

Q3 Advisors, LLC

FORM ADV PART 2A

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November 1, 2020

This Brochure provides information about the qualifications and business practices of Q3 Advisors, LLC. If you have any questions about the contents of this Brochure, please contact Craig Wear at 800-876-0703. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

We are a registered investment adviser. However, registration of an investment adviser does not imply any level of skill or training. The oral or written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Q3 Advisors LLC is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Summary of Material Changes

Since our last ADV Part 2A Brochure filing on March 30, 2020, we have made the following material changes to this brochure:

- In July of 2020, Q3 Advisors ceased the offering of its Active401K platform. We no longer remain eligible for SEC-registration as a “multi-state advisor” and are seeking registration with the state of Texas.

You may request our full Brochure by contacting us at 800-676-0703 or by email at craig.wear@q3adv.com. You may also download a free copy via the Internet from the SEC’s website at www.adviserinfo.sec.gov.

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Item 4 – Advisory Business

Q3 Advisors was formed May 2016 as a limited liability company organized pursuant to the laws of the State of Texas. In March of 2019, Q3 Advisors began doing business as Craig G. Wear to provide retirement consulting and retirement consulting services. Q3 Advisors is 100% owned by Craig Wear, who serves as Managing Member, Chief Compliance Officer, and the sole investment adviser representative (IAR).

We offer the following types of advisory services.

Retirement Consulting Services

Q3 Advisors, doing business as Craig Wear, offers retirement consulting services. Clients may engage Craig Wear for these retirement consulting services in accordance with a financial consulting agreement. Q3 Advisors tailors its retirement consulting services to the individual needs of clients based on an analysis of factors, including but not limited to, the client's annual income, net worth, proposed retirement date, tax status, and other facts. Such services do not include recommendations concerning the purchase or sale of individual securities or industry sectors. Additionally, our retirement consulting services do not encompass other areas that would be in a comprehensive financial plan. These areas include education planning, net worth analysis, and other areas. We provide comprehensive retirement planning evaluation, projections, and advice, with the added focus on the possibilities of the implementation of specific Roth conversion strategies.

Q3 Advisors does not serve as a law firm or accounting firm, and no portion of its services should be construed as legal, accounting or tax services. To the extent requested by a client, Q3 Advisors may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance agents, etc.), but we have no referral arrangements and do not receive compensation for providing recommendations if requested.

Q3 Advisors may also refer clients or prospective clients to other investment advisers for specific investment recommendations and/or implementation purposes. Q3 Advisors only does so to the extent requested by the client. Neither Q3 Advisors or Craig Wear receives referral fees or compensation by referring clients or prospective clients seeking advice about their circumstances or pursuing a particular investment strategy to any investment adviser. The client or prospective client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Q3 Advisors.

Q3 Advisors does not sponsor or manage a wrap fee program.

Q3 Advisors does not have any client accounts under direct supervision or management.

Because we do not offer investment management services, as of the date of this brochure, we have \$0 in discretionary assets under management and \$0 in non-discretionary assets under management.

Item 5 - Fees and Compensation

We are compensated for our advisory services through fixed fees, which are negotiable. Our retirement consulting fees will range from \$5,000 - \$9,000 for the first year of our services. Fees for the second year (and any subsequent years) will range from \$1,000 - \$3,000. The fee is based on the complexity of your situation. We require prepayment of fees, but in no situation will any prepaid fees be more than \$500 for services rendered more than six months in advance for any client.

Clients may pay by credit card through Stripe, a secure payment processor, or by electronic transfer via Automated Clearing House (ACH). You may choose one or both methods. Regardless of payment method, we do not have access to credit card or bank account information, nor can we see those details.

Clients have the right to terminate the contract and receive a full refund within five business days after entering into an agreement with us if the Part 2 of Form ADV or a disclosure statement containing the equivalent information had not been delivered to the Client at least 48 hours prior to the Client entering into the agreement. For the purposes of this provision, a contract is considered entered into when the Client and Q3 have signed the contract, or, in the case of an oral contract, otherwise signified their acceptance, any other provisions of the agreement notwithstanding.

Similar advisory services may be available from other investment advisers and the fees may be higher or lower than fees charged by those investment advisers for similar services.

Any fees paid to Q3 Advisors are for our investment advisory services only. All fees paid to Q3 Advisors for advisory services are separate from the fees and expenses charged to clients by the investments in client accounts, other investment advisers or other financial professionals. A complete explanation of these expenses is contained in each investment's prospectus. No portion of such fees are payable to Q3 Advisors.

