

# **QOOORE ADVISORS LLC**

## **Disclosure Brochure**

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This brochure (the “Brochure”) provides information about the qualifications and business practices Qooore Advisors LLC (“Qooore” or “the Firm”), a registered investment adviser. Registration does not imply a certain level of skill or training. If you have any questions regarding the contents of this Brochure, please contact us at (747) 336-0031 or [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.

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**

This Item 2 only discusses material changes to the Brochure since the last annual updating amendment. The Firm does not have changes to disclose in response to this Item.

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## Item 4 – Advisory Business

Qooore is an SEC registered investment adviser formed in January 2022. The Firm is principally owned by Stanislav Khudiakov, Igor Sheremet, Timofey Tkachenko, and Kowa Capital Limited, each through their ownership of the Firm's parent company, Qooore Corp. ("Qooore Parent")

Qooore offers its investment advisory services through a mobile application ("the Mobile App") which is available through the App Store (Apple) and Google Play (Android). The Firm provides personal and impersonal investment advice exclusively through a software application that is available in the Mobile App and does not generally provide investment advice in person, over the phone, in live chat, or in any manner other than through the Mobile App. The Firm maintains an online presence through [www.qooore.com](http://www.qooore.com), primarily for informational purposes. The Mobile App is operated by both Qooore and its parent company, Qooore Parent. Through the Mobile App, Qooore Parent allows persons to subscribe to the content of "Content Creators," users of the Mobile App who regularly create and publish investment-related commentary to subscribers, as described in further detail later in this Brochure. This subscription service is provided by Qooore Parent only, and is not provided by Qooore. The subscription process is described in this Brochure solely for the purpose of providing background information regarding Qooore's advisory services, which operate in conjunction with, but are separate from, the publishing services provided by Qooore Parent. Neither the Content Creators nor Qooore Parent provide investment advice, and neither are registered investment advisers.

Once a person subscribes to one or more Content Creators through the Mobile App, they may then choose to also create a securities portfolio derived from the portfolios of certain Content Creators to which the person has subscribed, provided that they meet Qooore's advisory Client-screening criteria, as discussed further herein. A person becomes an advisory Client of Qooore ("Client"), and will receive its advisory services, only once they (1) indicate a desire to create a Content Creator-derived portfolio and (2) Qooore determines that the person meets its screening criteria, and (3) the person enters into an investment advisory agreement ("Advisory Agreement") with Qooore. For the avoidance of doubt, Clients include only those persons who receive Qooore's advisory services. Individuals who subscribe to one or more Content Creators through the Mobile App (a "Subscriber") may or may not also be a Client of Qooore, depending upon whether or not the individual Subscriber wants to engage Qooore's advisory services and subsequently satisfies Qooore's criteria to become a Client, as discussed above.

When an individual first seeks to subscribe to a Content Creator's content, they will be asked to create an account with Qooore Parent through the Mobile App. If a subscriber also wishes to receive Qooore's advisory services, they will then have to apply to create a separate account with Qooore, known as the advisory account. As part of the application process for the advisory account, individuals will be asked to provide certain information about themselves. Specifically, when a person applies for an advisory account, he or she

is prompted to complete a series of questions and provide certain information, including (but not limited to) information relevant to his or her investment interests and objectives, risk profile and tolerance and investment experience, in order to establish their individual profile (the “Client Profile”).

Qooore provides Clients with a classification of their investment profile that is intended to reflect the Client’s risk tolerance and their investment goals, and is intended to help individuals decide whether they wish to establish a portfolio derived from a certain Content Creator. This “investor classification” is based on the Client Profile, as discussed above. Although Clients may choose to establish a Content Creator-derived portfolio from any Content Creator to which they subscribe, if there is substantial divergence between a Client’s investor classification and a certain Content Creator’s “risk score,” Qooore will notify the Client of this divergence via a dialogue box in the Mobile App, and the Client is notified of this risk before the Client creates a portfolio derived from that Content Creator

Once a Client has determined to follow one or more Content Creators through the Mobile App, Qooore’s advice to Clients consists of developing an investment portfolio for Clients derived from certain holdings of certain Content Creators to which they subscribe. Qooore Clients’ portfolios are maintained in brokerage accounts in each Client’s name at an unaffiliated custodian, Alpaca Securities LLC (“Alpaca”). Alpaca is a SEC-registered brokerage firm that is also a member of, and regulated by, the Financial Industry Regulatory Authority, Inc. (“FINRA”) and a member of the Securities Investor Protection Corporation (“SIPC”). Qooore is not affiliated with Alpaca. Qooore has entered into an agreement with Alpaca that permits Qooore’s Clients to trade securities as provided above. As part of the process of opening an account with the Alpaca, a Client must instruct the Alpaca, in writing, to allow Qooore the ability to submit trade orders and instructions on behalf of its Clients.

