

ADV Part 2A Appendix 1: Wrap Fee Programs Brochure

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This Wrap Fee Programs Brochure (the “Brochure”) provides information about the qualifications and business practices of IQvestment, LLC (“IQvestment” or the “Adviser”). If you have any questions about the content of this Brochure, please call the toll-free number listed above. The information herein has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about IQvestment is available on the SEC’s website at www.adviserinfo.sec.gov. One’s status as a “registered investment adviser” does not imply a certain level of skill or training.

Item 2 – Material Changes

A summary of any material changes to this and subsequent Brochures will be made available to you within 120 days of the close of our business' fiscal year. We may also provide you with additional updates or other disclosure information at other times during the year in the event of any material changes to our business.

This Wrap Fee Program Brochure updates IQvestment's previously filed Wrap Fee Program Brochure, dated August, 2022. No material changes were made, but minor changes were made in Items 4 and Items 5.

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Item 4 – Services, Fees, and Compensation

A. Advisory Services

IQvestment offers discretionary investment advice exclusively through its online web-based portal primarily to individual investors. IQvestment offers a number of different Wrap Fee Programs (the “Programs”). The Programs offer Model Portfolios depending on the individual client’s risk appetite. IQvestment’s Model portfolios are constructed with either Equities, ETFs or Mutual funds, or a combination thereof, selected by IQvestment’s investment committee, or the investment committee of the Program Sponsor for which IQvestment serves as Portfolio Manager and outsourced trader (the “Model Portfolios”). IQvestment may act as either an advisor or sub-advisor in offering the Model Portfolios. Clients are required to execute an “Investment Management Agreement” provided by either the advisor or the sub-advisor. The Fees vary according to the program and are not negotiable. The annual fee for investment assets allocated on a discretionary basis to Model Portfolios shall be based on the fees as agreed to with the clients and set forth in agreement(s). The Programs’ fees will cover advisory services, trading commission, custodial, clearing and execution and account reporting. The Programs Fees vary depending on the Advisor and consist of a flat monthly fee of up to \$9.95 for certain account sizes to a basis point fee up to 35 bps charged quarterly in either arrears or advance. Clients should refer to their Investment Management Agreement for the specific Fees applicable to their accounts.

You should be aware that fees charged for the Programs could be higher or lower than those otherwise available if you were to select a separate brokerage service and negotiate commissions in the absence of the extra advisory service provided. Advisory Programs typically assume a normal amount of trading activity and, therefore, under particular circumstances, prolonged periods of inactivity will result in higher fees than if commissions were paid separately for each transaction.

Model Portfolios utilized in IQvestment’s Programs will include registered investment companies (such as ETFs) that are subject to their own internal fees expenses.

Any fees charged to an account will lower the performance returns. If a client opens and/or funds an account with the Adviser on a date other than the first day of the month, then a prorated fee will be charged for that month with respect to such contribution based on the number of days remaining in that month. If a client terminates their account or otherwise withdraws funds from such account on any date other than the last day of the month, then a prorated fee will be charged based on the number of days in the month that the funds remained in the account prior to the withdrawal.

IQvestment will automatically debit fees from the assets in a client’s account on a monthly or quarterly basis, beginning on the first day of the month following the month clients first invest with IQvestment, and may sell account assets if necessary to cover accrued but unpaid fees. Clients may terminate the Advisory Agreement at any time by providing written notice to IQvestment. Investment advice is provided exclusively through IQvestment's online digital platform.

B. Fee Comparison

IQvestment, not the client, is responsible for paying monthly brokerage and clearing fees to the custodian. Because the number of transactions made in a client’s account will vary based on the

individual investor's profile, the Programs comes with an additional risk that clients may pay more than what a client would have been charged had these services been purchased separately. Specifically, a wrap fee programs may not be in the best interest of a client with low trading volumes as compared to a non-wrap fee account or brokerage account where the client would otherwise pay trading costs as incurred but a lower fee in a non-wrap account or no advisory fee in a brokerage account.

C. Additional Fees

In certain circumstances disclosed in the Advisory Agreement (defined below), IQvestment reserves the right to charge a client for special requests or other non-customary services. As described above, IQvestment, not the client, is responsible for paying any custody fees, brokerage and other transaction costs to the custodian.

