminars for prospective and existing clients, or expenses of attendance by the Solicitor at informational meetings held at Q3's offices. Gifts of nominal value and/or promotional incentives may also be provided, when permissible, in accordance with the Soliciting Individual's firm policies on receipt of non-cash compensation by its affiliated advisors. These additional payments will not increase the fees assessed to those client accounts associated with Solicitor.

Unaffiliated Investment Advisers may choose to utilize Q3's services through a direct Sub-Advisory relationship, or through an unaffiliated Turnkey Asset Management Provider (TAMP). Under the terms of these arrangements, Q3 may not execute an Investment Management

Agreement directly with the end client as Q3 is acting strictly as a Sub-Adviser within the investment program. The investor's primary Adviser is responsible for reviewing client suitability, strategy selection and handling all client communications.

Unaffiliated Investment Advisers may also choose to utilize Q3's services through a Tri-Party Investment Management Agreement. In such a case, Q3 acts as the Separate Account Manager and is responsible for implementing investment management services, along with other services to the Client, as outlined in the client agreement. The Client's Primary Adviser acts as the Investment Adviser, and as such is responsible for obtaining financial and suitability information from the Client, discussing goals and objectives with the Client, maintaining communication with the Client, as well as other specified services.

Solicitors

Solicitors engaged by Q3 are not employees or Adviser Representatives of Q3. Solicitors, therefore, may be otherwise engaged in another investment advisory practice and/or are registered representatives of a broker/dealer. Solicitors may also be engaged in other business activities (such as insurance, accounting, etc.). Therefore, clients are advised that solicitors earn commissions and/or other fees that are charged to their clients when they provide services in these capacities. The business activities of Q3's contracted solicitors outside of their referral services to Q3 are separate and distinct from the services they provide to Q3.

Q3 offers a marketing reimbursement program to Solicitors that are interested in promoting the services of Q3 to their prospective and current clients. Reimbursement dollars may also be used for client appreciation events. Any seminar, marketing event and subsequent reimbursement program-related activities require approval by the Adviser Representative's supervising Registered Investment Adviser's compliance department. Should a prospective client decide to invest with Q3, that client must be provided with a disclosure document that includes the fact that the solicitor will share in any advisory fees collected by Q3. Acknowledgement of the arrangement will be included in the written agreement between the Client and Adviser.

Generally, Q3 will reimburse the Solicitor for up to 50% of the cost of an event, although this amount may vary. The reimbursement must pass through the Solicitor's supervising Investment Advisory Firm. Generally, reimbursements shall be equal to \$100 for every \$100,000 in new business referred to Q3. In some circumstances, if approved by the supervising Investment Advisory Firm, Q3 may pay for a meal or event directly. For additional information investment professionals may request a copy of Q3's *Seminar Reimbursement Program* overview.

Item 15 Custody

Q3 does not take custody of client funds or securities with the exception that Q3 will debit client accounts for contractually agreed investment advisory fees but only with the client's authorization ("constructive custody"). Client assets are held at an unaffiliated qualified custodian of the client's choosing. Q3's preferred custodial service providers are listed in

Item 12 herein. Client funds are held separately in the name of each client. Clients can expect to receive regular account statements directly from their selected custodial firm. Clients must promptly notify their custodian and the Adviser if custodial statements are not being directly received by the Client.

Item 16 Investment Discretion

Q3 Asset Management accepts limited discretionary trading authority when managing securities accounts on behalf of clients as evidenced via the Client Agreement and custodial forms completed by the client. We emphasize the unrestricted right of clients to decline to implement any advice rendered, in whole or part. Where Q3 is granted discretionary authority of the client's accounts, clients are welcome to request investment parameters and/or limitations in writing. Prior to assuming limited discretionary authority, clients must complete our Investment Management Agreement and acknowledge receipt of this Form ADV 2 Brochure.

Item 17 Voting Client Securities

Q3 does not maintain authority to vote client securities (with the exception of our role as Adviser to the Q3 All-Season Funds). Clients retain the authority to vote proxies and are responsible for ensuring that proxy materials are sent directly to them or the third-party they may assign. While Q3 does not vote proxies for clients, it is available to assist clients with questions and concerns relating to proxies. The Adviser does not engage in proxy-related discussions with non-clients and does not solicit proxies. In the event Q3's advice is solicited by its clients, the Adviser shall abide by the following conditions:

- Q3 will disclose any significant relationship with the issuer, its affiliates or a security holder proponent of the matter on which proxy voting advice is given, as well as any material interest of our Adviser in the matter.
- The Adviser will not accept special consideration from any person, other than the security holder recipient thereof, in exchange for furnishing voting advice, and;
- Voting advice will not be furnished on behalf of any person soliciting proxies, or on behalf of a participant in an election contest subject to SEC Rule 14a-11.
- Q3 shall not communicate with the press concerning a proxy.
- Q3 does not solicit proxies.