Implementing our Retirement Consulting Services may involve the liquidation of securities, Roth conversions, or other movement of accounts. Any fees or costs associated with implementing our advice is not under our control and clients should be aware of the associated fees or costs that other financial professionals or firms may charge.

Q3 nor any of its supervised persons accept or receive compensation for the sale of securities or other investment products.

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

Q3 Advisors does not charge any performance-based fees or fees that are based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 - Types of Clients

Q3 Advisors provides its Retirement Consulting Services to individuals and high net worth individuals.

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

Q3 does not create investment strategies, analyze securities portfolios or holdings, or offer advice on specific securities products. Our clients may hold investments or securities in investment or brokerage accounts that are used in our retirement consulting services. Therefore, clients should be aware that investing in securities involves risk of loss that they should be prepared to bear. Q3 Advisors does not promise or guarantee returns.

All investments carry some amount of risk. The investments or securities that you may hold in brokerage or investment accounts may be subject to the following principal investment risks:

Currency Risks – The risk that foreign currencies will decline in value relative to the US dollar and affect a portfolio's investments in foreign (non-US) currencies or in securities that trade in, and receive revenues in, or in derivatives that provide exposure to, foreign (non-US) currencies.

Debt Securities Risks – The issuer of a debt security may fail to pay interest of principal when due, and changes in market interest rates may reduce the value of debt securities or reduce the portfolio's returns.

Emerging-Markets Risk – Foreign investment risks are typically greater for securities in emerging markets, which can be more vulnerable to recessions, currency volatility, inflation and market failure.

Equity Risks – The risk that the value of equity securities, such as common stocks and preferred stocks, may decline due to general market conditions which are not specifically related to a particular company or to factors affecting a particular industry or industries. Equity securities generally have greater price volatility than fixed income securities.

ETF Risks – A portfolio will be exposed indirectly to all of the risks of securities held by an ETF.

Foreign Investment Risk – Foreign investments face the potential of heightened illiquidity, greater price volatility and adverse effects of political, regulatory, tax, currency, economic or other macroeconomic developments.

High-Yield Securities Risk – High-yield securities have a much greater risk of default or of not returning principal and tend to be more volatile than higher-rated securities of similar maturity.

Interest-Rate Risk – The risk that fixed income securities will decline in value because of an increase in interest rates.

Issuer Risk – The value of a security may decline because of adverse events or circumstances that relate to conditions at the issuer or any entity providing it credit or liquidity support.

Leverage Risk – The risk that certain investments may utilize leverage, causing the investment to be more volatile than if it had not been leveraged.

Leveraged/Inverse ETF Risk- Leveraged ETFs seek to deliver multiples of the performance of the index or benchmark they track. Inverse ETFs (also called “short” funds) seek to deliver the opposite of the performance of the index or benchmark they track. Like traditional ETFs, some leveraged and inverse ETFs track broad indices, some are sector-specific, and others are linked to commodities, currencies, or some other benchmark. Inverse ETFs often are marketed as a way for investors to profit from, or at least hedge their exposure to, downward moving markets. Leveraged inverse ETFs (also known as “ultra-short” funds) seek to achieve a return that is a multiple of the inverse performance of the underlying index. An inverse ETF that tracks a particular index, for example, seeks to deliver the inverse of the performance of that index, while a 2x (two times) leveraged inverse ETF seeks to deliver double the opposite of that index’s performance. To accomplish their objectives, leveraged and inverse ETFs pursue a range of investment strategies using swaps, futures contracts, and other derivative instruments. Most leveraged and inverse ETFs “reset” daily, meaning that they are designed to achieve their stated objectives daily. Their performance over longer periods of time — over weeks or months or years — can differ significantly from the performance (or inverse of the performance) of their underlying index or benchmark during the same period. This effect can be magnified in volatile markets.

Market Risk – The market price of securities held by a portfolio may rapidly or unpredictably decline due to factors that generally affect securities markets or specific industries or sectors.

Mortgage- and Asset-Backed Securities Risk – These securities may decline in value when defaults on the underlying mortgage or assets occur and may exhibit additional volatility in periods of changing interest rates. When interest rates decline, the prepayment of mortgages or assets underlying such securities may require the reinvestment of money at lower prevailing interest rates, resulting in reduced returns.

Regulatory Risk – The risk that changes in government regulations may adversely affect the value of a security. An insufficiently regulated industry or market might also permit inappropriate practices that adversely affect an investment.

Real Estate Risk – The real estate market has experienced some large swings recently. Due to changes in interest rates, the lending market, economic policy, and supply and demand, in addition to illiquidity, real estate investments can carry a great deal of risk.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Q3 Advisors or the integrity of Q3 Advisors' management.

