

## Form ADV Part 2A



### **Qooore Corp. Client Brochure**

908 Broadway  
San Francisco, CA 94133  
(747) 336-0031  
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This brochure (the “Brochure”) provides information about the qualifications and business practices Qooore Corp. [“Qooore”]. If you have any questions regarding the contents of this Brochure, please contact us at (747) 336-0031 or via electronic mail, to [info@qooore.com](mailto:info@qooore.com). 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. Qooore is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information with which you may determine to hire or retain an adviser. Additional information about Qooore is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

Qooore is a newly registered adviser. Therefore this is the first brochure being provided. We will ensure that you receive a summary of any material changes to this and subsequent brochures within one hundred and twenty (120) days of the close of our fiscal year. We may also provide other ongoing disclosure information about material changes as necessary and provide you with a new brochure as necessary based on changes or new information, at any time, without charge.

Our brochure may be requested by contacting Igor Sheremet, at (747) 336-0031 or [info@qooore.com](mailto:info@qooore.com). Additional information about Qooore is also available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website also provides information about any persons affiliated with Qooore who are registered, or are required to be registered, as investment adviser representatives of Qooore, if applicable.

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#### Item 4 – Advisory Business

Qooore, a Delaware corporation with its principal place of business in California, which has been in business since June 2020. Qooore offers its investment advisory services via its mobile application available through the App Store (Apple) and Google Play (Android). Qooore is a subscription-based mobile application providing AI-powered investment insights. The primary focus of Qooore is to provide investment advisory services (both personal and impersonal), which are offered to clients as well as to prospective clients of the mobile application via web-based solutions and online information resources. Qooore collects and aggregates its clients' strategies and analyses by calculating their previous results, number of insights generated, and their levels of investment to generate a single balanced client rating – the smart signal – based on an AI-powered scoring system and previous insights. Qooore provides AI-powered investment smart-insight on a daily basis and is continually developing AI algorithms and using human experts to provide the best insights on stocks and markets as well as all relevant news on companies to satisfy the interest of every client. Qooore assists clients with building and developing smart financial habits and managing wealth by providing financial education, tools, and guidance, and simplifying and optimizing the way clients invest.

Qooore interacts with clients through a technology platform that is available through Qooore's mobile application. Qooore provides investment advice (both personal and impersonal) exclusively through its interactive mobile application and delivers advisory services to clients. Qooore does not generally provide investment advice in person, over the phone, live chat, or in any other manner other than through the advisory services on the mobile application. Qooore provides a platform for its clients to share their trading strategies and impressions of the market. Qooore's technology serves strategies and insights of content-providers based on the information provided from clients upon establishing their profile and account and, subsequently, their investing habits.

Qooore's data aggregation is highly dependent on receiving accurate information from clients. If clients provide Qooore with inaccurate information or fail to update promptly the information provided to Qooore when it changes, the quality and applicability of Qooore's aggregation could be materially impacted. There may be additional information about a client's personal financial situation that is not elicited through Qooore's mobile application that could inform Qooore's advice and aggregation if it were provided to Qooore. Clients should consider this limitation on Qooore's service, which is a function of Qooore primarily providing an automated service. Based on the information the client provides on the mobile application, Qooore uses the mobile application to provide the client with investment advice in the form of (i) various publicly traded securities, including exchange-traded funds, shares of stock of publicly traded companies, and/or similarly traded instruments and specific information pertaining to such securities, which are determined without taking into consideration any client's specific facts and circumstances and thus are impersonal investment advice intended to provide clients with information regarding a broad array of publicly traded securities and allow clients to construct portfolios consistent with their own needs and objectives; and (ii) numerous features that use qualitative and/or quantitative inputs to analyze, rank, and/or otherwise distinguish publicly traded securities and/or portfolios of such securities based on various investment characteristics and/or factors according to client analyses, strategies, and relevant news reports.

Based solely on the information derived from clients' profiles, Qooore uses a proprietary algorithm to analyze such information and, through its smart-signal, provides the client with access to investments and general recommendations regarding financial habits, diversification, and portfolio construction. Although Qooore maintains each client's smart signal, Qooore does not override the smart-signal to provide alternative recommendations to any particular client, whether based on any additional criteria provided by the client, market and/or economic conditions, or otherwise.

