

# CHAINRAISE PORTAL, LLC

## MANUAL OF POLICIES AND PROCEDURES

### DEFINITIONS

ACT	The Securities Act of 1933, as amended.
ASSOCIATED PERSON	Every director and officer of the Company; every employee of the Company, other than employees whose functions are solely clerical or ministerial; any natural person controlling the Company; and any partnership, corporation, association, limited liability company, or other legal entity controlling or controlled by the Company.
AFFILIATED PERSON	The Issuer and its officers, directors (or any person occupying a similar status or performing a similar function) or beneficial owners of 20% or more of the Issuer's outstanding voting securities, calculated on the basis of voting power.
CHIEF COMPLIANCE OFFICER, OR CCO	The person designated as such by the Company, or another person designated by the then-CCO to act on behalf of the CCO with respect to specified matters.
COMPANY, WE, OR US	ChainRaise Portal, LLC, a Delaware limited liability company.
COMPLIANCE LOG	A hard-copy or electronic register (e.g., a Microsoft Excel spreadsheet) created and maintained by the CCO for the purpose of recording compliance with this Manual.
CROWDFUNDING EXEMPTION	The exemption from registration under section 5 of the Act provided by section 4(a)(6) of the Act.
CROWDFUNDING REGULATIONS	The regulations adopted by the SEC to implement Title III, 17 CFR §227.100 <i>et seq.</i>
DISQUALIFYING EVENTS	The events listed in 17 CFR §227.503(a)(1) - (8).
EDUCATIONAL MATERIALS	Materials that explain in plain language and are otherwise designed to communicate effectively and accurately the information set forth in 17 CFR §227.302(b)(1)(i) - (ix).
EXCHANGE ACT	The Securities Exchange Act of 1934, as amended.
FINRA	The Financial Industry Regulatory Authority.
FINRA RULES	The Funding Portal Rules adopted by FINRA.
FUNDING PORTAL	An entity licensed as a "funding portal" as defined in section 3(a)(80) of the Exchange Act.
FUNDING PORTAL COMMUNICATION	Any electronic or other written communication that is distributed or made available by the Company to an Investor, not including any Issuer Communications.
INTERMEDIARY REQUIREMENTS	The requirements set forth in section 4A(a) of the Act and the related requirements of the Crowdfunding Regulations.

INVESTMENT LIMITS	The limitations imposed by section 4(a)(6)(B) of the Act and 17 CFR §227.100(a)(2).
ISSUER COMMUNICATION	Any electronic or other written communication that is prepared solely by an Issuer.
ISSUER FINANCIAL INTEREST	A direct or indirect ownership of, or economic interest in, any class of the securities of an Issuer.
ISSUER REQUIREMENTS	The requirements set forth in section 4A(b) of the Act and the related requirements of the Crowdfunding Regulations.
ISSUER	A company whose securities are offered on the Platform under the Crowdfunding Exemption.
INVESTOR	Any person who views investment opportunities list on the Platform.
MANAGER	ChainRaise LLC, or another person designated as such pursuant to the Company's Limited Liability Company Agreement.
MANUAL	This Manual of Policies and Procedures.
NPI	Non-public personal information, as defined in 17 CFR §248.3(t).
PLATFORM	The electronic platform used by the Company to offer securities of Issuers.
PROMOTER	A person who promotes an Issuer's offering for compensation, whether past or prospective, or who is a founder or an employee of an Issuer and engages in promotional activities on behalf of the issuer on the Platform.
SEC	The U.S. Securities and Exchange Commission.
TITLE III	Title III of the JOBS Act of 2012.

## PURPOSE OF MANUAL

This Manual was prepared to help the Company and its Associated Persons comply with the Crowdfunding Requirements, the FINRA Rules, and all of the other laws, regulations, and rules that govern the Company's operations as a Funding Portal.

## WHO IS COVERED

The policies and procedures described in this Manual apply to the Company and all of its Associated Persons.

## DOCUMENTATION OF FUNDING

REGULATORY BASIS	FINRA Rule 110(a)(10)(D)
SUMMARY OF POLICY	The Company shall document all direct and indirect sources of funding.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Advise senior management of the Company's obligation to document all direct and indirect sources of funding;</li><li>• Maintain written records of all such funding, including but not limited to bank statements, credit card payments, wire transfers, and ACH transfers;</li><li>• Maintain written records of the direct and indirect sources of funding, including the ultimate owner(s) of any entity from which the Company receives funding;</li><li>• Review each investor for AML and OFAC compliance, and maintain records of such review;</li><li>• Determine whether any investor is disqualified from owning an interest in the Company under applicable laws and regulations, and maintain records of such determination; and</li><li>• No less than quarterly, confirm whether the Company has received any additional funding not previously recorded.</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the actions described above.

## STANDARDS OF COMMERCIAL HONOR AND PRINCIPLES OF TRADE

REGULATORY BASIS	FINRA Rule 200(a)
SUMMARY OF POLICY	The Company shall at all times high standards of commercial honor and just and equitable principles of trade.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Ensure that every employee is notified periodically of the Company's commitment to commercial honor and just and equitable principles of trade;</li><li>• Proactively seek out training materials relating to the standards of funding portals; and</li><li>• Periodically hold training sessions concerning acceptable and unacceptable practices in the securities industry generally and for FINRA members in particular.</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the dates and contents of the notices to employees and the training sessions described above.

## USE OF MANIPULATIVE, DECEPTIVE OR OTHER FRAUDULENT DEVICES

REGULATORY BASIS	FINRA Rule 200(b)
SUMMARY OF POLICY	Neither the Company nor any of its employees shall effect any transaction in, or induce the purchase or sale of, any security by means of, or by aiding or abetting, any manipulative, deceptive, or other fraudulent device or contrivance.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Ensure that every employee is notified periodically of the Company's commitment to honesty and integrity;</li><li>• Proactively seek out training materials relating to the standards of funding portals; and</li><li>• Periodically hold training sessions concerning acceptable and unacceptable sales practices in the securities industry generally and for FINRA members in particular.</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the dates and contents of the notices to employees and the training sessions described above.

