

CLIENT RELATIONSHIP SUMMARY

INTRODUCTION

OPENDEAL BROKER LLC dba Capital R (“ODB”) is a SEC registered, FINRA member, broker/dealer and member of SIPC (<https://www.sipc.org/>). OPENDEAL BROKER LLC is not an Investment Advisor and does not provide investment advice. With few exceptions, ODB interacts only with *accredited investors* and *qualified purchasers*, pursuant to documented engagement agreements. You can find more information about ODB and its representatives at <https://brokercheck.finra.org>.

Other websites you may find helpful to better understand different types of investing and services available to you:

- www.investor.gov/CRS
- www.sec.gov/info/smallbus/formddefinitions.htm
- <https://www.finra.org/investors#/>
- <https://www.investor.gov>
- <https://www.sec.gov/node/172921>
- <https://www.investor.gov/search?keys=REg%20A+>
- <https://www.sec.gov/fast-ansODBr/ansODBr-accred.htm>

What is the difference between a Broker (like ODB) and an Advisor, and how do fees differ?

An Advisor usually chooses investments for you and charges you a fee based on your portfolio's total value. In contrast, a traditional broker executes specific transactions on your behalf and gets paid per transaction. ODB is a placement agent for its Clients and does not have discretion over your investments. AS ODB does not provide investment advice, you make the ultimate decision regarding your investment.

RELATIONSHIPS AND SERVICES

ODB acts as a brokerage firm, and we collect business advisory and successful transaction-based fees from our clients, which may be companies (each an “Issuer”), companies’ executives and employees or third-party investors selling securities (collectively “Clients”). These fees are paid to us by our Clients when you (an “Investor”) make an investment or transact with us for the Client’s benefit. Although you do not pay us directly, the Issuer compensates us from a portion of your investment, in part the same way a residential real estate transaction may occur, with the seller paying a portion of the proceeds to the agent. In this scenario, ODB is the agent.

ODB may present possible investment opportunities consistent with your investor profile to the best of our knowledge. We may present these opportunities and supporting documentation provided by our Clients but do not make any endorsements or representations as to the accuracy or validity of the documentation.

ODB does not open investor accounts, hold assets, or offer investment strategies. Generally, you will interact with ODB through our platform, maintained for our benefit and found at www.republic.com and its extension www.thecapitalr.co.

You should have the investor sophistication to understand the risks and rewards associated with private placements, and financial wherewithal to make independent investment decisions. When in doubt, check with an independent source/professional.

ODB does not provide tax advice or investment advice. Please consult your tax advisor and investment advisor when necessary.

Conversation Starters:

“Given my financial situation, should I choose a brokerage 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?”

ODB and your Registered Representative

ODB’s Registered Representative are not paid a portion of fees we collect from our Clients.

How does your firm make money?

Indirect Compensation: ODB receives compensation from its Clients if there is a successful transaction or other pre-determined terms are met. Compensation is usually a percentage of your investment. Therefore, we get paid by the Client only after your investment has been placed. The more you invest; the more money ODB makes. There are no ongoing fees. Please see the **Conflicts of Interest** section for more information. Fees and costs are listed in the Private Placement, Offering Circular, or other supporting documents.

In some cases, ODB may also receive business advisory fees from our Clients regardless as to whether you invest or not. These fees are not tied to your investment. We typically do not collect any other fees or receive other benefits, although in limited circumstances ODB may be allocated a portion of incentive fees paid to the Issuer.

Conversation Starters:

"You will indirectly 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."

"If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?"

"If we provide you with a recommendation, 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."

Conflicts of Interest

What is your legal obligation acting as my broker?

Our obligation is to put your interests above our own and to disclose any issue that would create a conflict of interest. At the time of each presentation or opportunity, ODB mitigates or discloses any issues that may be deemed conflicts if not already covered in this document.

ODB does not own or invest shares of our Clients unless disclosed.

ODB does not have sales contests or pay performance-based bonuses to our representatives. Other than commissions and other fees paid to us directly or indirectly, ODB does not receive other compensation or benefits unless fully disclosed to you. ODB offers no proprietary products, but we will inform you if there are other products and services provided by us that are similar and less costly. Affiliates of ODB may have interests in the Clients we work with, when they do, we will disclose any known conflict of interest.

How might your conflicts of interest affect me?

The collection of a commission or fee may be deemed a "conflict of interest" in some circumstances. If ODB, its representatives, or affiliates are also investors, you may see this either as a benefit or a detriment to the investment opportunity.

Do you or your financial professional have any legal or disciplinary history?

No. There are no disciplinary disclosures for ODB or the Registered Representative.

Are you affiliated with any other participants in the securities industry?

ODB is a subsidiary of OpenDeal Inc. dba Republic and is affiliate with the following financial services companies, as well as others which are not active in the United States:

- OpenDeal Portal LLC dba Republic (CRD# 283874), is an SEC-registered, FINRA-member securities crowdfunding portal, solely facilitating securities offerings pursuant to Regulation Crowdfunding;
- Republic Capital Adviser LLC (CRD# 316437), is an SEC-registered investment advisor; and
- Republic Deal Room Adviser LLC (CRD# 315688) is a v investment adviser which is exempt from registering with the SEC via the venture capital advisor registration exemption.

MORE INFORMATION

A free copy of Form CRS is available on the landing page/deal page for each ODB hosted opportunity. You can find additional details regarding your investment in the private placement memorandum and other documents provided to you. For more information and questions, please contact us at investors@thecapitalr.co.