Qooore does not participate in wrap fee programs.

Qooore is principally owned by Stanislav Khudiakov, Igor Sheremet, Timofey Tkachenko, and Kowa Capital Limited, a Cyprus-based entity. Messrs. Khudiakov, Sheremet, and Tkachenko do not make any investment decisions for Qooore's clients but oversee all general administrative functions of the platform and company. **As of July 1, 2020**, Qooore manages no discretionary client assets and no non-discretionary assets.

Each Qooore client is responsible for managing the capital of their portfolio in accordance with their own investment objectives.

In the interim, all clients can share their insights on the platform. Once Qooore's mobile application fully integrates its trading function, only those clients who trade on the platform will be able to share their insights.

#### **Item 5 – Fees and Compensation**

Qooore receives fees from subscriptions, tips, and in-app purchases. Qooore reserves the right to change any of the fees at its sole discretion without prior written notice.

##### *Subscription Fees*

Qooore receives twenty percent (20%) of all subscription fees paid on the mobile application. Subscription fees are analogous to a standard advisory fee. Subscription fees are paid based on a client's satisfaction with the content creator. A client's relationship with a content creator is derived from and the result of Qooore's algorithm and technology developing the client's smart-signal in order to optimize the client's strategy by availing each client of suitable information and advice. Content providers and creators using the mobile application establish a price for another client to subscribe to their content. By subscribing to a certain content provider, the client is able to access and follow investment related content, analysis, and forecasts provided by the particular content provider or creator. Qooore facilitates subscription to the content provider through the use of its algorithm and aggregation of client data and, therefore, retains twenty percent (20%) of the price of any purchase of content by an end user.

##### *Tip Fees*

Qooore enables clients to provide a voluntarily tip to content providers or creators. Qooore receives twenty percent (20%) of any amount a client tips to a content provide or creator.

##### *In-App Purchases Fees*

Qooore's final source of revenue is derived from in-app purchases. The percentage fee Qooore receives from in-app purchases is determined in accordance with the following schedule:

Purchase Price	Fee
\$0.99	1%
\$9.99	0.50%
\$99.99	0.025%

#### **Item 6 – Performance-Based Fees and Side-By-Side Management**

Qooore neither charges nor receives a performance-based fee.

#### **Item 7 – Types of Clients**

Qooore offers its services to all individuals, including high net worth individuals, and other pooled investment vehicles. Qooore requires no ongoing minimum investment amount or account minimum. Qooore has yet to determine whether there is a minimum amount required for opening a trading account.

#### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear.

## **Methods of Analysis and Investment Strategies**

Qooore's interactive mobile application assists clients in the formulation of their investment strategy based on the information each client provides upon establishing their profile and account and, subsequently, their investing habits. Qooore aims to provide client with strategies and insights to assist in promoting diversification and long-term growth based on the client's smart-signal. Although the purpose of Qooore's smart-signal is to provide the best education, tools, guidance and advice to each particular client, each client is solely responsible for determining whether any investment, investment strategy or related transaction is appropriate based on the client's personal investment objectives, financial circumstances and risk tolerance.

## **Risks**

There can be no assurance that the individual investment strategy of every client will achieve profitable results, and results may vary substantially over time. Past performance of a client is not indicative of future results of that particular client or any other client. Investors risk the loss of their entire investment.

The risks below are summaries of the material risks of Qooore clients' investment strategies.

### *Investment and Trading Risks in General*

The market value of equity securities will generally fluctuate with market conditions. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. Prices of equity securities tend to fluctuate over the short term as a result of factors affecting the individual companies, industries or the securities market as a whole. Inherent in any investment in securities is the risk of losing the invested capital. No guarantee or representation is made that the clients' investment program will be successful or profitable, and investment results may vary substantially over time.

### *Short-term Purchases*

Clients may purchase securities with the intent on selling them within a relatively short time (typically one year or less). A risk of short-term purchase strategy is that, should the anticipated price swing not materialized, the client may be left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, a trading strategy utilizing short-term purchases involves more frequent trading than a longer-term strategy, which can result in transaction-related costs, as well as less favorable tax treatment of short-term capital gains based on an increase in a security's value.

### *Non-diversification Risk*

Clients that concentrate their investments in a small number of issuers or industries makes them more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified portfolio may be.

