

Banorte Ventures Ltd.

September 4, 2025

Item 1. Introduction

Banorte Ventures Ltd. d/b/a BInvesting (“we,” “our,” or “us”) is registered with the U.S. Securities and Exchange Commission (SEC) as an investment adviser. Registration with the SEC does not imply a certain level of skill or training.

We provide investment advisory services exclusively through our proprietary Robo-advisor platform. These services are offered as part of a wrap fee program and are designed to help clients pursue their financial goals utilizing diversified portfolio models.

This document, known as our Form CRS (Client Relationship Summary), provides an overview of our services, fees, and conflicts of interest. Its purpose is to help you better understand the nature of our relationship and whether our services are right for you.

Please note that investment advisory services differ from brokerage services, and it's important to understand these distinctions when selecting a provider. Free and simple tools are available for you to research firms and financial professionals at www.investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

Item 2. Relationship and Services

What investment services and advice can you provide me?

Description of Service: Banorte Ventures Ltd. provides investment advisory services to retail investors exclusively through our proprietary Robo-advisor platform, branded as BInvesting. This platform is developed and maintained internally and is offered as part of a wrap fee program. Using client responses to an Investment Suitability Questionnaire (“ISQ”), the platform generates portfolio recommendations aligned with client goals, risk tolerance, and time horizon. Clients are assigned to diversified model portfolios managed by unaffiliated third-party investment managers.

All portfolio assignments, reallocations, and rebalancing are fully automated, and software driven. The platform does not offer personalized investment advice from human advisors. However, clients may contact us via email or phone during business hours for assistance with technical or operational issues.

- **Monitoring:** The platform continuously monitors client accounts to maintain portfolio allocations aligned with each client's financial profile. Third-party investment managers periodically review and update model allocations, and the platform automatically implements changes as necessary. Clients receive annual notifications prompting them to review and update their financial information to ensure the selected portfolio remains suitable. Clients receive quarterly reminders encouraging them to report any material changes to their financial circumstances.
- **Investment Authority:** When you open an account, you grant us discretionary authority to manage your portfolio. This means we select securities and rebalance portfolios automatically without seeking prior approval for each transaction.
While clients cannot exclude specific securities, sectors, or asset classes, they retain control over portfolio selection during onboarding and may update their ISQ responses at any time to reflect changes in their goals or preferences.
- **Limited Investment Offerings:** The platform offers only diversified model portfolios managed by unaffiliated third-party investment managers. These portfolios are designed for either domestic or offshore clients. For domestic clients, portfolios primarily consist of U.S.-domiciled exchange traded funds (“ETFs”). For offshore clients, portfolios consist of UCITS-compliant ETFs and are made available in compliance with Regulation S under the U.S. Securities Act of 1933. These portfolios are designed to align with varying risk tolerances and investment objectives.
We do not offer access to individual securities or customized portfolios outside of these models. Our services are tailored for individual investors seeking automated, diversified portfolio management.
- **Account Minimums and Other Requirements:** The minimum initial investment to open an account is \$25,000, which must be fully funded within 90 days. Market fluctuations that lower the account balance below this minimum will not impact eligibility to remain in the program. However, withdrawals or other client-initiated activity reducing the account below this threshold may require corrective action to remain in the program.

Additional Information: For additional information, please see our Form ADV Part 2A (Firm Brochure), with special emphasis on Items 4 and 7, and Appendix 1 (Wrap Fee Program Brochure). These documents are available at <https://binvesting.us/disclosure/>.

Conversation Starters:

- ❖ Given my financial situation, should I choose an investment advisory service? Why or why not?
- ❖ How will you choose investments to recommend to me?
- ❖ 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

A. What Fees Will I Pay?

Description of Principal Fees and Costs: We charge an advisory fee based on a percentage of total assets we manage for you. This fee is assessed quarterly in arrears. This fee is calculated daily, using the Net Liquidation Value (NLV) of the account, based on 365 calendar days per year. The NLV for each day equals the account's ending equity value for that day. The annual fee schedule, based on a graded tier system, is as follows:

- \$0 to \$100,000 = 1.85% per year
- \$100,001 to \$200,000 = 1.75% per year
- \$200,001 to \$300,000 = 1.50% per year
- \$300,001 to \$1 million = 1.25% per year
- \$1 million and higher = 1% per year

The wrap fee includes advisory, custodial, and transaction execution services. There are no additional charges for routine transactions. However, certain incidental fees, such as wire transfer or paper statement, may apply. These will be disclosed in advance and are not part of the advisory fee.

Because we charge an asset-based fee, our compensation increases as your account value grows, creating a potential conflict of interest. This incentivizes us to encourage you to add assets to your account.