## COMMUNICATIONS WITH INVESTORS

REGULATORY BASIS	FINRA Rule 200(c)
SUMMARY OF POLICY	<p>All Funding Portal Communications must:</p> <ul style="list-style-type: none"><li>• Be based on principles of fair dealing and good faith;</li><li>• Be fair and balanced; and</li><li>• Disclose the Company's name.</li></ul> <p>No Funding Portal Communication shall:</p> <ul style="list-style-type: none"><li>• Include any false, exaggerated, unwarranted, promissory or misleading statement or claim;</li><li>• Omit any material fact or qualification if the omission, in light of the context of the material presented, would cause the communication to be misleading;</li><li>• State or imply that FINRA, or any other corporate name or facility owned by FINRA, or any other regulatory organization endorses, indemnifies, or guarantees the funding portal's business practices; or</li><li>• Predict or project performance, imply that past performance will recur or make any exaggerated or unwarranted claim, opinion or forecast (a hypothetical illustration of mathematical principles is permitted, provided that it does not predict or project the performance of an investment).</li></ul> <p>Those prohibitions shall not apply to an Issuer Communication, provided that the Company shall not include on the Platform any Issuer Communication that the Company knows or has reason to know contains any untrue statement of a material fact or is otherwise false or misleading.</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Review every Funding Portal Communication for compliance with the policies above;</li><li>• If appropriate, request from senior management reasonable justification for any claims made in the Funding Portal Communication;</li><li>• Remove any portion of a Funding Portal Communication that violates the policies above; and</li><li>• Ensure that every employee is notified periodically of the foregoing standards.</li></ul>

HOW DOCUMENTED	The CCO shall annotate on each Funding Portal Communication that the CCO has reviewed and approved such Funding Portal Communication.
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## POLICIES & PROCEDURES; SUPERVISION

REGULATORY BASIS	FINRA Rule 300(a)(1)
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SUMMARY OF POLICY	<p>The Company shall:</p> <ul style="list-style-type: none"> <li>• Maintain this Manual in accordance with the Crowdfunding Regulations and the FINRA Rules, as they may be amended and interpreted from time to time;</li> <li>• Designate the CCO as the individual with authority to carry out the supervisory responsibilities of the Company as set forth herein; and</li> <li>• Use reasonable efforts to determine that the CCO and other supervisory personnel are qualified by virtue of experience or training to carry out their assigned responsibilities.</li> </ul>
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SUPERVISORY PERSON	CCO
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FREQUENCY OF REVIEW	Ongoing
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HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"> <li>• Periodically, but no less than every 30 days, review the websites of the SEC and FINRA for information concerning the Crowdfunding Regulations and the FINRA Rules, including but not limited any actual or proposed amendments;</li> <li>• Subscribe to one or more reporting services that report changes to the SEC Regulations and the FINRA Rules;</li> <li>• Attend at least one professional seminar per year relating to compliance and supervisory matters; and</li> <li>• Review the backgrounds of any candidates for supervisory positions regarding experience and training.</li> </ul>
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HOW DOCUMENTED	The CCO shall document the actions above in the Compliance Log.
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## EXAMINATIONS AND INSPECTIONS

REGULATORY BASIS	FINRA Rule 300(a)(2)
SUMMARY OF POLICY	The Company shall permit the examination and inspection of all of its business and business operations that relate to its activities as a funding portal, such as its premises, systems, platforms and records, by representatives of FINRA and the SEC, and shall cooperate with the examination, inspection or investigation of any persons directly or indirectly using its platform.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	All requests for examination and/or inspection from FINRA or the SEC shall be forwarded to the CCO, shall instruct the Company's employees on the duty of compliance and cooperation.
HOW DOCUMENTED	Each request for examination and/or inspection from FINRA or the SEC shall be recorded in the Compliance Log.

## NOTICES TO FINRA OF CERTAIN EVENTS

REGULATORY BASIS	FINRA Rule 300(c)
SUMMARY OF POLICY	<p>The Company shall report to FINRA within 30 calendar days through such means as FINRA may specify, after the Company knows or should have known of the existence of:</p> <ul style="list-style-type: none"><li>• The occurrence of any of the events described in FINRA Rule 302(c)(1)(A)(i)-(vii) with respect to the Company or any of its Associated Persons; or</li><li>• Any Associated Person of the Company is the subject of any disciplinary action taken by the Company involving suspension, termination, the withholding of compensation or of any other remuneration in excess of \$2,500, the imposition of fines in excess of \$2,500 or is otherwise disciplined in any manner that would have a significant limitation on the individual's activities on a temporary or permanent basis.</li></ul> <p>The Company shall report to FINRA within 30 calendar days, through such means as FINRA may specify, after the Company has concluded or reasonably should have concluded that the Company or any of its Associated Persons has violated any securities-, commodities-, financial-or investment-related laws, rules, regulations or standards of conduct of any foreign or domestic regulatory body or self-regulatory organization.</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Advise senior management of the need to notify the CCO of any of the events described above;</li><li>• No less than quarterly, confirm with senior management that no such events have occurred;</li><li>• Be responsible for notifying FINRA of any such events.</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the enquiries and filings described above.

## UPDATING CONTACT INFORMATION FOR FINRA

REGULATORY BASIS	FINRA Rule 300(d)
SUMMARY OF POLICY	<p>The Company shall report to FINRA all contact information required by FINRA through such means as FINRA may specify.</p> <p>The Company shall promptly update its required contact information (including its executive representative designation and contact information as required by Article IV, Section 3 of the FINRA By-Laws), but in any event not later than 30 days following any change in such information. In addition, the Company shall review and, if necessary, update its required contact information, through such means as FINRA may specify, within 17 business days after the end of each calendar year.</p> <p>The Company shall comply with any FINRA request for such information promptly, but in any event not later than 15 days following the request, or such longer period that may be agreed to by FINRA staff.</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Advise senior management of the need to notify the CCO of any change in FINRA contact information;</li><li>• No less than quarterly, confirm that there have been no such changes;</li><li>• Be responsible for communications with FINRA, notifying FINRA of any changes, filing the annual report required by FINRA, and complying with any request for information by FINRA.</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the enquiries and filings described above.