Neither Q3 Advisors nor any of its management has been the subject of any criminal or civil action that would be material to the evaluation of Q3 Advisors or the integrity of its management.

Neither Q3 Advisors nor any of its management has had any administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

Neither Q3 Advisors nor any of its management has had any proceedings before any self-regulatory organizations.

Item 10 - Other Financial Industry Activities or Affiliations

Q3 Advisors or Craig Wear is not registered as a broker-dealer or a registered representative of a broker-dealer, nor does Q3 Advisors or Craig Wear have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Q3 Advisors or Craig Wear is not registered as a futures commission merchant, commodity pool operator, or a commodity trading advisor, nor does Q3 Advisors or Craig Wear have an application pending to become an associated firm or person of the foregoing entities.

Neither the firm nor Craig Wear is or has a material relationship with any of the following types of entities:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker
- Investment company or other pooled investment vehicle (including mutual funds, closed-end investment companies, unit investment trusts, private investment company or "hedge fund" and offshore fund
- Other investment adviser or financial planner

- Futures commission merchant, commodity pool operator, or commodity trading advisor
- Banking or thrift institution
- Accountant or accounting firm
- Lawyer or law firm
- Insurance company or agency
- Pension consultant
- Real estate broker or dealer
- Sponsor or syndicator of limited partnerships

Neither the firm nor Craig Wear recommends or selects other investment advisers nor is any direct or indirect compensation received from such activities.

Craig Wear holds and maintains a life, accident, and health insurance license, but does not engage in the solicitation of insurance products and does not receive any compensation from the sale of insurance products. He is also the owner of Craig Wear Financial Group LLC and Reditus LLC, previously established entities formed for the purposes of providing life insurance products and services. However, these two entities are not engaged in any business.

Craig Wear is the managing member of Angel's Lookout Vacations LLC, a rental property management company.

Craig Wear also engages in educational seminars and webinars designed to provide general information about retirement planning. These seminars and webinars are informational, educational in nature, and do not contain individualized advice or recommendations.

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

Q3 Advisors has adopted a Code of Ethics to ensure that securities transactions by Q3 Advisors and its supervised persons are consistent with Q3 Advisors' fiduciary duty to its clients, and to ensure compliance with legal requirements and Q3 Advisors' standards of business conduct. A written copy of Q3 Advisors' Code of Ethics is available upon request.

Q3 Advisors will maintain a record of personal securities transactions. All applicable rules and regulations will be strictly enforced. Q3 Advisors will not permit insider trading.

To prevent conflicts of interest, all employees of Q3 Advisors must comply with Q3 Advisors' Code of Ethics, which may impose restrictions on the personal trading of its supervised persons.

Neither Q3 nor any of its supervised persons will recommend any securities in which we have a material financial interest.

Item 12 - Brokerage Practices

Q3 Advisors does not have investment discretion, nor does it manage the investment accounts of its clients. Therefore, we will not make recommendations of broker-dealers or custodians for client transactions. Clients may have existing investment or brokerage accounts at broker-dealers.

Clients who engage us for our Retirement Consulting Services may have investments and securities in preexisting investment or brokerage accounts. Q3 does not represent that it has evaluated any preexisting brokerage or investment relationship.

Because of the nature of our advisory services, we do not have any soft-dollar arrangements or any other arrangement with broker-dealers or custodians.

We do not receive any client referrals or any other incentive from any broker-dealer or custodian. If clients have existing investment or brokerage accounts or open any new investment or brokerage accounts to implement our retirement consulting advice, we have no control over the cost of commissions or any other costs that clients may incur as a result of implementing our retirement consulting advice. Additionally, we have no control over the quality of execution or trading practices, including trade aggregation, for any securities transaction that may result from implementing our advice.

Although implementing our retirement consulting advice may require an investment or brokerage account, we will not require, recommend, or request that you direct securities transactions to any specific broker-dealer or custodian. Maintaining or opening an investment or brokerage account is your decision. The relationship clients have with their specific broker-dealer(s) or custodian(s) is independent of your advisory relationship with us.

Item 13 - Review of Accounts

Due to the nature of the service, Q3 Advisors does not manually review client accounts as it will not have access to such accounts nor do we give advice on specific investments or accounts, even those accounts or balances that are used as input for our retirement consulting services. You may request a review or an update of your personal financial situation at any time during the first year of engagement with us. After the termination of the advisory agreement any requested reviews or update would necessitate a new written agreement.

Clients receive standard quarterly account statements from their brokerage or investment firms. Q3 does not provide any account statements or reports after delivery of the financial plan.