Description of Other Fees and Costs: Clients may incur other fees and costs, such as:

- Fees charged by third-party investment managers for managing the portfolio models offered on our platform. These fees are embedded in the funds used in your portfolio (e.g., U.S. domiciled ETFs or UCITS ETFs).
- Account maintenance fees charged by the custodian, if applicable (e.g., fees for wire transfers or paper statements).
- Non-US (Foreign) Account Annual Fee for offshore accounts.

These costs are separate from our advisory fee and may reduce your overall investment returns.

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. More detailed information about our fees and costs can be found in our Form ADV Part 2A (Firm Brochure), with special emphasis on Item 5, and Appendix 1 (Wrap Fee Program Brochure). These documents are available at <https://binvesting.us/disclosure/>.

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?

B. 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?

Standard of Conduct: 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.

Examples of Conflicts of Interest:

Broker-Dealer Relationships: We currently use our affiliate, Banorte Securities International Ltd. ("BSI"), for trade execution. While we do not receive additional compensation from BSI, its role as executing broker may indirectly benefit us. In the future, we may engage additional unaffiliated broker-dealers. We regularly monitor the execution quality of all broker-dealers we use to ensure they meet industry standards.

Custody & Clearing: Client assets are currently held with Pershing LLC, an unaffiliated custodian. While we do not receive a direct benefit, reliance on a single provider may create conflicts tied to operational preferences. In the future, we may add other custodians. We will continue to monitor custodians for service quality, reliability, and cost efficiency.

Use of algorithmic investment models. Portfolio recommendations are delivered exclusively through automated software-based algorithms that process client responses to an Investment Suitability Questionnaire. These algorithms do not take into account information outside the questionnaire and do not provide personalized advice from human advisers. This may limit the platform's ability to consider other relevant personal or financial considerations. Clients should be aware that the algorithm may recommend portfolios based on limited input factors and may not always respond to sudden changes in financial markets or individual circumstances unless the client updates their profile.

Additionally, because our wrap fee program uses third-party portfolio models, we may favor investment managers that align with our operational preferences or offer additional benefits to the firm.

We mitigate these conflicts by adhering to strict fiduciary obligations and disclosing all potential conflicts to our clients.

More detailed information about our advisory fees can be found in our Form ADV Part 2A (Firm Brochure), with special emphasis on Item 5, and Appendix 1 (Wrap Fee Program Brochure). These documents are available at <https://binvesting.us/disclosure/>.

Conversation Starter:

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

Additional Information: For more detailed information about our conflicts of interest can be found in our Form ADV Part 2A (Firm Brochure), with special emphasis on Item 10 and Item 12, and Appendix 1 (Wrap Fee Program Brochure). These documents are available at <https://binvesting.us/disclosure/>.

C. How do your financial professionals make money?

Description of How Financial Professionals Make Money: Our financial professionals are not involved in providing personalized investment advice or recommendations through our Robo-Advisor platform. The platform generates and delivers portfolio recommendations exclusively through automated software-based models.

As a result, our financial professionals do not receive commissions, sales-based compensation, or bonuses tied to the performance of client accounts, investment product sales, or trading activity. They are not compensated based on the amount of assets they service, the complexity of client needs, or revenue generated from advisory services.

Instead, our financial professionals are paid fixed salaries. In some cases, they may receive discretionary bonuses that are based on firm-wide performance, operational efficiency, and overall client satisfaction—not on individual client outcomes or transactions.

Item 4. Disciplinary History

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

No. Banorte Ventures Ltd, and its financial professionals have no legal or disciplinary history.

Search Tool: Please visit www.investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

Conversation Starter:

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

Item 5. Additional Information

For additional information regarding Banorte Ventures' investment advisory services, please visit: <https://binvesting.us/disclosure/>. You may also request an up-to-date copy of this Form CRS (Client Relationship Summary) by calling 713-980-4690 or e-mailing compliance@binvesting.us.

Conversation Starter:

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

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Material Changes Overview

Since the last version of this Client Relationship Summary dated April 10, 2025, we have made the following material changes:

1. Registration Status (Item 1 – Introduction)

We updated our disclosure to reflect that Banorte Ventures Ltd. is now registered with the SEC as an investment adviser. The previous version stated we were “in the process of seeking registration.”

2. Minimum Investment Funding Window (Item 2 – Relationship and Services)

We clarified that the required minimum investment of \$25,000 must be fully funded within 90 calendar days of opening an account. This provides clients with a defined grace period for initial funding.

3. Fees, Costs, Conflicts and Standard of Conduct (Item 3 - Algorithm Limitations)

Additional disclosures have been added explaining that portfolio recommendations are generated solely via software-based algorithms. The algorithm does not consider external personal or financial factors not captured in the Investment Suitability Questionnaire, and it may not adapt in real-time to changes in market conditions or client needs.