

Form CRS – Customer Relationship Summary

Richline Capital Management Inc. (“Richline Capital”)

July 14, 2025

Item 1. Introduction

Richline Capital Management Inc. (“Richline Capital”) is registered with the U.S. Securities and Exchange Commission (SEC) as an investment adviser. Brokerage and investment advisory services are different, and it is important for you to understand these differences. Free and simple tools are available to help you research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS). This site 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?

Richline Capital offers discretionary investment advisory services to retail investors through separately managed accounts (SMAs). Our investment advice is primarily, and often exclusively, focused on U.S. equity investments, which constitutes a limited menu of investment options. Our investment philosophy is grounded in fundamental research and long-term value investing. We invest in U.S.-listed companies with strong balance sheets, durable business models, and attractive valuations.

As part of our standard services, we will monitor your investments on an ongoing basis. Discretionary management means we make investment decisions on your behalf without seeking prior approval for each transaction.

We generally require a minimum investment of USD \$250,000 to open an account, although this amount may be negotiable. We do not offer brokerage, custodial, or financial planning services.

Additional Information:

For additional information about our services, see Items 4 and 7 of our Form ADV Part 2A Brochure at <https://adviserinfo.sec.gov> or ask us for a copy.

💬 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

What fees will I pay?

We generally charge a negotiable asset-based fee ranging between 0% and 1% annually based upon the value of the assets in your account applied on a monthly or quarterly basis. Our incentive is to increase the value of your account over time, which will increase our fees over time.

In addition to or in lieu of asset-based advisory fees, we may charge performance-based fees to clients who meet the definition of “qualified client” as defined in Rule 205-3 of the Investment Advisers Act of 1940. This means we will earn more if your investments perform better. This creates a potential conflict of interest, as we may be incentivized to take more risks to achieve higher returns.

In addition to our fees, you may incur additional fees and costs related to the investments in your account, such as custodian fees, account maintenance fees, wire transfer fees, and other product-related fees if applicable.

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. Additional information can be found in our Form ADV, Part 2A (Items 5-6) which is available at: <https://adviserinfo.sec.gov/>.

 Conversation starters:

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:

- We earn money through the advisory fees charged, which creates a conflict of interest because we are incentivized to encourage you to invest more assets with us.
- For qualified clients, we may charge performance-based fees, which create a further conflict by incentivizing us to take more risks to increase returns.

For more detailed information about our conflicts of interest, please review Item 11 of our Form ADV Part 2A (Firm Brochure), available at: <https://adviserinfo.sec.gov/>.

 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 are paid a fixed salary and may receive discretionary bonuses based on the firm's overall growth, including increases in assets under management. This creates an incentive to attract and retain clients, which may influence the investment strategies we pursue.

Item 4. Disciplinary History

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

No. Richline Capital and our financial professionals have no legal or disciplinary history to disclose. You can visit [Investor.gov/CRS](https://investor.gov/CRS) for a free and easy-to-use tool to research our firm and individual 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 about our services, see our Form ADV at <https://adviserinfo.sec.gov/>. To request up-to-date information or a copy of this summary, contact us at (647) 313-6193 or email info@richlinecapital.com.

 Conversation starters:

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?"