### *Software Risk*

Qooore delivers its services entirely through software. Consequently, Qooore rigorously designs, develops and tests its software extensively before putting such software into production with actual client accounts and assets and periodically monitors the behaviors of such software after its deployment. Notwithstanding this arduous design, development, testing and monitoring, it is possible that such software may not always perform exactly as intended or as disclosed on the website, mobile application, or other Qooore disclosure documents, especially in certain combinations of unusual circumstances. Qooore continuously strives to monitor, detect and correct any software that does not perform as expected or as disclosed.

### *Cybersecurity Risk*

This is a risk related to unauthorized access to this systems and networks of Qooore and its service providers. The computer systems, networks and devices used by Qooore and services providers to Qooore and its clients to carry out

routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow or otherwise disrupt operations, business processes or mobile application access or functionality. Cybersecurity breaches cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by Qooore and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensations costs, or other compliance costs; as well as the inadvertent release of confidential information. Similar adverse consequences could result from cybersecurity breaches affecting issues of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers and other financial institutions; and other parties. In addition, substantial costs may be incurred by those entities in order to prevent any cybersecurity breaches in the future.

#### *Legislative Risk*

Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment adviser/financial adviser or securities trading regulation or changes in financial services regulation and legislation as applied to securities traded through mobile applications.

#### *Foreign Securities*

Clients may invest in foreign securities on the mobile applications. Foreign equity securities involve risks in addition to those associated with domestic investments. These risks include adverse legal, political, or economic developments. Since the economies of foreign countries generally are heavily dependent upon international trade, trade barriers, and exchange controls may adversely affect companies located in such countries. Because the securities purchased in a foreign market may be denominated or quoted in currencies other than the U.S. dollar, changes in foreign currency exchange rates may affect the value of securities in the clients' portfolios.

#### *Potential Market Illiquidity*

Due to a variety of circumstances, securities cannot always be liquidated at the desired price. This can occur when the market is "thinly traded" (i.e., a relatively small volume of buy and sell orders). Securities exchanges typically have the right to suspend or limit trading in all securities that it lists. In these instances, clients may be unable to liquidate certain unprofitable positions for some time, thereby increasing the loss from the trade.

#### *Impersonal Advice*

Qooore's mobile application is not designed to meet every objective or need of specific clients or accounts. Qooore does not purport to consider any client's overall financial situation or investment objectives, level of financial sophistication, or investment experience, or any tax, accounting, legal, regulatory, financial, planning or other similar considerations or status relevant to any analysis or investment. If that information is provided or becomes available to Qooore or any of its employees, it will not be used to personalize the services to the financial situation, investment experience, and investment objectives of the client.

#### *Reliance on Third Parties and Technology*

In developing Qooore's smart signal, Qooore relies on third-party sources for information that it believes to be reliable, but in no way does Qooore guarantee the quality, accuracy, timeliness, completeness and/or usefulness of such third-party information. Qooore does not prepare, edit, or endorse any content provided by third-parties, and is not responsible or liable for any content, advertising, products, or other materials on or available from third-party sites. Qooore also relies on technology such as data feeds and other online platforms in formulating and delivering its services. Technical failures may prevent Qooore from obtaining crucial data inputs, or from timely delivery information to clients.

### *“As is” Basis*

Information and advice provided on Qooore’s platform is provided on an “as is” basis, without assurance of future analysis or coverage. This means all commentary, reports and trading ideas are provided as of a particular point-in-time, and Qooore does not undertake to monitor, update or notify clients of a subsequent correction or reversal as new patterns develop. Qooore does not guarantee the quality, accuracy, timeliness, completeness, and/or usefulness of any content. Clients utilize content provided by creators and/or content providers at their own risk.

### *Individual Viewpoint*

None of the information provided by content providers or creators on Qooore’s mobile-app are research reports. The information consists of opinions and views of individual content providers and creators, which may be different from, or inconsistent with, the opinions and view of Qooore.

## **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 the firm or the integrity of its management. Qooore has no applicable disciplinary information.

## **Item 10 – Other Financial Industry Activities and Affiliations**

Neither Qooore, nor any member of its management is registered as a securities broker-dealer, futures commissions merchant, commodity pool operator or commodity trading advisor.