On each trading day, Qooore takes the following steps to create and maintain each Client’s securities portfolio:

- Qooore identifies the securities holdings in the relevant Content Creator’s portfolio, which are referred to as the Content Creator’s “Raw Holdings.” Each time a Content Creator adds or removes a security in its Raw Holdings, Qooore will receive this trade information and the updated Raw Holdings shortly thereafter.
- The Content Creator’s Raw Holdings are then filtered to eliminate all positions other than cash positions, long-only positions in stocks and exchange-traded funds (also known as “ETFs,” which term is inclusive of exchange-traded notes) listed on the New York Stock Exchange, the Nasdaq, or other U.S. securities exchanges that also (1) meet a certain market capitalization threshold and (2) are available for fractional trading through Alpaca. The resulting positions are referred to as the “Filtered Holdings.”

- The resulting portfolio consisting of the Filtered Holdings is referred to as the Target Portfolio. In order to more closely approximate the Content Creator's portfolio, the Target Portfolio is priced using then-current market prices each time trade instructions are issued for an individual Client's account and takes place shortly before Qooore issues trade instructions for that individual Client account. However, Qooore cannot guarantee that this process may not be delayed for a variety of reasons, whether within its control or otherwise.
- Qooore then issues trading orders for Clients' securities portfolio accounts for execution and alignment with the Target Portfolio such that Clients' portfolios hold securities in approximately the same ratios as that of the Target Portfolio. Additionally, prior to the issuance of trade execution orders for each specific Client account, Qooore will re-price the Target Portfolio to then current market prices in order to maintain the securities weight ratios established in the initial Target Portfolio. It is anticipated that trade execution orders will be issued as close in time as practicable to the pricing process and the creation of the relevant Target Portfolio. However, Qooore will not initiate a position in a Client account derived from the Target Portfolio if the ratio applied to the Client account results in the position being valued by the Alpaca as less than 10 cents. Qooore issues Client trade execution orders on a randomized basis; at the time of each execution cycle, the process randomly assigns a trading order to all Clients' trades so that no Client is any more likely than another to have a favored execution position. Clients should understand that, to the extent Clients' trades are executed sequentially, the lack of order aggregation means that some Clients are likely to get more favorable trade prices and some less favorable. However, it is expected that, over time, the random assignment process should address some of the variability in pricing among Clients. Qooore will monitor the dispersion between the Proxy Account and corresponding Client accounts and periodically rebalance to account for items that were not accounted for during daily trading operations.

It should be understood that no trade execution orders will be issued for a Client's securities portfolio unless one or more of the following conditions are met (or other conditions are met supporting a need for trade execution in the relevant account):

- The Filtered Holdings (other than cash positions) have changed from the immediately prior Filtered Holdings;
- The Client is allocating additional funds to the Client's securities portfolio;
- The Client seeks to liquidate some, or all funds currently allocated to the Client's securities portfolio; or
- The Client's portfolio has not been re-aligned for a specified period of time determined by Qooore.

Upon termination of a Client's subscription with a Content Creator, Qooore Parent will notify Qooore, and Qooore will cause the Client's account to cease tracking the Content Creator-derived portfolio associated with that Content Creator. The Client's holdings related to that Content Creator-derived portfolio will be sold and the cash proceeds will be returned to the Client for reengagement in the app or for transfer to their linked banking account. Likewise, upon termination of a Client's advisory relationship with Qooore (including termination due to the Client's decision or non-payment of subscription fees), Qooore will no longer issue trading instructions on the Client's behalf to the Alpaca, and the Client's holdings related to that Content Creator-derived portfolio will be sold and the cash proceeds will be returned to the Client for reengagement in the app or for transfer to their linked banking account. Terminated advisory Clients, or individuals who are otherwise not active subscribers, will not be able to trade in their brokerage accounts at will through the Mobile App. In such an event, Clients will receive an electronic notification from Qooore or Qooore Parent, as appropriate, describing this change in the operation of their account.

However, if a Client no longer wishes to maintain a portfolio derived from a certain Content Creator, provided that the Client has remained current on its subscription fees the Client may terminate securities trading derived from that Content Creator, but retain the Client's subscription to that Content Creators' content through Qooore Parent.