D. Additional Compensation

IQvestment has no arrangements in place whereby persons recommending the Programs are entitled to receive additional compensation as a result of clients' participation in the Programs.

E. Reasonable Restrictions

IQvestment is unable to reasonably remove individual securities from ETFs. IQvestment's ETFs are index based ETFs that are specifically chosen to fit into risk tolerance based portfolios, as such any exclusion would not be reasonable as it would change the investment goals of that particular portfolio.

Item 5 – Account Requirements and Types of Clients

IQvestment does not require a minimum account balance, but a low balance will result in the client paying a high percentage of their total account balance in fees. Please see Item 4 for more information.

All client accounts are opened and maintained according to an advisory agreement between the client and IQvestment (each an "Advisory Agreement").

IQvestment currently offers individual, custodial, retirement and joint accounts via its digital account opening process but can also offer Trust and Entity Accounts utilizing the custodians new account forms.

Item 6 – Portfolio Manager Selection and Evaluation

A. Advisory Business

IQvestment is a limited liability company formed under the laws of Massachusetts. IQvestment provides investment advice exclusively through a web-based client interface. IQvestment, or the Program Sponsor employs a risk tolerance-based online questionnaire to assess clients based on their risk appetite and will select and recommend portfolios based on their risk score. For Program Sponsor models, IQvestment does not utilize its own independent assessment of suitability, but will rely on the investment and Model Portfolio recommendations of the Program Sponsors.

IQvestment manages client assets on a discretionary basis. As of December 31, 2021, IQvestment managed approximately \$58,383,794 in discretionary assets under management.

IQvestment advises Clients exclusively through model portfolios (“Model Portfolios”). These Model Portfolios will include ETFs and Mutual Funds that will vary based upon customer risk appetite ascertained by the risk tolerance assessments described above. The Model Portfolios will be reviewed by the investment committee of IQvestment or provided by Program Sponsors. Portfolios are rebalanced on a quarterly basis.

B. Performance Based Fees and Side-By-Side Management

IQvestment does not charge Performance Based Fees.

C. Methods of Analysis and Investment Strategies

Clients are eligible for the Model Portfolios as described above. Model Portfolios, are built based on a variety of factors, or are established by the Program Sponsors. IQvestment’s models are reviewed quarterly and overseen by the Investment Committee. They are reviewed based on a number of factors including, dividend yield, ETF expense ratios, trading liquidity, diversification and number of holdings, holdings concentration levels and investment objectives.

D. Risk of Loss

Client investments are not FDIC-Insured. There is no bank guarantee and any investment is subject to risk, including the risk a client may lose their entire investment. IQvestment is an SEC Registered Investment Adviser. Investing in securities involves risks, and there is always the potential of losing money when a client invests in securities. Before investing, clients should consider their investment objectives and IQvestment charges and expenses. Past performance does not guarantee future results, and the likelihood of investment outcomes is hypothetical in nature.

Actual returns can vary greatly and are dependent on personal circumstances and market conditions. This is not an offer, solicitation of an offer, or advice to buy or sell securities in jurisdictions where IQvestment is not registered. Investing in securities involves a risk of loss that clients should be prepared to bear.

E. Company Risk

When investing in securities, there is always a certain level of company or industry specific risk that is inherent in each company or issuer. For example, there is the risk that a company will perform poorly or have its value reduced based on factors specific to the company or its industry. This is also referred to as unsystematic risk and can be reduced or mitigated through diversification.

F. Financial Risk

Excessive borrowing to finance a business operation increases profitability risk because a company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and declining market value.

G. Inflation Risk

When any type of inflation is present, a dollar today will buy more than a dollar next year because purchasing power is eroding at the rate of inflation.

H. Management Risk

An investment with a firm varies with the success and failure of its investment strategies, research, analysis and determination of its portfolio. If an investment strategy were not to produce expected returns, the value of the investment would decrease.

I. Market Risk

When the stock market as a whole or an industry as a whole falls in value, it can cause the prices of individual stock prices to fall indiscriminately. This is also called systemic or systematic risk.

