

## OPENDEAL BROKER LLC - CLIENT RELATIONSHIP SUMMARY

### INTRODUCTION

OPENDEAL BROKER LLC dba Capital R and Republic Securities (“ODB”) is a SEC registered, FINRA member, broker/dealer, and member of SIPC (<https://www.sipc.org>). ODB is not an investment adviser and does not provide investment advice or recommendations. 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](http://www.investor.gov/CRS)
- <https://www.finra.org/investors#/>
- <https://www.investor.gov>
- <https://www.sec.gov/node/172921>

#### ***What is the difference between a broker (like ODB) and an investment adviser, and how do fees differ?***

*An investment adviser usually chooses investments for you, keeps said investments in its custody or under its control 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 (Issuers) and does not have discretion over your investments nor does ODB custody or control them. As ODB does not provide investment advice or custody or control your assets, you make the ultimate decision regarding your investment and how it is managed.*

#### **What investment services and advice can you provide me?**

We do not provide investment service, nor do we provide investment advice. We provide investors access to Issuers’ private placement securities offerings (Regulations D, S and others) and to qualified offerings pursuant to Regulation A+.

### 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 reserves the right to charge Investors a fee and may do so with sufficient notice.

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](http://www.republic.com) and its extension [www.thecapitalr.co](http://www.thecapitalr.co). We may also provide our services via our Clients’ websites, when we do so, we will clearly disclose our participation.

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.

ODB is not a fiduciary for any Investor, however, pursuant to ODB’s duties under Regulation Best Interest (“Reg BI”), ODB will monitor your transactions and may prevent your participation in an opportunity if Reg BI applies and the transaction is not in your best interest, as reasonably determined by ODB.

#### **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?”*

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### **ODB and your Registered Representative:**

ODB's Registered Representatives are not paid a portion of fees we collect from our Clients. They are salaried persons employed by our affiliate who may also pay them a bonus or discretionary compensation unrelated to ODB's fees and commissions..

### ***How does your firm make money? What fees will I pay?***

**Indirect Compensation:** ODB receives compensation from its Clients (issuers) if there is a successful transaction or other pre-determined terms are met. Compensation is usually a percentage of your investment and usually paid in cash or in securities. Therefore, we get paid by the Client only after your investment has been placed. Generally, the more you invest; the more money ODB makes. There are no ongoing fees for your participation in ODB facilitated opportunities or your use of ODB's services. 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, you may also pay other third-party fees such as wire payments, ACHs, credit card, or bank check fees. In some cases, ODB may also receive business advisory fees from Issuers 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."*

*"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?"*

*"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."*

*What is your legal obligation acting as my broker?*

### **Conflicts of Interest:**

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 the Issuer unless disclosed. Occasionally one of our affiliates may have a financial interest in an Issuer which we may also create conflicts of interest. 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. Affiliates of ODB may have a financial interest in the Issuers we present to you and may represent a conflict of interest.

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

No. There are no disciplinary disclosures for ODB or the Registered Representative as of the date of this Form CRS.

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

ODB is a subsidiary of OpenDeal Inc. dba Republic and is affiliated 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 adviser; and
- Republic Deal Room Advisor LLC (CRD# 315688) an investment adviser which is exempt from registering with the SEC via the venture capital adviser registration exemption.

### ***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?***

*ODB does not have individual representatives interact or solicit with Investors. A free copy of Form CRS is available on the landing page and for each page displaying an opportunity facilitated by ODB. You can find additional details regarding your investment in the private placement memorandum and other documents provided to you. For more information contact us at [investors@thecapitalr.co](mailto:investors@thecapitalr.co).*