Qooore's investment advice is highly dependent on receiving accurate information from Clients, as the Firm's recommendations to Clients are solely based on information provided by the Client through the App Profile in the Mobile App. If Clients provide Qooore with inaccurate information or fail to update promptly information provided to Qooore when it becomes inaccurate, the suitability of Qooore's advice could be materially impacted. Clients are advised that Qooore does not provide comprehensive financial or tax planning or legal advice. Clients should seek the advice and counsel of their own tax, financial, and legal advisers. Clients are further advised that Qooore does not offer a complete investment program and Clients should not use its recommendations as the sole component of their investment plan.

Qooore does not participate in wrap fee programs. Qooore does not have assets under management as of the date of this Brochure.

## **Item 5 – Fees and Compensation**

Qooore does not charge Clients fees for its investment advice or access to the Mobile App. Rather, Qooore receives compensation from Clients through its receipt of a portion of Subscription Fees paid to Content Creators, Tips paid to Content Creators, and In-App Purchases made in the Mobile App, as defined and further described below. These fees are payable by credit card or to the account associated with their mobile device

application store. **These fees are not refundable in any circumstances, including any portion of such fees received by Qooore.**

### **Subscription Fees**

Users of the Mobile App may pay a subscription fee (“Subscription Fee”) to access the content published by certain Content Creators through the Mobile App. Subscription fees are charged on a weekly, monthly, or quarterly basis. Each Content Creator determines whether to charge a Subscription Fee and the amount of any such Subscription Fee. Qooore receives twenty percent (20%) of Subscription Fees paid to Content Creators through the Mobile App, including any Subscription Fees paid to Content Creators by Clients.

### **Tip Fees**

Users of the Mobile App may pay voluntary tips (“Tips”) to Content Creators through the Mobile App. Qooore receives twenty percent (20%) of the amount of Tips paid to Content Creators through the Mobile App, including Tips paid by Clients.

### **Other Fees**

In effecting securities transactions and other investment strategies recommended by Qooore through the Mobile App, Clients may incur certain fees and expenses payable to third-parties other than Qooore. These include (but are not limited to) the following: commissions and other transaction fees for securities purchases and sales, wire transfer fees, paper statement fees, and bounced check fees. Clients also pay their own taxes on gains and income in connection with the account and its activities. The issuer of some of the securities which may be recommended to Clients, such as ETFs and American Depositary Receipts, may charge product fees and expenses that affect Clients. Qooore does not charge these fees to Clients and does not benefit directly or indirectly from any such fees. An ETF typically includes embedded expenses that may reduce the fund’s net asset value, and therefore directly affect the fund’s performance and indirectly affect a Client’s portfolio performance or an index benchmark comparison. Clients should review all fees charged to fully understand the total amount of fees they will pay.

## **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. Qooore does not maintain an ongoing minimum investment amount or minimum fee.

## 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 provides limited advisory services. As discussed in Item 4, these advisory services are intended only to assist in the creation of Content Creator-derived portfolios for Clients and the provision of investment advice regarding the relative risk of creating certain portfolios as compared to other portfolios available on the Mobile App. This service relies on the information submitted by the Client via the Client Profile, which includes information regarding their prior experience in investing in US equities, investment goals, and the Client's ability to sustain losses. Clients certify on a periodic basis that the information they have submitted is accurate and agree to promptly update Qooore should it become inaccurate in the future. However, Qooore does not collect individualized information regarding every aspect of a Client's personal financial situation, and, therefore, there may be important Client information not considered by Qooore. Clients should be aware of this limitation when considering Qooore's limited advisory services.

Qooore does not otherwise provide investment advice or recommendations to, or manage assets on behalf of Clients. Accordingly, Qooore's services to its Clients do not involve the development of comprehensive analysis or investment advice.

### **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 investment advisory services. *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.

#### *Risk Related to Time Delay Between Trading by Content Creators and Trading by Clients*

While Client securities portfolios may be derived from Content Creator portfolios, it is important to understand that Client trades are not executed until after the corresponding Content Creator trades are executed and, as previously discussed, Qooore cannot guarantee that this process will not be delayed by a variety of factors, some of which are outside Qooore's control. As a result, a possibly advantageous trade by a Content Creator may turn out to be far less advantageous, or even ill advised, when undertaken by Clients at a later time.