J. Passive Investing

A portfolio that employs a passive, “efficient markets” approach (generally representative of index investing) has the potential risk at times to generate lower-than-expected returns for the broader allocation than might be the case for a more narrowly focused asset class, and the return on each type of asset may deviate from the average return for the asset class.

K. Research Data

When research and analyses are based on commercially available software, rating services, general market and financial information, or due diligence reviews, a firm is relying on the accuracy and validity of the information or capabilities provided by selected vendors, rating services, market data, and the issuers themselves. Therefore, while IQvestment makes efforts to determine the accuracy of the information received, it cannot predict the outcome of events or actions taken or not taken, or the validity of all information researched or provided which may or may not affect the advice regarding or investment management of an account.

L. Cyber Security Breaches and Technology Risk

IQvestment information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes, pandemics and earthquakes.

Although IQvestment has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, IQvestment may have to make a significant investment to fix or replace them. The failure of these systems and disaster recovery plans for any reason could cause significant interruptions in IQvestment operations and a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to clients. Such a failure could harm IQvestment reputation, subject it to legal claims, and otherwise affect our business and

financial performance.

M. Voting Client Securities

IQvestment will not have proxy voting authority over clients' securities. Clients receive proxy materials directly from the custodians of their securities. Clients may not contact IQvestment with questions about a particular solicitation.

N. Brokerage

By entering into an Advisory Agreement with IQvestment, clients authorize and direct IQvestment to place all trades in clients' accounts through a broker. IQvestment routinely requires clients to execute transactions through a specific broker dealer, which will vary depending on the Program. As such, the broker will maintain all client accounts and execute all securities transactions in client accounts without separate commission costs or other fees. When selecting a broker and custodian for the Programs, IQvestment considered a number of factors including:

- Commissions and fees both in aggregate and on a per-share basis
- Ability to provide both transaction execution and asset custodial services
- Execution, clearance and settlement capabilities
- Trading capabilities including the ability to handle large block and volumes of trade
- Technology
- Responsiveness
- Quality of services
- Reputation

IQvestment periodically reviews the quality of services provided by the broker, along with their policies and controls designed to, among other things, ensure compliance with applicable law. Clients should be aware that some other advisers may not require their clients to direct brokerage and may utilize multiple brokerages.

Clients should understand that the Advisor' must appoint a "Qualified Custodian" for their accounts under this Program pursuant to SEC Rule 206(4)-2 (i.e., maintain client funds and securities in a separate account for each client under the client's name or in accounts that contain only the clients' funds and securities, under the Advisor's name as agent or trustee for the clients).

Clients should understand that the appointment of a directed broker for their accounts under this Programs may result in disadvantages to the client, including that this practice may cost clients more money and may result in less favorable executions than may be available through the use of a different broker-dealer.

Once an account at the broker has been funded, clients will generally have their funds invested within two business days.

Item 7 – Client Information Provided to Portfolio Managers

All clients must provide information on their investment objectives, financial circumstances, risk tolerance and any reasonable restrictions they may wish to impose on investment activities to either IQvestment, or the Program Sponsor. IQvestment will send an email periodically to update your

information and confirm if there have been any changes in your financial situation, investment objectives or instructions, and you agree to inform IQvestment in writing of any material change in your financial circumstances that might affect the manner in which your assets should be invested. IQvestment will act on any changes deemed to be material or appropriate within five business days after it becomes aware of the change.

Item 8 – Client Contact with Portfolio Managers

Clients will communicate with IQvestment exclusively through the online digital platform; investment advice is only provided through IQvestment’s online digital platform. Clients may, and are encouraged to, update their online profile at any time. Clients should consider revisiting previously entered data to update their information if a material event has occurred so that IQvestment can review and potentially adjust the client’s portfolio via its systems.

Item 9 – Additional Information

A. Disciplinary Information

Neither IQvestment nor any of its management persons have any legal or disciplinary event that is material to a Client’s or prospective Client’s evaluations of IQvestment’s advisor business or the integrity of our management.

