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Part 2A of Form ADV: Firm Brochure

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Tickrs Advisors LLC
100 Spectrum Center Drive Suite 750
Irvine CA, 92618

This brochure provides information about the qualifications and business practices of Tickrs Advisors LLC and its investment advisory services that should be considered before becoming a client of the Program. If you have any questions about the contents of this brochure, please contact us at info@tickrsadvisors.com. This information has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any regulatory authority.

Advisor is in the process of registering with the SEC. Registration of an investment adviser does not imply any level of skill or training. The oral and written communication of an adviser provides you with information with which you determine to hire or retain an adviser.

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Material Changes

Registered investment advisors are required to disclose all material changes of fact regarding its brochure since its last annual update. The following sections have been updated in this filing:

- This is the initial filing and thus no updates are applicable.

We will provide you with a new brochure as necessary based on any material changes or new information, at any time, and without charge. Our brochure can be requested free of charge by contacting us at info@tickrsadvisors.com.

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Advisory Business

Tickrs Advisors LLC (“Advisor”) is in the process of registering with SEC and will provides investment services relating to financial planning, portfolio management, individuals, high net worth individuals, foundations/charities, and/or small businesses (“Client” or “Clients”). These services are currently only offered through an interactive mobile app. Advisor is 100% owned by Tickrs US Holding Inc. (“Holdings”) which also owns Valuable Capital Securities LLC (“VCS”), an affiliate of the Advisor. Holdings is 100% owned by Valuable Capital Group LTD. The accounts of TA are held at our affiliated custodian, VCS. The Advisor and VCS act independently. However, this relationship causes a conflict of interest as VCS charges for custody and clearing activity and will receive securities financing revenue from this activity. Also, VCS routes the advisors order flow and will receive payment for order flow for this activity.

TA RIA Program: The Advisor offers clients an investment advisory service named the Tickrs Advisors LLC RIA Program (“TA RIA Program”). The Advisor’s mobile app will take client information and determine, among other things, investment objectives, risk tolerance, investment time horizon, and holding limits. The TA RIA Program will then, depending upon the individual client’s answers to questions during the account opening process, invest in differing TA RIA Program investment strategies for each different client. Each portfolio may contain up to 10% cash to maintain liquidity and cover expense obligations. Additional terms and information about each program are contained herein and in the Investment Advisory Agreement (“the Agreement”) with the Client.

Minimum Account Size: The minimum account size for opening a TA RIA Program account is an initial value of \$2,000.

Investment Advisory Services: In the TA RIA Program, Advisor, via its mobile app, gathers information from Clients to determine the investment objectives, risk tolerance, investment time horizon, and holding limits. Once determined, the program will automatically suggest an investment strategy from the Advisor’s differing portfolio strategies.

All accounts of the Advisor are accepted on a discretionary basis. Client agrees that Advisor takes full discretion for decisions in the TA RIA Program portfolio.

Asset allocation is designed for the TA RIA Program portfolio diversification with a goal of reducing risk of loss due to variation of investment returns of any particular asset class.

The TA RIA Program portfolios will include a range of assets including, but not limited to; stocks, exchange traded funds (“ETF”), and/or mutual funds. Clearing and custodian services are provided by VCS.

Subject to the specific services contracted, Clients are provided with a periodic custodial report provided by VCS and a quarterly performance report provided by the Advisor. The custodial report provides a detail of the transactions and other activity during the period, and a listing of the securities positions and their end-of-period fair market values. The quarterly performance report provides a detailed analysis of the account asset allocation, transactions and other activity during the period, securities positions, and their end-of-period fair market values, investment performance for the period, and a fee billing notice.

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Fees and Compensation

Investment Advisory Services: In the TA RIA Program, Advisor charges a management fee based on a percentage of the value of the assets under management based on the schedule detailed below. The fees are non-negotiable.