Qooore does not have any affiliation with any related person who is a broker-dealer, investment company, other investment adviser, financial planning firm, commodity pool operator, commodity trading advisor or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

Qooore does not receive compensation directly or indirectly from other advisers that creates a material conflict of interests, nor does it have other business relationships with advisers that would create a material conflict of interest.

## **Item 11 – Code of Ethics**

Qooore has adopted a code of ethics and professional standards and guidelines designed to detect and prevent prohibited acts and mitigate potential conflicts of interest between Qooore or its employees or affiliates and any client of Qooore. Qooore has adopted procedures reasonably necessary to prevent its access persons from violating its Code of Ethics (the “Code”). The Code requires all access persons to submit reports of all applicable brokerage accounts and holdings. No access person may acquire a security in an initial public offering or private securities sale without the written consent of the Qooore’s chief compliance officer, Igor Sheremet. Violations of the code by an access person may result in various sanctions, including possible termination. However, clients should be aware that no set of rules or procedures could possibly anticipate or relieve all potential conflicts.

## **Item 12 – Brokerage Practices**

### *Selecting Brokerage Firms*

When placing trades on behalf of its clients, Qooore has a fiduciary duty to seek to obtain the best execution possible. While a primary criterion for all transactions in portfolio securities is the execution of orders at the most favorable net price, numerous additional factors may be considered when arranging for the purchase and sale of a client’s portfolio securities. In determining the abilities of the broker-dealer to obtain best execution of a particular transaction, Qooore will consider the relevant factors including the execution capabilities required by the transaction(s), the ability and willingness of the broker-dealer to facilitate the account’s portfolio transactions promptly and at a reasonable expense,



the importance to the account of speed, efficiency or confidentiality, the broker-dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold, as well as other matters Qooore deems relevant to the selection of a broker-dealer for a particular portfolio transaction of the account.

Qooore endeavors to execute trades with commission free brokerages so commission fees do not get passed on to the client. However, clients are responsible for paying any securities transaction costs (e.g., SEC fees) for trades executed through the broker-dealer chosen by Qooore.

#### *Research and Other Soft Dollar Benefits*

Qooore does not use "soft dollars" generated through agency and certain riskless principal transactions for research, brokerage and research-related products and services.

### **Item 13 – Review of Accounts**

Qooore does not manage the investment portfolio of its clients. Qooore provides all clients with continuous access via the platform where clients can access their account documents, such as account statements, track and analyze their portfolio, and review their time-weighted and money-weighted returns. Each client is responsible for frequently reviewing their own account.

### **Item 14 – Client Referrals and Other Compensation**

Qooore is required to disclose any direct or indirect compensation that it provides for clients or content creator referrals.

If a client is introduced to Qooore's mobile application by another client, Qooore may pay the referring client a referral fee in the form of a flat fee of ten dollars (\$10.00) per referral. Such compensation is paid only if the referred client both opens an account and deposits money on the platform for trading. Qooore may also compensate content creators a referral fee for the referral of other content creators. Any such arrangements are for the provision of impersonal advisory services only and will be entered into in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940 (the "Advisers Act"), and any corresponding state securities law requirements.

Qooore deposits the referral fee directly into the account maintained on the platform of the referring client or content creator. The referral fee will be paid pursuant to a written agreement retained by Qooore. Any referral fee shall be borne entirely by Qooore and not result in any additional charge to the client or content creator.

Qooore receives no economic benefits from third parties for providing investment advice, including sales awards or other prizes, to any of its clients.

### **Item 15 – Custody**

Qooore generally does not accept or take physical custody of any client assets. Instead, Qooore's broker has custody of client account assets. Clients typically will receive account statements from the prime broker that maintains physical custody of their accounts. Clients can also review their portfolio on the Qooore app. Client should carefully review account statements received from the broker and compare it to their investment history maintained on the platform.

### **Item 16 – Investment Discretion**

Qooore does not manage client assets on a discretionary basis.

### **Item 17 – Voting Client Securities**

Qooore does not accept proxy-voting responsibility for any client. Each client maintains exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be

voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients will receive their proxies or other solicitations directly from their custodian.

#### **Item 18 – Financial Information**

A registered investment adviser is required to provide you with certain financial information or disclosures about its financial condition. Qooore has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.