## STATEMENT OF GROSS REVENUE

REGULATORY BASIS	FINRA Rule 300(e)
SUMMARY OF POLICY	The Company shall each year report to FINRA, in the manner prescribed by FINRA, the member's gross revenue on Form FP-Statement of Revenue, no later than 60 calendar days following each calendar year-end. The statement of gross revenue shall be prepared in accordance with U.S. Generally Accepted Accounting Principles.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	The CCO shall ensure that Form FP-Statement of Revenue is filed in a timely fashion each year.
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the date of filing of Form FP-Statement of Revenue.

## RECORDS OF ASSOCIATED PERSONS

REGULATORY BASIS	FINRA Rule 300(f)
SUMMARY OF POLICY	The Company shall make and keep current a record listing every Associated Person that shows, for each Associated Person, every office of the Company where the Associated Person regularly conducts any business for the Company, and any registration number, if any, to be prescribed by FINRA, and every identification number or code assigned to the Associated Person by the Company. The Company shall preserve these records for five years, the first two in an easily accessible place.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	The CCO shall: <ul style="list-style-type: none"><li>• No less than semiannually, advise senior management of the Company's obligations regarding Associated Persons;</li><li>• No less than quarterly, confirm that the Company's records are adequate; and</li><li>• No less than quarterly, confirm the Company's records are preserved in accordance with the foregoing policies.</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the actions described above.

## INFORMATION CONCERNING STATUTORY DISQUALIFICATION

REGULATORY BASIS	FINRA Rule 800(b)(2)
SUMMARY OF POLICY	The Company shall maintain and keep current information indicating whether the Company itself or any of its Associated Persons are subject to an event described in section 3(a)(39) of the Exchange Act, and shall update such information with FINRA within 10 days following any change.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	The CCO shall: <ul style="list-style-type: none"><li>• No less than semiannually, advise senior management of the need to notify the CCO of any of the events described in section 3(a)(39) of the Exchange Act with respect to the Company itself or any of its Associated Persons;</li><li>• No less than quarterly, confirm that there have been no such events; and</li><li>• If any such event occurs, notify FINRA within 10 days.</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the actions described above.

## FILING FINRA FORM MC-400 OR FORM 400A

REGULATORY BASIS	FINRA Rule 900(b)(4) and FINRA Rule 900(b)(7)
SUMMARY OF POLICY	<p>The Company shall file FINRA Form MC-400, FINRA Form MC-400A, or, in the case of a matter described in FINRA Rule 900(b)(8)(A), a written request for relief, with FINRA's Department of Registration and Disclosure, if the Company determines, before receiving a notice under FINRA Rule (b)(3)(A) that:</p> <ul style="list-style-type: none"><li>• The Company becomes subject to a disqualification or is otherwise ineligible for membership in FINRA under Article III, Section 3 of the FINRA By-Laws;</li><li>• An Associated Person of the Company has become or is otherwise ineligible for association under Article III, Section 3 of the FINRA By-Laws; or</li><li>• The Company wishes to sponsor the association of a person who is otherwise ineligible for association under Article III, Section 3 of the FINRA By-Laws.</li></ul> <p>However, no such filings shall be required if the disqualification is as described in FINRA Rule 900(b)(7).</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"><li>• No less than semiannually, determine whether:<ul style="list-style-type: none"><li>○ The Company is subject to subject to a disqualification or is otherwise ineligible for membership in FINRA under Article III, Section 3 of the FINRA By-Laws;</li><li>○ An Associated Person of the Company has become or is otherwise ineligible for association under Article III, Section 3 of the FINRA By-Laws; or</li><li>○ The Company wishes to sponsor the association of a person who is otherwise ineligible for association under Article III, Section 3 of the FINRA By-Laws;</li></ul></li><li>• In the event of a disqualification, determine whether a filing is required and, if so, what kind of filing; and</li><li>• Make any required filing.</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the actions and determinations described above.





## PRE-DISPUTE ARBITRATION AGREEMENTS

REGULATORY BASIS	FINRA Rule 1200(b)
SUMMARY OF POLICY	If the Company uses pre-dispute arbitration agreements with respect to investor accounts, the Company shall comply with all of the requirements set forth in FINRA Rule 1200(b).
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	The CCO shall: <ul style="list-style-type: none"><li>• Periodically, but not less than quarterly, determine whether the Company is using pre-dispute arbitration agreements with respect to investor accounts; and</li><li>• If so, ensure that such pre-dispute arbitration agreements comply with FINRA Rule 1200(b).</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the actions described above.

## COMPLIANCE WITH CROWDFUNDING EXEMPTION BY ISSUER

REGULATORY BASIS	17 CFR §227.301(a)
SUMMARY OF POLICY	The Company must have a reasonable basis for believing that every Issuer complies with the Issuer Requirements.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	The CCO shall review each proposed offering before it is listed on the Platform.
HOW CONDUCTED	<p>The Company shall:</p> <ul style="list-style-type: none"><li>• Build into the functionality of the Platform questions that must be answered by the Issuer directed to the Issuer Requirements.</li><li>• Build into the functionality of the Platform a system that will not permit the filing of Form C until the Issuer has complied with all of the Issuer Requirements.</li></ul> <p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Obtain from the Chief Executive Officer or other authorized person of the Issuer a representation that the Issuer complies with all of the Issuer Requirements.</li><li>• Obtain from the Issuer a certified copy of the Issuer's Certificate of Incorporation, Certificate of Formation, or other formation documents reflecting the formation of the Issuer in a political subdivision of the United States.</li><li>• Conduct at least one interview with the Chief Executive Officer of the Issuer (or the person serving in the comparable position), which may be in person or via a video conferencing service such as Skype, with a view toward judging the truthfulness of the Issuer's responses to the questions on the Platform.</li><li>• If the CCO does not have a reasonable basis following the foregoing, require from the Issuer an opinion of qualified securities counsel that the Issuer complies with all of the Issuer Requirements.</li></ul>
HOW DOCUMENTED	Before the offering is listed on the Platform, the CCO shall make an electronic notation in the Compliance Log indicating that the CCO (i) has followed the procedures above, and (ii) has or has not concluded that there is a reasonable basis for believing that every Issuer complies with the Issuer Requirements.

