

June 2020

CLIENT RELATIONSHIP SUMMARY

INTRODUCTION

OPENDEAL BROKER LLC (“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. With few exceptions, ODB interacts only with accredited investors and qualified purchasers, pursuant to documented engagement assignments. You can find more information about ODB and your representatives at <https://brokercheck.finra.org/>.

Other websites you may find helpful to better understand different types of investing and services available to you: [investor.gov/CRS](https://www.investor.gov/CRS)

<https://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-accredhtm.htm>

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

*A traditional broker executes specific transactions on your behalf and gets paid per transaction. **ODB** is a placement agent for the Issuer and does not have discretion over your account. You make the ultimate decision regarding your investment. **An Advisor** usually chooses investments for you and charges you a fee based on your portfolio’s total value.*

RELATIONSHIPS AND SERVICES

ODB acts as a brokerage firm and we collect business advisory and successful transaction-based fees from Issuers/Companies or Company employees/Sellers (collectively “Issuer”). These fees are paid to us by the Issuer when you make an investment. 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 the Issuer but do not make any endorsements or representations as to the accuracy or validity of the documentation.

ODB does not open customer accounts, hold customer assets, or offer investment strategies. We do not provide investment advice and don’t make recommendations.

As an Accredited Investor, 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. Please consult your tax advisor if necessary. We do not provide investment advice to the Investor.

ODB and your Registered Representative

Your Registered Representative is paid a portion of fees we collect.

What are your qualifications, licenses, experience, and education?

You can find some of these answers on FINRA's brokercheck or ask us.

How does your firm make money?

Indirect Compensation: ODB receives compensation from the Issuer if there is a successful transaction. Compensation is usually a percentage of your investment. Therefore, we get paid from the Issuer only after your investment has been placed with the Issuer. The more you invest; the more money ODB makes. There are no ongoing fees. Please see the Conflicts of Interest section for more information.

In some cases, ODB may also receive business advisory fees from the Issuer 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.

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 in the Issuer 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.

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?

There are no disciplinary disclosures for ODB, and none for the Registered Representative as well.

MORE INFORMATION

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 gerard@thecapitalr.co or 646-432-0706.