

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. 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.

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. Additional information about Qooore is also available via the SEC's website 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.

Item 3 -Table of Contents

Item 1 – Cover Page	1
Item 2 – Material Changes.....	2
Item 3 – Table of Contents	3
Item 4 – Advisory Business.....	4
Item 5 – Fees and Compensation.....	5
Item 6 – Performance-Based Fees and Side-By-Side Management	5
Item 7 – Types of Clients.....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	6
Item 9 – Disciplinary Information	8
Item 10 – Other Financial Industry Activities and Affiliations	8
Item 11 – Code of Ethics	8
Item 12 – Brokerage Practices.....	9
Item 13 – Review of Accounts	9
Item 14 – Client Referrals and Other Compensation.....	9
Item 15 – Custody.....	10
Item 16 – Investment Discretion.....	10
Item 17 – Voting Client Securities	10
Item 18 – Financial Information	10

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 (the “Mobile App”) available through the App Store (Apple) and Google Play (Android). The Mobile App provides subscription-based AI-powered investment advice insights. Qooore owns and maintains the Mobile App through which advisory clients receive investment recommendations to purchase and sell equity securities. The primary focus of Qooore is to provide investment advisory services (both personal and impersonal), which are offered to clients and prospective clients through web-based solutions and online information resources via the Mobile App. Qooore provides non-discretionary investment recommendations and advisory services to its clients. Qooore interacts with clients and prospective clients through the Mobile App. 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 App. Qooore also offers clients the ability to share their trading strategies and insights with other Qooore clients (the “Content Creators”). Qooore neither endorses nor recommends any Content Creators to individual clients and clients are not required to subscribe to Content Creators in order to trade on the Mobile App. Qooore does not require Content Creators to be registered investment advisers. The Content Creator function on the Mobile App is separate and apart from Qooore’s advisory services.

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 and advice could be materially impacted. There may be additional information about a client’s personal financial situation that is not elicited through the Mobile App that could inform Qooore’s aggregation and advice 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. The Mobile App enables the collection of each client’s information to deliver account notifications and content, and to provide Qooore’s investment recommendations. Once a client opens an account, the client will be prompted to complete a series of questions and provide certain information, including banking information, in order to establish their individual profile (the “App Profile”). During the client’s creation of its App Profile, the client will be prompted to open a brokerage account held by the designated custodian in order to execute any trades. The independent custodian will hold client funds and securities.

Based on the information provided in the App Profile, Qooore uses a proprietary algorithm to analyze such information and, through its smart-signal, provides the client with access to investments and recommendations regarding financial habits, diversification, and portfolio construction. Qooore’s algorithm suggests certain equity investments based on the interests the client specifies on the initial survey completed by each client that is an essential and required step in establishing the client’s profile. Once the Mobile App integrates its trading function, Qooore will recommend certain combined portfolios, called “Impact Portfolios” that have a certain theme, such as a “Green Planet Portfolio” or “Women in Power” that clients can purchase.

All equity recommendations are broadcasted over the internet through the Mobile App for client evaluation and consideration. The Mobile App identifies a risk rating, price performance and other financial data for each recommendation. Each client is ultimately responsible for deciding whether to act on Qooore’s advice. The Mobile App also enables clients to conduct their own searches for equity securities that were not recommended and decide on their own whether to invest in those securities. Therefore, in those circumstances, clients will execute trades at their own discretion.

Qooore reserves the right to deny any prospective client access to the Mobile App and to terminate client accounts for, among other things, a client’s failure to timely maintain financial and other information previously provided by the client on Qooore’s Mobile App or to intermittently update this information. However, once the Mobile App fully integrates trading, clients will not be permitted to trade on the Mobile App until the individual client has provided the client’s bank account information to Qooore and has accepted and electronically countersigned Qooore’s investment advisory agreement. The client will not have any ability to purchase equity securities on the Mobile App until the client establishes their App Profile.

Clients are able to terminate their App Profile at any time without penalty or fees.

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 September 1, 2021**, Qooore manages no discretionary client assets and no non-discretionary assets.

Item 5 – Fees and Compensation

Qooore does not currently charge fees for its investment advisory services, including access to the Mobile App. Once the Mobile App is fully operational, Qooore expects to receive fees from “Qooore Pro” subscription fees, client subscriptions paid to Content Creators, tips, and in-app purchases. Qooore pays fifteen percent (15%) of all revenue derived from subscription fees to the Apple Inc. App Store. Qooore reserves the right to change any of the fees at its sole discretion without prior written notice.

“Qooore Pro” Subscription Fees

Once the Mobile App integrates trading and brokerage, Qooore expects to assess a “Qooore Pro” subscription fee of \$9.99 per month for its Impact Portfolio advisory services. Qooore may include further advisory services from licensed financial advisers in the “Qooore Pro” fee whereby the advisers’ recommendations will appear in the client’s profile once a week. Once these advisory services are integrated and fully operational, Qooore will update this Brochure. Qooore does not expect “Qooore Pro” subscription fees to be negotiable.

Content Creator Subscription Fees

Qooore receives twenty percent (20%) of all subscription fees paid to Content Creators on the Mobile App. Subscription fees are paid based on a client’s satisfaction with a Content Creator. Content Creators using the Mobile App establish a price for another client to subscribe to their content. By subscribing to a certain Content Creator, the client is able to access and follow investment related content, analysis, and forecasts provided by the particular Content Creator. This subscription fee relates to a separate function on the Mobile App and is, therefore, any revenue derived from Content Creator subscriptions is independent of and not compensation for Qooore’s advisory services.

Tip Fees

Qooore enables clients to provide a voluntarily tip to Content Creators. Qooore receives twenty percent (20%) of any amount a client tips to a Content Creator. Clients have no obligation to tip a Content Creator. Tip fee revenue is unrelated to Qooore’s advisory services.

In-App Purchases Fees

Qooore’s final source of revenue is derived from in-app purchases on the Mobile App. The purchase price for in-app purchases ranges from \$0.99 to \$99.99.

Any revenue derived from in-app purchases is unrelated to Qooore’s advisory services.

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 App 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 recommended 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 App, 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 App. 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.

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 Content Creators at their own risk.

Individual Viewpoint

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

Use of Algorithms

Qooore utilizes computer-based technology to offer investment recommendations primarily through the use of its proprietary algorithms. Changes to the code of Qooore’s algorithm could materially effect a client’s equity recommendations. Further, Qooore’s algorithms may not perform as intended for several reasons, including, among other things, incorrect assumptions, market conditions, and/or alterations to the client’s individual profile. Qooore may occasionally alter or modify its algorithms, which may result in unintended consequences.

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 commission 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.

Qooore requires clients to use Alpaca Securities LLC ("Alpaca") as their custodian. Qooore does not allow clients to direct brokerage. Alpaca is a member of FINRA/SIPC and a wholly-owned subsidiary of AlpacaDB, Inc. Technology and services are offered by AlpacaDB, Inc.

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 provides its clients with access to their account information through the Mobile App. Alpaca, the client's custodian, is required to send account statements directly to clients at a minimum quarterly. These statements and reports will be sent directly by Alpaca to clients electronically based on information provided in the Mobile App.

Qooore provides all clients with continuous access via the Mobile App 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. Qooore will periodically contact each client to request the client make updates to previously provided profile information. Qooore will also intermittently review accounts to identify any accounts with a balance below the minimum balance, if one is eventually established. Notwithstanding the foregoing, clients are responsible for updating financial and other information previously specified on the Mobile App if any financial or other information changes.

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 the Mobile App 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.