## RECORDS OF ISSUER

REGULATORY BASIS	17 CFR §227.301(b)
SUMMARY OF POLICY	The Company must have a reasonable basis for believing that every Issuer has established means to keep accurate records of the holders of the securities it would offer and sell through the Platform.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	The CCO shall review each proposed offering before it is listed on the Platform.
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Require from the Issuer a detailed explanation of the means the Issuer intends to use to keep accurate records of the holders of its securities.</li><li>• Obtain from the Chief Executive Officer or other authorized person of the Issuer a representation that the Issuer has a means to keep accurate records of the holders of the securities.</li><li>• If the CCO does not have a reasonable basis following the foregoing, require from the Issuer a demonstration of the means the Issuer intends to use to keep accurate records of the holders of the securities.</li><li>• If the Company does not have a reasonable basis following the foregoing, require from the Issuer an opinion of a certified public accountant that the Issuer has a means to keep accurate records of the holders of the securities.</li></ul> <p>An Issuer that has engaged the services of a transfer agent registered under section 17A of the Exchange Act shall be deemed to established means to keep accurate records of the holders of the securities it would sell on the Platform.</p>
HOW DOCUMENTED	Before the offering is listed on the Platform, the CCO shall make an electronic notation in the Compliance Log indicating that the CCO (i) has followed the procedures above, and (ii) has or has not concluded that there is a reasonable basis for believing that every Issuer has established means to keep accurate records of the holders of the securities it would offer and sell through the Platform.



## ISSUER DISQUALIFICATION

REGULATORY BASIS	17 CFR §227.301(c)(1)
SUMMARY OF POLICY	The Company must deny access to the Platform to an Issuer if the Company has a reasonable basis for believing that the Issuer or any of its Affiliated Persons is subject to any Disqualifying Events.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	The CCO shall review each proposed offering before it is listed on the Platform.
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Obtain from the Chief Executive Officer of the Issuer (or the person serving in the comparable position) a representation identifying each Affiliated Person.</li><li>• Cross-check the list of Affiliated Persons against other information provided by the Issuer (for example, a list of officers and directors);</li><li>• Require each Affiliated Person to complete a questionnaire listing the Disqualifying Events and requiring the Affiliated Person to affirmatively state whether he or she has been the subject of any such Disqualifying Events within the last 10 years.</li><li>• Conduct a background and securities enforcement regulatory history check on each Affiliated Person through a reputable third party.</li><li>• If the CCO determines that the Issuer or any of its Affiliated Persons is subject to any Disqualifying Events, the CCO shall ensure that the Issuer is not allowed on the Platform.</li></ul>
HOW DOCUMENTED	Before the offering is listed on the Platform, the CCO shall make an electronic notation in the Compliance Log indicating that the CCO (i) has followed the procedures above, and (ii) has or has not concluded that there is a reasonable basis for believing that the Issuer or any of its Affiliated Persons is subject to any Disqualifying Events.

## POTENTIAL FOR FRAUD

REGULATORY BASIS	17 CFR §227.301(c)(2)
SUMMARY OF POLICY	<p>The Company must deny access to the Platform to an Issuer if the Company has a reasonable basis for believing that the Issuer or the proposed offering presents the potential for fraud or otherwise raises concerns about investor protection. In satisfying this requirement, the Company must deny access if it reasonably believes that it is unable to adequately or effectively assess the risk of fraud of the Issuer or the proposed offering. In addition, if the Company becomes aware of information after it has granted the Issuer access to the Platform that causes it to reasonably believe that the Issuer or the offering presents the potential for fraud or otherwise raises concerns about investor protection, the Company will promptly remove the offering from the Platform, cancel the offering, and direct the return of any funds that have been committed by investors in the offering.</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	<p>The CCO shall review each proposed offering before it is listed on the Platform and shall monitor each offering while it is listed on the Platform.</p>

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## HOW CONDUCTED

The CCO shall instruct each employee of the Company that if the employee becomes aware of events causing it to believe there could be a potential for fraud or that investors could be harmed, the employee shall report such event to the CCO. Events that should be reported to the CCO include, but are not necessarily limited to:

- Material discrepancies in the information given to the Company by an Issuer.
- Documents or signatures that appear to have been altered.
- Information from an Issuer that the Company knows to be false.
- Contradictions in information provided by two or more different representatives of the Issuer.
- Information from background checks that contradicts information provided by the Issuer, or otherwise raises reasonable doubts or suspicions.
- An indication that the person identified by the Issuer as its Chief Executive Officer is not actually performing the functions that his or her title suggests.
- An Issuer's inability or unwillingness to produce documents or information.
- An indication that the list of Affiliated Persons provided by the Issuer is incomplete or inaccurate.
- A business model that appears to have no foundation in reality, or predicated on completely unrealistic assumptions.
- Suspicions that the business of the Issuer infringes on the rights of a third party.
- False statements by the Issuer.
- An indication that the Issuer has been rejected by a different Funding Portal, without a reasonable explanation.
- Other facts that would cause a reasonable business person to suspect untruthfulness.

Upon learning of any such events, either from another employee or on his or her own, the Chief Compliance Officer shall undertake an investigation, which may include additional background checks, discussions with the Chief Executive Officer of the Company, discussions with third parties, requests for supporting information, discussions with the Issuer's counsel, and other steps the Chief Compliance Officer deems necessary or appropriate.

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HOW DOCUMENTED

Before the offering is listed on the Platform, the CCO shall make a notation in the Compliance Log indicating that the CCO (i) has followed the procedures above, and (ii) either (A) has a reasonable basis for believing that the Issuer or the proposed offering presents the potential for fraud or otherwise raises concerns about investor protection, (B) reasonably believes that the CCO is unable to adequately or effectively assess the risk of fraud of the Issuer or the proposed offering, or (C) both (1) does not have a reasonable basis for believing that the Issuer or the proposed offering presents the potential for fraud or otherwise raises concerns about investor protection, and (2) reasonably believes that the CCO is unable to adequately or effectively assess the risk of fraud of the Issuer or the proposed offering.

After the offering is completed, but before funds are released to the Issuer, the CCO shall make a notation in the Compliance Log indicating that no facts have come to the attention of the CCO that would cause the CCO to reach a different conclusion.