Item 14 - Client Referrals and Other Compensation

Q3 Advisors does not provide compensation either directly or indirectly to any non-supervised person for referrals of clients. Additionally, the Firm does not receive any economic benefits from any non-clients for providing investment advice to Q3 Advisors' clients.

Item 15 - Custody

Q3 Advisors does not have nor will it have custody of your funds or securities, nor do we have authorization to debit any advisory fees from any bank or brokerage account. Payment of advisory fees to us is entered by Clients and at no time can we see or have access to credit card or bank information.

If you have existing brokerage or investment accounts at a broker-dealer or custodian, you will receive quarterly statements from them. You should carefully review those statements. We will not send you account statements, quarterly or otherwise, or trade confirmations.

Item 16 - Investment Discretion

Q3 Advisors will not have discretionary authority of any kind over your brokerage or investment accounts, nor do we request discretionary authority of any kind.

Item 17 - Voting Client Securities

Q3 Advisors shall not take any action or render any advice with respect to the voting of proxies solicited by, or with respect to, the issuers of any securities held in your brokerage or investment accounts. Proxy notices or other solicitations will come directly from your custodian or transfer agent. If you desire proxy advice, you may contact us and we will assist you with contacting your custodian, transfer agent, or other financial professional with whom you maintain the account.

Item 18 - Financial Information

Since we do not have discretionary authority of any type, custody of your funds or securities, or require or solicit prepayment of fees for more than \$500 per client six months or more in advance, we are not required to include a balance sheet for our most recent fiscal year.

Neither Q3 Advisors nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients. Q3 Advisors, its ownership or its management has not been the subject of a bankruptcy petition in the last ten years.

Item 19 – Requirements for State-Registered Advisers

Principal Executive Officers and Management Persons

Q3 Advisors is owned and operated by Craig G. Wear. Further information on their business and educational background can be found in the Part 2B of this brochure.

Outside Business Activities

The outside business activities for Craig Wear can be found in the Part 2B of this brochure.

Performance Based Fees

Neither Q3, its management persons, or investment adviser representatives receive any performance-based fees.

Disclosure of Material Facts Related to Arbitration or Disciplinary Actions

Neither Q3 or its management persons have any arbitration or disciplinary actions to report.

Material Relationship Maintained by this Advisory Business or Management Persons with Issuers of Securities

There are no material relationships with issuers of securities to disclose.

ADV Part 2B (Brochure Supplement)

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November 23, 2020

This brochure supplement provides information about Craig Wear that supplements Q3 Advisors' brochure. You should have received a copy of that brochure. Please contact us at 800-676-0703 if you did not receive Q3 Advisors' brochure or if you have any questions about the contents of this supplement.

Additional information about Craig Wear is available on the SEC's website at www.adviserinfo.sec.gov.

Craig Wear

Educational Background and Professional Qualifications

- Year of Birth - 1959
- Bachelor's Degree in Finance – 1982 – Texas A & M University
- Life, Accident, and Health Insurance License

Craig Wear holds the Certified Financial Planner (CFP) designation. The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university);
- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year);
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.
- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field;
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

Business Experience

- May 2016 – Present
 - Managing Member/Chief Compliance Officer/Investment Adviser Representative – Q3 Advisors LLC
- February 2019 – Present
 - Managing Member – Reditus LLC
- June 2015 – Present
 - Managing Member – Angel’s Lookout Vacations LLC
- January 2007 – Present
 - Owner/Managing Member – Craig Wear Financial Group LLC
- December 1996 – December 2016
 - President – Craig G. Wear CFP Inc.
- January 1995 – November 2016
 - President/Financial Advisor – Game Plan Advisors, Inc.

Disciplinary Information

There is no disciplinary information to report.

Other Business Activities

Craig Wear’s other business activities are discussed in Item 10 of the Form ADV Part 2A.

Additional Compensation

Craig Wear receives no additional compensation from any source concerning advisory services offered by him or Q3 Advisors.

Supervision

Craig Wear is the CCO of Q3 Advisors and is responsible for the firm’s policies and procedures. The telephone number for Craig Wear is 800-676-0703.

Requirements for State-Registered Advisors

Craig Wear has not been involved in any of the events listed below.

1. An award or otherwise being found liable in an arbitration claim alleging damages exceeding \$2,500, involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;

- c) theft, embezzlement, or other wrongful taking of property;
- d) bribery, forgery, counterfeiting, or extortion; or e) dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- a) an investment or an investment-related business or activity;
- b) fraud, false statement(s), or omissions;
- c) theft, embezzlement, or other wrongful taking of property;
- d) bribery, forgery, counterfeiting, or extortion; or
- e) dishonest, unfair, or unethical practices.

B. Craig Wear has not been the subject of a bankruptcy petition in the past ten years.