

RALEIGH CAPITAL MANAGEMENT INC.
FORM ADV PART 3 - CLIENT RELATIONSHIP SUMMARY

Item 1 - Introduction

Raleigh Capital Management Inc. is registered with the Securities and Exchange Commission as an investment adviser. Brokerage and investment advisory services and fees differ, and it is important for retail investors to understand the differences. Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

Item 2 - Relationships and Services

What investment services and advice can you provide me?

We offer investment advisory services to retail investors.

We provide financial planning services that do not involve the active management of client accounts, but instead focus on the client's overall financial situation. Our financial planning services are designed to assist clients in determining their financial goals and achieving them through investments and advice regarding topics such as tax planning, asset allocation, risk management, retirement planning, and others.

We provide advisory services by referring clients to outside unaffiliated money managers that are registered or exempt from registration as investment advisers. Third-party money managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary. These money managers typically are granted discretion by the client, meaning that the managers can buy or sell securities without seeking or obtaining the client's permission.

We also offer to act as a "manager of managers," whereunder we are granted discretion to select third-party money managers on the client's behalf, to invest client funds with such managers, and to allocate and re-allocate client funds between and among managers or manager designed investment strategies or models. We provide ongoing investment monitoring services over the client's third-party managed assets. We typically enter a sub-advisory or co-advisory agreement with the recommended managers, who are accessed via a third-party sponsored investment platform.

Finally, we also offer direct discretionary management by one or more of our investment adviser representatives. Clients who select this service grant us discretion to invest, allocate, re-invest and re-allocate in one or more securities. This service may also be provided on a non-discretionary basis, meaning that we make recommendations and must receive client permission before executing transactions.

We generally do not limit the types of investments we recommend to clients. We typically require a minimum of \$250,000 in assets under management to commence an advisory relationship. We do not have any minimum fees.

Additional Information:

You can find more detailed information about the services we offer in Item 4 of our Form ADV Part 2A.

Conversation Starters:

1. "Given my financial situation, should I choose an investment advisory service? Why or why not?"
2. "How will you choose investments to recommend to me?"
3. "What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?"

Item 3 - Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

We charge fixed fees for written financial plans. We charge \$995 for most financial plans but reserve the right to charge more for complex plans, if the client agrees in advance. For plans estimated to cost \$1,000 or less, half the fee is due in advance, the rest is due upon presentation of the plan. For plans estimated to cost more than \$1,000, \$500 is due in advance, and the remainder is due upon presentation of the plan.

For our other services, outside managers, manager of managers and investment management, we charge a fee based on a percentage of assets under management. The maximum annual fee is 1.80%. The fees may be collected quarterly or monthly, in advance or in arrears. The collection schedule will be disclosed in the client

agreement. Where asset-based fees apply, please consider that the more assets you have in your account, the more you will pay us, thus creating an incentive for us to encourage you to increase the level of assets in your account. Our management fees are exclusive of brokerage commissions, transaction fees, and other custodian related costs and expenses. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. We will never receive any portion of such commissions or fees.

Additional Information:

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. You can find more detailed information about our fees and costs in Item 5 of our Form ADV Part 2A.

Conversation Starter:

"Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?"

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:

- a) Our investment adviser representatives are independent life and health insurance agents, and they may recommend these services to clients. This other activity pays them commissions that are separate from our fees, and gives them a financial incentive to recommend and sell insurance products to our clients.
- b) One of our financial professionals is a registered representative of an unaffiliated broker-dealer, and she may offer you securities through the unaffiliated broker-dealer. Brokerage and advisory services are different, and the fees our firm and the broker-dealer charge for those services are separate. Registered representatives charge a transaction-based commission each time they buy or sell a security in a brokerage account. As a result, they have an incentive to trade as much as possible in order to increase their compensation.

Additional Information:

You can find more detailed information about our conflicts of interest in our Firm Brochure, Form ADV Part 2A.

Conversation Starter:

"How might your conflicts of interest affect me, and how will you address them?"

How do your financial professionals make money?

Our financial professionals receive either a percentage of the assets under management fee or a salary for their services. Bonuses are paid from time to time based on our owner's discretion.

Disciplinary History

Do you or your financial professionals have legal or disciplinary history? Yes

Additional Information:

Visit [Investor.gov/CRS](https://www.investor.gov/crs) for a free and simple search tool to research your financial professionals.

Conversation Starter:

"As a financial professional, do you have any disciplinary history? For what type of conduct?"

Additional Information

You can find additional information about our investment advisory services and request a copy of our relationship summary.

Address: 1400 Crescent Green Drive, Suite 100, Cary, NC 27518

Phone: (919) 852-1215

Conversation Starter: "Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?"

SUMMARY OF MATERIAL CHANGES

We have made the following material changes since the prior version of this Form ADV Part 3/Client Relationship Summary dated March 2023:

1. Item 2 now discloses that we generally do not limit the types of investments we recommend to clients. We typically require a minimum of \$250,000 in assets under management to commence an advisory relationship. We do not have any minimum fees.
2. Item 3 now contains an additional disclosure regarding the conflicts of interest related to our receipt of asset-based fees for certain services.