## ACCOUNT OPENING AND CONSENT TO ELECTRONIC DELIVERY

REGULATORY BASIS	17 CFR §227.302(a)(1)
SUMMARY OF POLICY	Neither the Company nor any of its Associated Persons may accept an investment commitment until the investor has opened an account with the Company and the Company has obtained from the investor consent to electronic delivery of materials.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall:</p> <ul style="list-style-type: none"><li>• Build into the functionality of the Platform a system that will not permit any investor to make an investment commitment until the investor has opened an account with the Company.</li><li>• Build into the functionality of the Platform a system that will not permit any investor to open an account with the Company without consenting to the electronic delivery of materials.</li></ul> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.

## ELECTRONIC DELIVERY OF INFORMATION

REGULATORY BASIS	17 CFR §227.302(a)(2)
SUMMARY OF POLICY	<p>The Company shall provide all information that it is required to be provided under the provisions of 17 CFR §227.300 through 17 CFR §227.305, including, but not limited to, educational materials, notices and confirmations, through electronic means. Unless otherwise indicated in the relevant regulation, in satisfying this requirement, the Company must provide the information through (i) an electronic message that contains the information, (ii) an electronic message that includes a specific link to the information as posted on the Platform, or (iii) an electronic message that provides notice of what the information is and that it is located on the Platform or on the Issuer's website. For these purposes, electronic messages include, but are not limited to, email, social media messages, instant messages or other electronic media messages.</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build into the functionality of the Platform a method for delivery all information through electronic means.</p> <p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</li><li>• Periodically, but no less than semiannually, remind all employees of the Company's policy.</li></ul>
HOW DOCUMENTED	<p>Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that (i) the functionality above is functioning properly, and (ii) employees have been notified of the Company's policy.</p>

## EDUCATIONAL MATERIALS

REGULATORY BASIS	17 CFR §227.302(b)
SUMMARY OF POLICY	<ul style="list-style-type: none"><li>• The Company shall prepare and keep current Educational Materials.</li><li>• In connection with establishing an account for an investor, the Company shall deliver the Educational Materials to the investor.</li><li>• The Company shall make the current version of the Educational Materials available on the Platform. If the Company makes a material revision to the Educational materials, it shall make the revised Educational Materials available to all investors before accepting any additional investment commitments or effecting any further transactions.</li></ul>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall:</p> <ul style="list-style-type: none"><li>• Prepare, or cause to be prepared, Educational Materials satisfying the requirements of 17 CFR §227.302(b)(1), and post such Educational Materials on the Platform.</li><li>• Build into the functionality of the Platform a system so that the Educational Materials are automatically delivered to each investor at the time the investor establishes his or her account.</li></ul> <p>The CCO shall:</p> <ul style="list-style-type: none"><li>• Periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</li><li>• Before the first offering is listed on the Platform, and no less than semiannually thereafter, confirm with outside securities counsel that that the Educational Materials satisfy the requirements of 17 CFR §227.302(b)(1).</li><li>• Periodically, but not less than semiannually, ensure that the Educational Materials are properly posted on the Platform.</li><li>• If there is a material revision to the Educational Materials, ensure that the revised Educational Materials are made available to all investors before accepting any additional investment commitments or effecting any further transactions.</li></ul>

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HOW DOCUMENTED

- Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.
- No less than semiannually, the CCO shall annotate in the Compliance Log that the CCO has conferred with outside securities counsel.
- The CCO shall maintain a history of all changes to the Educational Materials, and the date of each change.
- If there is a material revision to the Educational Materials, the CCO shall annotate in the Compliance Log (i) the material revision, and (ii) that the revised Educational Materials are made available to all investors before accepting any additional investment commitments or effecting any further transactions.

## PROMOTERS

REGULATORY BASIS	17 CFR §227.302(c)
SUMMARY OF POLICY	In connection with establishing an account for an investor, the Platform shall inform the investor that any Promoter must clearly disclose in all communications on the Platform (i) that he or she is engaging in promotional activities on behalf of the Issuer, and (ii) the receipt of the compensation for his or her promotional activities.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build into the functionality of the Platform a method for so advising new investors.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.

## COMPENSATION OF COMPANY

REGULATORY BASIS	17 CFR §227.302(d)
SUMMARY OF POLICY	When establishing an account for an investor, an intermediary must clearly disclose the manner in which the intermediary is compensated.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build into the functionality of the Platform a method for so advising new investors.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.

## DISCLOSURE OF ISSUER INFORMATION

REGULATORY BASIS	17 CFR §227.303(a)
SUMMARY OF POLICY	<p>For each Issuer and each offering conducted on the Platform under the Crowdfunding Exemption, the Company will make available to the SEC and to Investors:</p> <ul style="list-style-type: none"><li>• The Issuer’s initial Form C for the offering, containing all of the information described at 17 CFR §227.201;</li><li>• For an offering that has not yet been completed or terminated, an amendment to Form C (Form C/A) reflecting any material changes, additions, or updates to the information on the initial Form C;</li><li>• No later than five business days after each of the dates when the Issuer reaches 50% and 100% of the target offering amount, a progress update (Form C-U), except that the Company may, in lieu of provided such updates, make publicly available on the Platform frequent updates regarding the progress of the Issuer in meeting the target offering amount;</li><li>• No later than five business days after the offering deadline, if the Issuer will accept process in excess of the target offering amount, a final Form C-U disclosing the total amount of securities sold in the offering;</li></ul> <p>All of this information must be publicly available on the Platform, in a manner that reasonably permits a person accessing the Platform to save, download, or otherwise store in the information.</p> <p>The Issuer’s initial Form C must be made publicly available on the Platform for at least 21 days before any securities are sold in the offering, provided that the Company may accept investment commitments during such 21-day period.</p> <p>All of this information must remain publicly available until the offering is completed or cancelled.</p> <p>The term “publicly available” means available to the public, not just to registered users of the Platform. The Company may not require any person to establish an account to access this information.</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing

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HOW CONDUCTED

The Company shall build the foregoing functionality into the Platform. For example, the Platform (i) shall not be capable of listing an offering until a Form C has been filed with the SEC and is publicly available on the Platform, and (ii) shall not be capable of accepting an investment for an offering until and unless the Form C for the offering has been publicly available for at least 21 days.

