

Rialto Markets LLC – FINRA Member Broker Dealer: RELATIONSHIP SUMMARY

Introduction – Our firm, Rialto Markets LLC (CRD# 283477) is a FINRA Member registered with the Securities and Exchange Commission as a broker-dealer. We are also a member of SIPC. Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS. This website will also provide educational materials about broker-dealers, investment advisors and investing.

What investment services and advice can you provide me?

We provide brokerage services to retail investors through a private placement or a public offering investment opportunities and admit retail investors as Subscribers to our Alternative Trading System (“ATS”), the Rialto MarketBoard.

Retail investors are provided the opportunity to view details and information about the potential private placement offerings. We do not monitor the frequency of or impose limitations on the investments you as a retail investor make.

We do not provide investment advice to retail investors, nor do we require a retail investor who subscribes to the ATS, to maintain a minimum account size or activity.

“Given my financial situation, should I choose a brokerage service? Why or why not?”

Investing in an offering through Rialto Markets – As a retail investor interested in investing in an eligible private placement or public offering, you may prefer using a FINRA Member, broker-dealer instead of dealing directly with the company offering their securities. Rialto Markets as the broker-dealer contracted by the issuing company to assist with raising the capital, ensures as a FINRA Member, that you the Investor are provided with, or given information on how to access, the issuers offering circular. Further, we will not provide you instructions on how to pay for the investment until the issuer’s offering statement is qualified by the staff at the SEC.

Retail investors investing in a private placement or public offering must state their income for “Know Your Customer” purposes, and for Tier 1 and 2 Regulation A+ offerings where a retail investor can invest no more than 10% of the greater of the person’s, alone or together with a spouse, annual income or net worth (excluding the value of the person’s primary residence and any loans secured by the residence (up to the value of the residence)). If you are applying as an Accredited Investor, you may be requested to evidence your status.

“How will you choose investments to recommend to me?”

As a retail investor, our firm will not contact you directly or solicit you directly to make a recommendation for a Regulation A+ offering, but may advertise or allow general public

access to a website for you to review information about the issuer's seeking to raise capital and the offering.

Our customers do not give us their money to make investments for them, they make the decisions themselves.

The information we provide for investments in private placements and public offerings is approved for use by a FINRA licensed Series 24 (General Securities Principal) Supervisor with our firm. This exam measures the degree to which a registered representative of our firm possesses the knowledge needed to perform the critical functions of a principal, including the rules and statutory provisions applicable to the supervisory management of a general securities broker-dealer.

“What fees will I pay?”

Investing in an Offering - You will not be charged by us (Rialto) for investing in an offering. We charge the offering company an agreed to percentage of the capital raised instead. This information including the fees charged to the company by Rialto and any expenses the company may expect to incur are disclosed in the offering circular filed with the SEC via EDGAR for the specific offering.

Conflict of Interest: Our firm is incentivized by successful or fully subscribed offerings. The more investments made in the companies that are raising capital through us, the more fees we will earn and collect from the company.

Subscriber to / Matching on the Rialto MarketBoard ATS - We will charge the buyer and seller each a commission of 2% of the notional value of each transaction, or as otherwise negotiated for each successful match, not per order.

Conflict of Interest: Our firm makes money from commissions paid by our subscribers for successfully matching their orders. Increased matching on the ATS leads to increased commissions we collect. Neither Rialto Markets, nor its affiliates, participate in placing orders on the Rialto Cross ATS.

The fees (matching commissions) described above must be paid regardless of whether your investments make or lose money.

“What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflicts of interest do you have?”

We have to act in your best interest and not put our interest ahead of yours when introducing offerings. At the same time, as explained above, 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 offerings we provide you. Plainly, if the offerings we

provide you access to are successful in raising the funds, we make money. When you trade on the Rialto MarketBoard ATS, we do not recommend you purchase or sell securities, but we make money by charging you a commission for matching your order. Our affiliates do not make money from these activities, but by charging us for the services they provide us.

“How Rialto Market Financial Professionals Make Money”

Rialto Markets’ financial professionals and staff are compensated based on annual salary. They are not compensated based on factors such as: the amount of client assets they service; the time and/or complexity required to meet a client’s needs; products sold or revenue earned from a specific financial professionals advisory services or recommendations.

“Do you or your financial professionals have legal or disciplinary history?”

No, neither Rialto Markets nor its financial professionals have legal or disciplinary history. You may check [Investor.gov/CRS](https://www.investor.gov/crs) for a free and simple search tool to research Rialto Markets and its financial professionals. For reference, Rialto Markets LLC’s CRD# is 283477.

Additional Information

Retail Investors and Subscribers can request additional information about Rialto Markets LLC and/or request a copy of the relationship summary by emailing support@rialtomarkets.com or calling (877)-774-2586.

“Who is my primary contact person? Who can I talk to if I have concerns about how this person is treating me?”

Retail individuals who invest in a private placement or public offering through Rialto Markets or who subscribe to the Rialto MarketBoard ATS are not assigned to any specific financial professional or team of financial professionals. Any concerns regarding the service you are being provided by Rialto staff should be immediately furnished to Rialto Markets’ Chief Executive Officer, Shari Noonan (CRD# 2463810) via email at compliance@rialtomarkets.com.