Q3 votes proxies for the Q3 All-Season Funds and the Fund will report all proxy votes annually, as required. If conflicts of interest arise in regard to proxy voting associated with Q3's affiliated Funds, such conflicts will be disclosed and updated the ADV 2A.

Item 18 Financial Information

Q3 does not require prepayment of more than \$1,200 in fees per client, six months or more in advance. As previously noted, the Adviser does not maintain custody of client funds or securities except for the ability to deduct investment advisory fees via custodial accounts with the client's written authorization. Q3 is not legally affiliated to any custodial or brokerage firms. Therefore, a balance sheet is not required to accompany this disclosure.

Privacy Policy

As an SEC-regulated Registered Investment Adviser, Q3 is covered under the definition of a "financial institution" in the Federal Gramm-Leach-Bliley Act (the "Act") and the SEC's Regulation S-P (the "Privacy Rule"). The Adviser is therefore subject to Act as well as the rules of privacy imposed on Investment Advisers and other financial services firms.

Privacy and the protection of nonpublic personal information is an issue that the staff of Q3 takes seriously.

To maintain compliance with Privacy Rules, every broker, dealer, investment company and investment adviser is required to adopt policies and procedures reasonably designed to safeguard customer and consumer records and information. Q3 Asset Management has adopted Privacy Policies and Procedures and Identify Theft Red Flag Rules Policies and Procedures in an effort to help protect clients and consumers.

In its role as Investment Adviser, Q3 routinely collects nonpublic personal information from clients and prospective clients. This information generally will include but is not limited to:

- Information provided from applications, forms and other information provided to us either verbally or in writing, and include but are not limited to your name, address, phone number, account information, social security number, assets, employment, income and debt;
- Information about your transactions, accounts, trading activity and parties to transactions; health and beneficiary information (such as may pertain to financial / investment planning issues);
- Information from other outside sources;
- Any other data that is deemed to be nonpublic personal information as defined by the Act and state privacy rules.

Q3 values our clients' trust and confidence. We will never sell the nonpublic personal information we obtain from consumers or clients.

All information provided by clients or prospective clients to Q3, (including the Adviser's personnel), and information and advice furnished by the Adviser to clients, shall be treated as confidential and shall not be disclosed to unaffiliated third parties, except as directed by clients with written authorization, by application to facilitate the investment advisory services offered

by the Adviser via an affiliated or unaffiliated financial services provider (such as the client's custodial firm or broker/dealer), or as required by any rule, regulation or law to which the Adviser or its staff maybe subject.

Q3 maintains clients' records in a controlled environment and records (electronic and otherwise) are only available to authorized persons of the Adviser who have a need to access client information in order to deliver advisory services, provide administrative support, or to respond to client requests. The Adviser has made reasonable efforts and conducts periodic tests to ensure that its electronic network is protected. The Adviser verifies incoming requests for account changes in an effort to ensure that these requests are coming directly from clients or authorized and legitimate sources.

Q3's position on protecting non-public personal information extends beyond the term of the Advisory Agreement. Client information is retained in a protected manner for the time period required by regulators (five years from the date of last use) and thereafter is safely destroyed via secure deletion, in-house shredding or via a contracted secure shredding service.

Consumers (defined as those persons or entities who are not clients) who provide information during an initial consultation or for other purposes but do not go on to become clients of the Adviser also receive privacy protection. Original information will be shredded, or if preferred by the individual, promptly returned in person or via the mail, if the Adviser's services are not engaged. Alternatively, if nonpublic personal information is contained in copies of documents, notes or some other media, this information will be securely filed for a period of up to one year (depending upon likelihood of engagement) before being securely deleted, shredded in-house or destroyed via a secure shredding service.

Clients and consumers are encouraged to discuss any questions regarding Q3's privacy and data security policies and procedures with Bradford Giaimo, President and Chief Compliance Officer.