The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.

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HOW DOCUMENTED

Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.

## INVESTOR LIMITATIONS

REGULATORY BASIS	17 CFR §227.303(b)(1)
SUMMARY OF POLICY	<p>Before accepting any investment commitment from an Investor (including any additional commitment from the same person), the Company shall have a reasonable basis for believing that the Investor satisfies the Investment Limits.</p> <p>The Company may rely on the Investor's representations concerning compliance with the Investment Limits unless the Company has reason to question the reliability of the representations.</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build functionality into the Platform such that, before an Investor can make a commitment:</p> <ul style="list-style-type: none"><li>• The Investor is asked about his, her, or its income, net worth, and investments in other offerings exempt from registration under the Crowdfunding Exemption;</li><li>• Based on the information from the Investor, the Platform calculates the maximum commitment the Investment may make in the current offering under the Investment Limits; and</li><li>• The Platform will not accept a commitment that exceeds the maximum.</li></ul> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	<p>Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.</p>



## REPRESENTATIONS OF INVESTOR

REGULATORY BASIS	17 CFR §227.303(b)(2)
SUMMARY OF POLICY	<p>Before accepting any investment commitment from an Investor (including any additional commitment from the same person), the Company shall obtain from the Investor:</p> <ul style="list-style-type: none"><li>• A representation that the Investor has reviewed the Educational Materials, understands that the entire amount of his or her investment may be lost, and is in a financial condition to bear the loss of the investment; and</li><li>• A questionnaire completed by the Investor demonstrating the Investor's understanding that:<ul style="list-style-type: none"><li>○ There are restrictions on the Investor's ability to cancel an investment commitment and obtain a return of his or her investment;</li><li>○ It may be difficult for the Investor to resell Securities acquired in reliance on the Crowdfunding Exemption; and</li><li>○ Investing in securities offered and sold in reliance on the Crowdfunding Exemption involves risk, and the investor should not invest any funds in an offering made in reliance on the Crowdfunding Exemption unless he or she can afford to lose the entire amount of his or her investment.</li></ul></li></ul>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build functionality into the Platform such that, before an Investor can make a commitment, the Investor makes the representations and completes the questionnaire described above.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.

## COMMUNICATIONS CHANNELS

REGULATORY BASIS	17 CFR §227.303(c)
SUMMARY OF POLICY	<ul style="list-style-type: none"><li>• The Company shall provide on the Platform communication channels by which persons can communicate with one another and with representatives of Issuers about offerings on the Platform.</li><li>• The Company shall not participate in these communications other than to establish guidelines for communication and remove abusive or potentially fraudulent communications.</li><li>• The Company shall permit public access to view the discussions made in the communication channels, <i>i.e.</i>, registration on the Platform shall not be required merely to view the discussions.</li><li>• The Company shall restrict posting of comments in the communication channels to registered users.</li><li>• The Company shall require that any person posting a comment in the communication channels clearly and prominently disclose with each posting whether he or she is a founder or an employee of an Issuer engaging in promotional activities on behalf of the Issuer, or is otherwise compensated, whether in the past or prospectively, to promote the Issuer's offering..</li></ul>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build the foregoing functionality into the Platform.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly, and make all employees aware that the Company itself shall not participate in these communications other than to establish guidelines for communication and remove abusive or potentially fraudulent communications.</p>
HOW DOCUMENTED	Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.

## NOTICE OF INVESTMENT COMMITMENT

REGULATORY BASIS	17 CFR §227.303(d)
SUMMARY OF POLICY	The Company shall promptly, upon receipt of an investment commitment from an Investor, give or send to the investor a notification disclosing (i) the dollar amount of the commitment; (ii) the price of the Securities, if known; (iii) the name of the issuer; and (iv) the date and time by which the investor may cancel the investment commitment.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build the foregoing functionality into the Platform.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.

## MAINTENANCE AND TRANSMISSION OF FUNDS

REGULATORY BASIS	17 CFR §227.303(e)
SUMMARY OF POLICY	<p>The Company shall direct Investors to transmit the money or other consideration directly to a bank that has agreed in writing to hold the money or other consideration in escrow and follow the Company's instructions as follows:</p> <ul style="list-style-type: none"><li>• The Company shall instruct the bank to transmit funds to the issuer when the aggregate amount of investment commitments from all Investors is equal to or greater than the target amount of the offering and the cancellation period as set forth in 17 CFR §227.304 has elapsed, provided that the Company shall not direct this transmission of funds earlier than 21 days after the date on which the Company makes publicly available on the Platform the information required to be provided by the issuer under 17 CFR §227.201 and 17 CFR §227.203(a);</li><li>• The Company shall instruct the bank to return funds to an investor when an investment commitment has been cancelled in accordance with 17 CFR §227.304 (including for failure to obtain effective reconfirmation as required under 17 CFR §227.304(c)); and</li><li>• The Company shall instruct the bank to return funds to Investors when an Issuer does not complete the offering.</li></ul>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>Before the first offering is listed on the Platform, the Company shall:</p> <ul style="list-style-type: none"><li>• Identify a bank to serve as the escrow agent for all offerings under the Crowdfunding Exemption;</li><li>• Build into the functionality of the Platform the ability for Investors to transmit funds directly to the bank; and</li><li>• Enter into an escrow agreement with the bank with the terms above.</li></ul> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly and that the escrow agreement remains in effect.</p>
HOW DOCUMENTED	<p>Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly and that the escrow agreement remains in effect.</p>

## CONFIRMATION OF TRANSACTION

REGULATORY BASIS	17 CFR §227.303(f)
SUMMARY OF POLICY	<p>The Company shall, at or before the completion of a transaction in a Security offered under the Crowdfunding Exemption, give or send to each Investor a notification disclosing:</p> <ul style="list-style-type: none"><li>• The date of the transaction;</li><li>• The type of Security that the Investor is purchasing;</li><li>• The identity, price, and number of Securities purchased by the Investor, as well as the number of Securities sold by the issuer in the transaction and the price(s) at which the Securities were sold;</li><li>• If a debt security, the interest rate and the yield to maturity calculated from the price paid and the maturity date;</li><li>• If a callable security, the first date that the security can be called by the Issuer; and</li><li>• The source, form and amount of any remuneration received or to be received by the Company in connection with the transaction, including any remuneration received or to be received by the Company from persons other than the Issuer.</li></ul>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build the foregoing functionality into the Platform.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	<p>Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.</p>

## CANCELLATION OF COMMITMENTS

REGULATORY BASIS	17 CFR §227.304(a)
SUMMARY OF POLICY	The Company shall allow an investor to cancel an investment commitment for any reason until 48 hours prior to the deadline identified in the Issuer's offering materials. During the 48 hours prior to such deadline, an investment commitment may not be cancelled except as provided in 17 CFR §227.304(c) (involving material changes to the offering).
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build the foregoing functionality into the Platform.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.