#### *Risk Related to Asymmetric Client Account Structure*

While Qooore intends for each Client's securities portfolio derived from a single Content Creator-derived portfolio to receive similar execution, differences in each Client's account, vis-à-vis those of Qooore's other Clients, may result in asymmetric execution. For example, the amount of cash in one Client account versus another Client account, or the length of time one Client's account has been opened versus that of another Client, may lead to two Clients following the same Content Creator-derived portfolio to receive different execution.

#### *Liquidity Risk*

While small-cap and other securities often present a heightened liquidity risk, *i.e.*, a risk that entering or exiting a position may significantly and adversely impact the position's price, assuming the position can be purchased or sold at all, this risk is likely to be heightened by the fact that all Client portfolios that are derived from a particular Content Creator's portfolio can be expected to buy or sell the same securities at approximately the same time – thereby magnifying the adverse impact on the security's liquidity. Accordingly, while a Content Creator may be able to execute a trade in, for example, a small-cap stock at a favorable price, multiple purchases or sales of that same security on behalf of Client portfolios may result in significant adverse price movements with respect to the prices experienced by Client portfolios. That is, the price obtained by the Client portfolios may be significantly adverse to that obtained by the Content Creator's portfolio.

#### *Filtering Risk*

While Client portfolios are derived from Content Creator portfolios, it is important for Clients to understand that this derivation includes filtering the Content Creator portfolio to remove certain types of securities. This includes, but is not limited to, short positions, options, and securities that Alpaca cannot trade in fractional shares. Moreover, the Content Creator may have investments that are held away from the Content Creator's

portfolio. For these and perhaps other reasons, it is important for Clients to understand that their risk/return profile may bear little or no relation to the Content Creator's portfolio. To give just one example, it is possible for a Content Creator's filtered portfolio to present a long exposure in a particular security while, in fact, the Content Creator's economic exposure in that position is short, meaning the Content Creator would benefit should the position decline in value.

#### *Information Leakage Risk*

Because of the way Client portfolios are managed, it is possible that anyone who has knowledge of the Content Creator's portfolio or trades can anticipate the trades that will be executed on behalf of Clients and use that knowledge to benefit at the expense of the Clients. For example, such person could, in advance of the Client trades, buy a security that will be purchased by the Clients with the expectation of then selling that same security as part of the general trading occurring around Client purchases, which sale price can be expected to have increased from the purchase price on account of the impact on prices of the multiple Client purchases. While Qooore Parent and Qooore have taken steps to try to control information leakage, there is no guarantee that such steps will always be successful or that trading based upon such information will necessarily be identified and stopped.

#### *Market Manipulation Risk*

Due to the way that Client portfolios are managed, it is possible that Content Creators will be tempted to engage in practices intended to manipulate the securities markets. For example, a Content Creator could engage in behavior referred to as "front-running," whereby a Content Creator executes trades in a way designed to benefit from the Content Creator's knowledge that Qooore's Clients will trade those securities shortly thereafter, affecting the price of the asset. There is no guarantee that any measures taken by Qooore Parent or Qooore to address the risk of market manipulation will be successful, that market manipulation will be prevented, or that Qooore's Clients will not be adversely affected by market manipulation.

#### *Data Feed Failure Risk*

Qooore utilizes data feeds from a number of sources. If such data feeds become corrupted, compromised, limited, or discontinued, or become undeliverable or inaccessible in a timely manner, the Content Creator-derived portfolios may not be properly formulated. The failure to receive the data feeds or receive the data feeds in a timely manner may leave Qooore unable to trade on behalf of Clients and may expose a Client to risk of loss or loss of opportunities, especially if the loss of the data feed coincides with turbulent market conditions. If the data feeds are discontinued, compromised in any material respect or not deliverable or accessible in a timely manner, it may result in a material loss to Clients' accounts.

### *Risks Inherent in Computer-Driven and Technological Systems*

Qooore relies extensively on a wide range of technological systems, including computer hardware and software systems and telecommunications systems, in all phases of daily operations, including valuation, trade identification and construction, trade execution, and reporting. Such systems are subject to a number of inherent and unpredictable risks. For example, there may be materially adverse undiscovered errors in software programs; costs of procurement of such technology may increase; claims related to intellectual property infringement may be brought against users of technology, including Qooore; software and/or hardware may malfunction and/or degrade; electronic and telecommunications delivery may fail; security breaches may lead to unauthorized trades or stolen intellectual property; services provided by third-party vendors to support the intellectual property systems may be interrupted; and computer-driven trading errors may occur.