B. Other Financial Industry Activities and Affiliation

Mr. Mark Healy, CEO of IQvestment Holdings LLC, also acts as an Investment Advisor Representative for Advisory Services Network, LLC, another Registered Investment Adviser, for which he spends approximately 10 hours per week. Mr. Healy also is a Managing Member of BGBY Investments, LLC, a family entity formed for personal investments and the business of residential rental properties. As, Mr. Healy has time constraints from outside business activities, this conflict is mitigated in that Mr. Ethan Brown is also responsible for the day to day IQvestment business and works with Mr. Healy in overseeing the portfolios. Furthermore, Mr. Healy is subject to IQvestment’s code of ethics and has a fiduciary obligation to place IQvestment’s clients ahead of his own personal interests.

IQvestment Holdings LLC own both IQvestment LLC and Fusioniq LLC.

Mr. David Jay Morton and Mr. Mark Healy, minority owners and management persons of IQvestment, are owners of Oliver Investments LLC (“Oliver”), an SEC registered investment adviser. Oliver serves as an adviser to certain accounts where IQvestment acts as sub-adviser. This poses a material conflict of interest in the IQvestment has a material financial interest in maintaining its partnership with Oliver. This conflict is mitigated in that Mr. Morton does not have day to day control or access to the investment decisions of IQvestment. These decisions are made by the Investment Committee.

C. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

IQvestment has adopted a Code of Ethics (the “Code”), which is designed to meet the requirements

of Rule 204A-1 of the Investment Advisers Act of 1940 (the “Advisers Act”). The Code applies to all of IQvestment’s employees and sets forth a standard of business conduct that takes into account IQvestment’s status as a fiduciary. The Code describes IQvestment’s fiduciary duties and responsibilities to its clients, requires that IQvestment’s employees act in the best interests of clients to the exclusion of contrary interests, act in good faith and an ethical manner, avoid conflicts of interest with clients to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. IQvestment’s employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to IQvestment or another appropriate party of any actual or suspected violations of such laws or the Code by IQvestment or its employees. The Code also contains IQvestment’s insider trading policies and procedures, which are designed to prevent the misuse of material non-public information by IQvestment and its employees. Also, IQvestment’s employees must provide IQvestment’s Chief Compliance Officer with reporting as to their personal accounts and securities transactions. All of IQvestment’s employees are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis. From time to time IQvestment may recommend that one or more clients acquire or sell an investment in which a IQvestment employee has a pre-existing direct or indirect interest. A potential conflict of interest could arise in that IQvestment or the interested employee could benefit from such a purchase or sale of the applicable investment by such Fund(s). However, the Code is designed to identify and manage conflicts of interest to the extent they arise in connection with such transactions and to ensure that IQvestment fulfills its role as a fiduciary to its clients. IQvestment employees are permitted to make securities transactions in their personal accounts but are prohibited from trading in securities within seven days before or after IQvestment trades the securities in any client account. Personal securities trading by IQvestment employees presents potential conflicts in that an employee could make improper use of information regarding a client’s holdings or future transactions. IQvestment addresses this potential conflict by adhering to the policies set forth in the Code and elsewhere in its compliance manual, including those described below. Employees must receive pre-clearance prior to any securities transaction in private placements and initial public offerings. IQvestment monitors adherence to the personal trading policy by regularly reviewing the activity in employee trading accounts.

D. Review of Accounts

IQvestment’s advice is rendered exclusively through our online digital platform and is designed to be operated by the user (client) themselves. Clients have unlimited access to review their account, portfolio allocation, employ systems’ functionality and provide updates as necessary. Clients should consider revisiting previously entered data to update their information if a material event has occurred so that IQvestment can review and potentially adjust the client’s portfolio via its systems.

E. Client Referrals from Solicitors

IQvestment has agreements in place whereby cash compensation is paid for referrals. Clients are encouraged to read their cash solicitation disclosure documents carefully.

F. Financial Information

Registered investment advisers are required in this section to provide clients with certain financial information or disclosures about their financial condition. Because IQvestment is in the early stages of its business, its ability to meet contractual commitments based on fees from existing clients may be impaired in the absence of financial support from one of its owners and founder, David J.

Morton, and there can be no assurance that such support will continue indefinitely.