## EARLY COMPLETION OF OFFERINGS

REGULATORY BASIS	17 CFR §227.304(b)
SUMMARY OF POLICY	<p>If an Issuer reaches the target offering amount prior to the deadline identified in its offering materials, the Company will allow the Issuer to close the offering on a date earlier than the deadline, provided that:</p> <ul style="list-style-type: none"><li>• The offering must remain open for a minimum of 21 days;</li><li>• The Company shall give notice to any potential Investors, including those who have made investment commitments in the offering, of:<ul style="list-style-type: none"><li>○ The new deadline;</li><li>○ The right of Investors to cancel investment commitments for any reason until 48 hours prior to the new deadline; and</li><li>○ Whether the issuer will continue to accept investment commitments during the 48-hour period prior to the new offering deadline.</li></ul></li><li>• The new deadline is scheduled for and occurs at least five business days after the notice is provided; and</li><li>• At the time of the new deadline, the Issuer continues to meet or exceed the target offering amount.</li></ul>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build the foregoing functionality into the Platform.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	<p>Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.</p>

## CANCELLATIONS AND RECONFIRMATIONS BASED ON MATERIAL CHANGES

REGULATORY BASIS	17 CFR §227.304(c)
SUMMARY OF POLICY	<p>If there is a material change to the terms of an offering or to the information provided by the Issuer, the Company shall give notice of the material change to any Investor who has made an investment commitment, and tell the Investor that the Investor's commitment will be cancelled unless the Investor reconfirms his or her commitment within five business days of receipt of the notice. If the investor fails to reconfirm his or her investment within those five business days, the Company shall, within five business days:</p> <ul style="list-style-type: none"><li>• Give the Investor notice disclosing that the commitment was cancelled, the reason for the cancellation, and the refund amount that the Investor is expected to receive; and</li><li>• Direct the refund of investor funds.</li></ul> <p>If material changes occur within five business days of the maximum number of days that an offering is to remain open, the offering must be extended to allow for a period of five business days for the Investor to reconfirm his or her investment.</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build the foregoing functionality into the Platform.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	<p>Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.</p>



## RETURN OF FUNDS IF OFFERING IS NOT COMPLETED

REGULATORY BASIS	17 CFR §227.304(d)
SUMMARY OF POLICY	<p>If an issuer does not complete an offering, the Company shall, within five business days:</p> <ul style="list-style-type: none"><li>• Give each Investor notice of the cancellation, disclosing the reason for the cancellation, and the refund amount that the Investor is expected to receive;</li><li>• Direct the refund of investor funds; and</li><li>• Prevent investors from making investment commitments with respect to that offering.</li></ul>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The Company shall build the foregoing functionality into the Platform.</p> <p>The CCO shall periodically, but no less than semiannually, confirm that the foregoing functionality is functioning properly.</p>
HOW DOCUMENTED	Before the first offering is listed on the Platform, and no less than semiannually thereafter, the CCO shall annotate in the Compliance Log that the functionality above is functioning properly.

## PROHIBITION ON PAYMENTS FOR PERSONALLY IDENTIFIABLE INFORMATION

REGULATORY BASIS	17 CFR §227.305(a)
SUMMARY OF POLICY	The Company may not compensate any person for providing personally identifiable information of any investor or potential investor.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	No less than semiannually, the CCO will circulate written guidelines reminding the executives of the Company of this policy.
HOW DOCUMENTED	The CCO will annotate in the Compliance Log each time written guidelines are circulated.

## PERMITTED ACTIVITIES

REGULATORY BASIS

17 CFR §227.402(a) - (b)

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SUMMARY OF POLICY

The Company shall not:

- Offer investment advice or recommendations;
- Solicit purchases, sales, or offers to buy the securities offered or displayed on the Platform;
- Compensate employees, agents, or other persons for such solicitation or based on the sale of securities displayed or referenced on the Platform;
- Hold, manage, possess, or otherwise handle investor funds or securities; or
- Engage in such other activities as the Commission, by rule, determines appropriate.

The Company may, however:

- Determine whether and under what terms to allow an Issuer to offer and sell securities in reliance on the Crowdfunding Exemption;
  - Apply Permitted Criteria to highlight and sort offerings on the Platform;
  - Provide search functions or other tools that investors can use to search, sort, or categorize the offerings available on the Platform according to the Permitted Criteria;
  - Provide communication channels by which investors can communicate with one another and with representatives of the Issuer through the Platform, in accordance with the “Communications Channels” section of this Manual;
  - Advise an Issuer about the structure or content of the Issuer’s offering, including assisting the Issuer in preparing offering documentation;
  - Compensate a third party for referring a person to the Company, so long as the third party does not provide the Company with personally identifiable information of any potential Investor, and the compensation, other than that paid to a registered broker or dealer, is not based, directly or indirectly, on the purchase or sale of a security in reliance on the Crowdfunding Exemption on or through the Platform;
  - Advertise the existence of the Company and the Platform and identify one or more Issuers or offerings available on the portal on the basis of the Permitted Criteria;
  - Deny access to the Platform to, or cancel an offering of, an issuer, pursuant to the rules set forth in the “Potential for Fraud” section of this Manual;
  - Accept, on behalf of an Issuer, an investment commitment for
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SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"> <li>• Periodically, but not less than quarterly, review the Platform to ensure that it complies with the foregoing policies;</li> <li>• Periodically, but not less than quarterly, advise all employees of the “do’s” and “don’t’s” of the Exchange Act;</li> <li>• Review every advertisement for compliance with 17 CFR 402(b)(9); and</li> <li>• Periodically hold training sessions for employees.</li> </ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the reviews and training described above.