#### *Trade Execution Risk.*

Investment techniques may require the rapid and efficient execution of transactions, or the ability to accumulate or liquidate large positions. Inefficient execution can impair realization of the market opportunities sought with the techniques. Whether due to the fault of Qooore or the fault of persons beyond its control, Qooore's Brokerage Provider may not always be able to execute trades rapidly and efficiently on behalf of Clients, and this failure may result in Clients receiving less favorable prices on trades than would otherwise be the case.

#### *Suitability Mismatch*

As Qooore allows its Clients to follow the trading of any Content Creator, including Content Creators whose risk "score" does not match the investor classification given to that Client, Clients may establish securities portfolios that may not be appropriate for their investment objectives. Even where a Client establishes a securities portfolio that is initially appropriate for their investment objectives, there is a risk that the securities portfolio becomes unsuitable over time as a result of a Content Creator changing their trading style or a change in the Client's circumstances. Qooore intends to mitigate this risk by alerting Clients to a potential suitability mismatch at the time they establish a portfolio, and periodically thereafter. In each instance, Clients are required to affirmatively acknowledge this risk. Clients should also understand that, even if certain Content Creator-derived securities portfolios are each suitable for that Client, if a Client creates multiple such securities portfolios, when taken in aggregate these portfolios may not be suitable for that Client, and Qooore does not screen for this risk.

### *Lack of Diversification*

While diversification is generally an objective of our Clients, there can be no assurance as to the degree of diversification, if any, that will be achieved in any Client investments. Difficult market conditions or slowdowns affecting a particular asset class, geographic region or other category of investment could have a significant adverse impact on a Client if its investments are concentrated in that area, which would result in lower investment returns. This lack of diversification may expose a Client to losses disproportionate to market declines in general if there are disproportionately greater adverse price movements in the particular investments. If a Client holds investments concentrated in a particular issuer, security, asset class or geographic region, such Client may be more susceptible than a more widely diversified investment. Accordingly, a lack of diversification could adversely affect a Client's investment performance.

### *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.

### *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*

Qooore may recommend foreign securities. 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.

### *Content Creators' Content Is Provided on an "As Is" Basis*

Information provided by Content Creators on in the Mobile App 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.

### *Content Creators' Individual Viewpoints*

None of the information provided by Content Creators on the Mobile App are research reports. The information consists of opinions and views of individual Content Creators.

### *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**

Qooore is required to disclose certain legal or disciplinary events that would be material to your evaluation of the firm or the integrity of its management. The Firm has no information to disclose in relation to this Item.

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

Qooore is required to disclose information about certain financial-industry activities and affiliations. The Firm has no information to disclose in relation to this Item.

## **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. Qooore will provide a copy of its Code to any Client or prospective Client upon request.

## **Item 12 – Brokerage Practices**

### **Selecting Brokerage Firms**

As set forth above, Qooore recommends Alpaca as custodian and broker-dealer for Client accounts.

When placing trades on behalf of its Clients through the Mobile App, 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 for trades executed through the broker-dealer recommended 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.

### **Trade Aggregation**

Qooore does not aggregate Client orders for the sale or purchase of securities. Under this approach, transactions are effected for each Client independently, rather than batched with transactions for other Clients and allocated among Clients in proportion to the purchase and sale orders placed for each Client account.

### **Trade Errors**

Qooore’s policy is to exercise care in making and implementing investment transactions for Client through the Mobile App. Qooore typically employs operational quality control procedures. However, Qooore relies on a significant amount of data from multiple sources and cannot guarantee that all relevant data are free from error. Under Qooore’s policy, a trade error will be researched to determine whether Clients were economically harmed as a result of the error. Where it is determined that Qooore caused the error, the Client will be reimbursed by Qooore for losses directly attributable to Qooore’s error. If an investment gain is realized in the Client’s account, the Client may retain such gain.

## **Item 13 – Review of Accounts**

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. 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)-1 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 does not accept or take physical custody of any Client assets, including assets traded through the Mobile App. Rather, Client assets are maintained in an account at a “qualified custodian” recommended by the Firm. Clients typically will receive account statements from custodian which maintains physical custody of their accounts. Clients can also review their investment history on the Qooore app. Client should carefully review account statements received from the broker and compare it to their investment history reflected in the Mobile App.

## **Item 16 – Investment Discretion**

Qooore does manages Client assets on a limited discretionary basis. Specifically, Qooore has authority from Clients to submit orders to Alpaca to buy or sell positions on behalf of Clients, the positions that are the subject of these orders are determined in accordance

with the method described at Item 4, above, such that Qooore's discretion in its selection of the positions to be bought or sold on behalf of clients is limited.

## **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.