Client fees are payable monthly and will be calculated based upon the average account value during any given month. Clients are charged at the end of each month. Clients will be assessed a pro rata fee for any account opened intra-month which shall be calculated on a daily valuation basis and shall be based on the client’s assets under management. A pro rata refund of fees charged will be made if a client account is closed within the billing period with 30 days prior notice by mail to Advisor.

Clients who wish to terminate their account must notify Advisor via the Advisor app. If services are terminated within (5) business days of executing the Client Agreement, services will be terminated without penalty. After the initial (5) business days, payment the client will be responsible for of fees for the number of days services are provided by Advisor prior to receipt of the notice of termination.

Fees charged in the TA RIA Program are based on assets under management and the range is as follows:

<u>Market Value of Portfolio</u>	<u>Annual Fee Range</u>
Up to \$250,000	0.90%
\$250,001 to \$500,000	0.80%
\$500,001 to \$750,000	0.70%
\$750,001 to \$1,000,000	0.60%
\$1,000,001 and above	0.50%

Client Fees are calculated based on the average account value during any given month. Our fees cover the costs of our services.

You will also be charged ongoing internal product fees that certain securities issuers charge like mutual fund and ETFs fees. Further the clearing firm may charge other custody and clearing fees (transaction fees, account transfer fees, trade confirm, etc.) that will affect your account performance.

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Performance-Based Fees and Side-By-Side Management

Advisor does not charge fees based on a per share of capital gains or capital appreciation of the client's portfolio, i.e., performance-based fees.

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Types of Clients

Advisor generally offers its TA RIA Program to individuals, high net worth individuals, foundations/charities, and/or small businesses.

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Methods of Analysis, Investment Strategies and Risk of Loss

In the TA RIA program, Advisor begins with a preset asset allocation based on the client's investment profile and stated objectives. Advisor's investment strategy focuses on building diversified portfolios using Modern Portfolio Theory which provides the framework for combining securities in a portfolio to attempt to generate the highest returns possible at a given level of risk. This is achieved through a focus on diversification, the process of building portfolios with different asset classes and securities to reduce risk. The portfolios constrain the weighting of individual holdings to ensure a fully diversified allocation.

Investing in securities involves risk of loss that clients should be prepared to bear. All securities investments can potentially result in a total loss of the investment. Specific and material risks associated with the TA RIA program include, but are not limited to, market risk where portfolios are generally positively correlated with the stock market indices. An overall downturn in the stock market will generally result in losses in client portfolios.

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Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to evaluation of Advisor or the integrity of Advisor's management.

Advisor has zero (0) disclosures.

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Other Financial Industry Activities and Affiliations

Advisor's management persons are affiliated with its related broker dealer, VCS. The Advisor and VCS act independently. However, this relationship causes a conflict of interest as VCS charges for custody and clearing activity and will receive securities financing revenue from this activity. Also, VCS routes the advisors order flow and will receive payment for order flow for this activity.

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Code of Ethics, Participation in Client Transactions and Personal Trading

Pursuant to SEC Rule 204A-1 of the Investment Advisors Act of 1940, Advisor has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business

entertainment items, and personal securities trading procedures, among other things. All supervised persons at Advisor must acknowledge the terms of the Code of Ethics annually, or as amended.

Advisor anticipates that, in its TA RIA Program, it will hold securities that Advisor, its management persons and/or Clients, directly or indirectly, have a position of interest.

Advisor's employees and persons associated with Advisor are required to follow Advisor's Code of Ethics. Subject to satisfying this policy and applicable laws, it is expected that officers, directors and employees of Advisor and its employees will trade for their own accounts in securities, which are recommended to and/or purchased for Advisor's Clients. The Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of the employees of Advisor will not interfere with (i) making decisions in the best interest of advisory Clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Clients. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Advisor and its Clients.

