

Introduction

Vicus Capital, Inc. (“Vicus”) is registered with the Securities and Exchange Commission (“SEC”) as an investment advisor. Brokerage and investment advisory services and fees differ and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at <https://www.investor.gov/CRS>, which also provides educational materials about broker-dealers, investment advisors, and investing.

What investment services and advice can you provide me?

Vicus offers a variety of portfolio management and advisory services to retail investors, including the ability to invest in an array of asset allocation strategies managed directly by Vicus. We also offer financial planning services as well as access to a variety of Third-Party Money Managers (TPMM). Our services are offered through our Investment Advisor Representatives (“IAR”) or through Promoters who gather information on your financial condition, needs and objectives, and overall financial goals. Based on your responses, the IAR will help you develop an investment strategy. Vicus does not maintain custody of your assets.

For assets managed by Vicus, “discretionary” authority is granted via a contractual relationship. If granted discretionary authority over your account, we have the ability to determine the securities to be bought or sold, the amounts of the securities to be bought or sold, and when to execute securities bought and sold. The decisions we make are limited to those Vicus considers appropriate for you. If you choose to invest through a “non-discretionary” contractual relationship, this means that Vicus cannot affect any account transactions without obtaining your prior consent. You make the ultimate decision regarding the purchase or sale of investments.

All Vicus accounts are reviewed at account opening to assure adherence to your risk tolerance. We seek to meet with you no less than annually to review your account and any changes to your circumstances. Vicus’s Investment Management Program has minimum account fees for its platforms referred to in the Fees and Compensation Section of the Form ADV Part 2A. If a TPMM imposes a minimum balance requirement it will be enforced according to the TPMMs ADV 2A or contract between the TPMM and investor.

Additional information on Vicus’s fees can be found on our Form ADV Part 2A brochure Items 4 and 7 located here: vicuscapital.com/form-adv-part-2a/

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?

What fees will I pay?

Typically, compensation for our services is based on assets under management (“AUM”). You should contact your IAR or reference your Investment Management Agreement for the specific fee you pay. Generally, you are charged a fee that is calculated as an annual percentage of the market value of the assets held within your account. Vicus charges an investment management fee for the accounts we manage. This fee is in addition to the fee charged by the IAR. The total amount of fees charged cannot exceed 2.5% of AUM. Fees are debited from your account monthly at the beginning of each calendar month and calculated by our outside performance reporting software. Some Vicus programs qualify for householding which means that clients are eligible to receive a blended rate which is dependent upon accounts maintained in the clients’ household. Vicus has minimum account fees for its platforms as disclosed in the Fee Section of its Investment Management Agreement. Platform fees are also disclosed in Form ADV Part 2A, Item 5, Fees and Compensation.

If you choose to participate in a TPMM program, Vicus and its IARs receive compensation based on AUM in your account. The maximum fee permitted to be charged for the TPMM as well as when fees are debited from your account are listed in the appropriate TPMM’s ADV Part 2A Brochure or client agreement. IARs do not receive additional compensation for recommending one particular TPMM over another; although the IAR can qualify for certain levels of services or due diligence meetings based on the amount of assets placed with the TPMM. You can also engage in a Financial Planning Agreement in which fees are charged at either an hourly rate, fixed fee, or based on assets under management. Each fee is negotiated individually between you and the IAR based on factors including the complexity of the plan and amount of time needed to perform the services.

As more assets are placed in your account, you could experience a decrease in the percentage fee charged to you,

but naturally, you are likely to pay more in fees. As such, IARs could have an incentive to encourage you to increase the assets in your account. You will also incur other charges in your account imposed by the custodian such as custodial fees (i.e., transaction fees, account closure fees, wire fees, etc.), mutual fund and exchange traded product purchases, separately managed accounts purchases, and charges imposed directly at the fund level (management fees and other fund expenses). Such fees are disclosed in the appropriate prospectus, ADV Part 2A or other appropriate disclosure form.

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. For additional information: Please see Vicus Form ADV, Part 2A brochure Items 5 and 6.

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 advisor? How does your firm make money and what conflicts of interest do you have?

When we act as your investment advisor, we act as a fiduciary and therefore 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. In return for effectuating securities transactions through a custodian, Vicus receives the use of soft dollars to pay for investment research used in its investment decision making process. Also, a potential conflict of interest exists for an IAR to recommend Vicus over other products if a higher fee is generated or there is an ownership interest. Some IARs qualify to receive certain marketing, educational, and practice management benefits for the amount of assets placed with a TPMM or Vicus. See Vicus Form ADV 2A, Client Referrals and Other Compensation, Brokerage Practices, Other Financial Industry Activities and Affiliations. Vicus has adopted a Code of Ethics and all IARs are required to place the utmost priority in safeguarding your best interests.

For additional information: Please see Form ADV, Part 2A Items 4, 10, 11, 12, 14.

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

How do your financial professionals make money?

Vicus IARs are compensated based on the AUM fees charged for their services typically disclosed as the IAR fee. IARs sometimes attend conferences for training and educational purposes without charge. In addition, upon firm approval, a third-party can reimburse or pay for travel and other related miscellaneous expenses.

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

No, for Vicus Capital. Yes, for our financial professionals. Please visit [Investor.gov/CRS](https://www.investor.gov/crs) for a free and simple search tool to research us and our financial professionals.

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

For additional information about our services: If you have any questions about our services and would like additional, up-to-date information or a copy of this disclosure, please contact us at 855-558-4287 or at compliance@vicuscapital.com. Additional information is also available on the SEC's website at [adviserinfo.sec.gov](https://www.adviserinfo.sec.gov).

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