

Denali Wealth Management, Inc. is an investment advisor registered with the Securities and Exchange Commission. Investment advisers and broker-dealers offer different services under differing compensation structures and it is important for retail investors like you to understand the differences between them. Educational materials about broker-dealers, investment advisers, and investing in general are available, along with free and simple tools to research firms and financial professionals, at <https://www.investor.gov/CRS>.

What investment services and advice can you provide me?

Our primary services to retail investors are Asset Management Services and Counseling and Financial Planning Services. Asset Management Services include the ongoing management of your investments and periodic meetings to review progress toward your goals. Counseling and Financial Planning Services are generally limited in scope to a specific project or time period and are typically not ongoing in nature.

Monitoring: Asset Management Services include the continual monitoring of your account by our team. Because Counseling and Financial Planning Services are typically limited in their term by nature, these services generally do not include ongoing management or monitoring (unless your agreement with us specifically indicates otherwise).

Investment Authority: The majority of our Asset Management Services clients grant us discretionary authority over their accounts. When you grant us discretionary authority, we are able to buy and sell investments in your account without asking you in advance. If we do not have discretionary authority, the ultimate decision over what investments to buy or sell is yours, and we will need your express permission before making any transactions in your account. You retain full decision-

making authority as to whether to implement any recommendations provided under our Counseling and Financial Planning Services.

Account Minimums and Other Requirements: We generally do not impose minimum account sizes but your financial professional may negotiate a minimum fee for all services provided.

Conversation Starters. Ask your financial professional:

- 🗨️ 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 licenses, education, and other qualifications? What do these qualifications mean?

Additional information

Additional information about the services we offer can be found under Items 4 and 7 of our [Form ADV Part 2A](#) disclosure brochure.

What fees will I pay?

Our Fees. Our fee for investment management services is generally calculated as a percentage of your assets under our management and billed quarterly. Our fees are generally negotiable and can vary based on factors such as the expected complexity of strategies to be pursued, the type of account to be managed, and the types of securities available to recommend or purchase. We also offer financial planning and consulting services on an hourly or flat-fee basis.

Because our investment management fee is based on the amount of assets we manage, the more assets you place under our management, the more you will pay us in management fees. Therefore, we have an incentive to encourage you to increase the amount of your assets under our management. However, as the assets increase the percentage you pay us lowers according to our flat graduated fee schedule in your agreement with us.

Other Fees and Costs. In addition to the fee you pay for our services, you are responsible for other fees and costs incurred in connection with the management of your account, such as, for example, transaction costs and brokerage or custodial fees. Certain investment products,

such as mutual funds and exchange-traded funds, charge ongoing fees to cover their internal operating costs, including portfolio management fees, legal and accounting services, and marketing expenses.

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.

Conversation Starters. Ask your financial professional:

- 🗨️ 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?

Additional information

Additional information about our fees and other costs of investing can be found under Item 5 of our [Form ADV Part 2A](#) disclosure brochure.

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 advisor, 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.

For example, when discussing assets held in employer-sponsored retirement plans with retail clients, we have an incentive to recommend that they roll these assets over to an account under our management. Rolling over retirement plan assets generally allows you access to broader investment choices and greater flexibility in the management of your assets but it could result in higher overall fees. You should understand all of the fees charged in connection with your investments,

including assets designated for retirement, as well as the risks and limitations applicable to both remaining in and rolling assets out of employer-sponsored retirement plans.

Conversation Starters. *Ask your financial professional:*

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

Additional Information

Additional information about the conflicts of interests we face can be found in our [Form ADV Part 2A](#) disclosure brochure.

How do your investment professionals make money?

Your financial professional receives a portion of the fees you pay us for financial planning, consulting, or asset management services. Therefore, if you pay asset-based fees, our financial professionals have an incentive to recommend that you increase your assets under management with us because it will increase their compensation. You are encouraged to discuss all costs and fees associated with our services and any other potential conflicts with your financial professional.

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

No. A free and simple search tool is available to help research financial professionals at www.investor.gov/CRS.

Conversation Starters. *Ask your financial professional:*

- 🗨️ 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?

Additional Information

Additional information about us and the services we provide can be found in our [Form ADV Part 2A](#) disclosure brochure (available by request or anytime by visiting www.adviserinfo.sec.gov). To request a copy of our [Form ADV Part 2A](#) or a current copy of this Form CRS, please visit www.adviserinfo.sec.gov, www.denaliwm.com, or reach out to us through the contact information below.