It is expected certain affiliated accounts will trade in the same securities with Client accounts on an aggregated basis when consistent with Advisor's obligation of best execution. In such circumstances, the affiliated and Client accounts will share commission costs equally and receive securities at the same average price. Advisor will retain records of Client orders (specifying each participating account) and their allocations. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Advisor's Clients or prospective Clients can request a copy of the firm's Code of Ethics by contacting Advisor at info@tickrsadvisors.com. It is Advisor's policy that the firm will not affect any principal transactions for Client accounts. Advisor will not cross trades between Client accounts.

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Brokerage Practices

All Clients that have selected the TA RIA Program via the Advisor's app have brokerage accounts introduced to VCS acting as the clearing firm and qualified custodian.

Advisor places all trades for the TA RIA Program through VCS. Advisor has evaluated and believes it will provide Advisor's clients with a blend of execution services, commission costs and professionalism that fulfills Advisor's best execution requirement for client transactions. While Advisor has a reasonable belief that VCS can obtain best execution and competitive prices using various trading destinations such as exchanges, dark pools, or other executing brokers, Advisor will not be independently seeking best execution price capability through other broker dealers. Advisor reserves the right to decline acceptance of any client account that directs the use of a broker dealer other than VCS for automated model portfolio management, if Advisor believes that this would adversely affect Advisor's duty to obtain best execution.

Advisor can use block trades when advantageous to clients. Block trades permit the trading of aggregate blocks of securities composed of assets from multiple client accounts so long as transaction costs are shared equally and on a prorated basis between all accounts included in any such block. Block trading allows Advisor to execute trades in a timelier, equitable manner and to reduce overall commission charges to clients. Advisor does not have any arrangements to compensate any broker dealer for client referrals. Advisor does not participate in any research or other soft-dollar arrangements.

Advisor can open margin accounts on behalf of non-retirement accounts and non-ERISA accounts of clients or convert an existing account to a margin account.

Advisor does not offer the margin directly, instead, the margin is provided by VCS. All disclosures are provided by VCS, and clients should read disclosures carefully and contact Advisor at info@tickrsadvisors.com if they have any questions.

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Review of Accounts

Advisor may use proprietary as well as commercially available software to review client portfolios monthly to ensure that its model portfolios and asset allocations are in line with the allocation the client selected. Additional reviews can be triggered by material changes in variables such as a client's individual circumstances, or the market, political or economic environment.

Clients using the TA RIA Program have access to account details continuously through the Advisor website, including current account balances and positions. VCS prepares account statements showing all transactions and account balances at least quarterly. All information relating to Client accounts are provided on the Advisor website and/or sent via email, as agreed to with each Client at the time of their account opening.

Advisor conducts its own reviews related to the ETFs, stocks, and mutual funds used for the TA RIA Program. Advisor has the authority, if necessary, to take any corrective action such as the addition, removal, or replacement of any specific individual stocks, mutual funds, or ETFs from the portfolios.

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Client Referrals and Other Compensation

Advisor does not receive compensation or other economic benefits from persons other than clients for providing investment advice or advisory services to its clients.

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Custody

Clients receive at least quarterly statements from VCS who is the qualified custodian to hold and maintain clients' portfolio assets. Advisor urges clients to carefully review such statements and compare such official custodial records to the account statements that we will provide.

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Investment Discretion

In the TA RIA Program, all client accounts are opened on a discretionary basis.

Discretion for any investment in the TA RIA Program must be given to Advisor or account will not be accepted. The Advisor takes no responsibility in any individual security decisions that any client will make in their account, at their own discretion, and held at VCS outside of this advisory program.

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Voting Client Securities

As a matter of firm policy and practice, Advisor does not have any authority to and does not vote proxies on behalf of clients. Clients retain sole responsibility for receiving and voting proxies for securities maintained in client portfolios. Clients will receive shareholder notices directly from VCS. Advisor will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients can direct Advisor to transmit copies of class action notices to the client or a third party. Upon such direction, Advisor will make commercially reasonable efforts to forward such notices in a timely manner.

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Financial Information

Advisor 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.