## PAYMENTS TO AND FROM BROKER-DEALERS

REGULATORY BASIS	17 CFR §227.402(b)(7) & (8)
SUMMARY OF POLICY	<p>The Company shall not pay or offer to pay any compensation to, or receive compensation from, a registered broker or dealer for services in connection with the offer or sale of securities by the Company in reliance on the Crowdfunding Exemption, unless:</p> <ul style="list-style-type: none"><li>• Such services are provided pursuant to a written agreement between the Company and the registered broker or dealer;</li><li>• Such services and compensation are permitted under the Crowdfunding Regulations; and</li><li>• Such services and compensation comply with the rules of FINRA.</li></ul>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall advise senior management that:</p> <ul style="list-style-type: none"><li>• The Company shall not enter into a contract with a broker or dealer without the prior consent of the CCO; and</li><li>• The Company shall not pay compensation to or receive compensation from a broker or dealer with the prior consent of the CCO.</li></ul> <p>Before approving any contract or compensation the CCO shall consult with qualified securities counsel.</p>
HOW DOCUMENTED	<p>The CCO shall annotate in the Compliance Log any contract with, or payment of compensation to or receipt of compensation from, any broker or dealer and the basis upon which it was approved.</p>

## PRIVACY POLICIES

REGULATORY BASIS	17 CFR §227.403(b)
SUMMARY OF POLICY	The Company shall comply with the requirements of 17 CFR Part 248 as they apply to brokers.
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing

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HOW CONDUCTED

The Company shall build into the functionality of the Platform a system that delivers the Company's current Privacy Policy to every user upon signup and to every registered user at least once per calendar year.

The CCO shall:

- With the assistance of counsel and in accordance with Regulation S-P, adopt a Privacy Policy using Form S-P, the Model Privacy Form, set forth in 17 CFR Appendix A to Subpart A of Part 248.
  - Ensure that:
    - NPI is not disclosed to any non-affiliated third party for any purpose;
    - NPI is accessible only by individuals identified by the Chief Executive Officer of the Company, each of whom executes an instrument protecting the confidentiality of NPI;
    - The Company safeguards NPI using no less care than it uses to safeguard its own proprietary information;
    - NPI in electronic format is protected by dual-factor authentication;
    - NPI in paper format is stored securely in locked cabinets accessible only to authorized persons;
    - The Company notifies users of its Privacy Policy (i) when they register, (ii) upon any change in the Privacy Policy, and (iii) no less than annually; and
    - In the event of an unauthorized disclosure of NPI, including a "hacking" of its internal systems, promptly notify users and consult with senior management and outside counsel concerning an appropriate response and remediation plan.
  - With the assistance of counsel and in accordance with Regulation S-AM, use the Model Forms set forth in 17 CFR Appendix A to Subpart B of Part 248.
  - With the assistance of counsel and in accordance with Regulation S-ID, adopt a program designed to detect, prevent, and mitigate identity theft in connection with accounts maintained by investors (the "Identity Theft Program").
  - Ensure that the Identity Theft Program is approved by directors of the corporation, and that the directors are
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HOW DOCUMENTED

The CCO shall annotate in the Compliance Log the activities described above.

# FUNDING PORTAL RECORDS

REGULATORY BASIS

17 CFR §227.404

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SUMMARY OF POLICY

The Company shall make and preserve the following records for five years, the first two years in an easily accessible place:

- All records related to an Investor who purchases or attempts to purchase securities through the Platform;
- All records related to Issuers who offer and sell or attempt to offer and sell securities through the Platform and the control persons of such Issuers;
- Records of all communications that occur on or through the Platform;
- All records related to persons that use the communication channels provided by the Company to promote an Issuer's securities or communicate with potential investors;
- All records required to demonstrate compliance with the requirements of 17 CFR §§227.300 through 227.305 and 17 CFR §§227.400 through 227.404;
- All notices provided by the Company to Issuers and Investors generally through the Platform or otherwise, including, but not limited to, notices addressing hours of operations, malfunctions, changes to procedures, maintenance of hardware and software, instructions pertaining to access to the Platform and denials of, or limitations on, access to the Platform;
- All written agreements (or copies thereof) entered into by the Company relating to its business as a Funding Portal;
- All daily, monthly and quarterly summaries of transactions effected through the Platform, including:
  - Issuers for which the target offering amount has been reached and funds distributed; and
  - Transaction volume, expressed in:
    - Number of transactions;
    - Number of securities involved in a transaction;
    - Total amounts raised by, and distributed to, Issuers; and
    - Total dollar amounts raised across all Issuers, expressed in U.S. dollars; and
- A log reflecting the progress of each Issuer who offers or sells securities through the Platform toward meeting the target offering amount.

The Company shall make and preserve during its operation as a Funding Portal, and during the operation of any successor funding

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SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	The CCO shall: <ul style="list-style-type: none"><li>• Ensure that functionality is built into the Platform and the other technology systems of the Company to preserve such records; and</li><li>• Periodically, but no less than semiannually, ensure that such records are being preserved.</li></ul>
HOW DOCUMENTED	The CCO shall annotate in the Compliance Log the activities described above.

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# CYBERSECURITY THREATS

REGULATORY BASIS	FINRA
SUMMARY OF POLICY	<p>The Company is aware of the threats posed under the general term “cybersecurity,” including but not limited to (i) phishing, (ii) malware, (iii) ransomware, (iv) denial of service attacks, and (v) impostor websites</p> <p>The Company is committed to taking all reasonable measures to protect against these threats on a proactive basis to protect the integrity of our Platform and the data of our users.</p> <p>Specifically, the Company is aware of the guidance and resources at <a href="https://www.finra.org/rules-guidance/key-topics/cybersecurity">https://www.finra.org/rules-guidance/key-topics/cybersecurity</a> (the “FINRA Resources”)</p>
SUPERVISORY PERSON	CCO
FREQUENCY OF REVIEW	Ongoing
HOW CONDUCTED	<p>The CCO shall:</p> <ul style="list-style-type: none"> <li>• Become familiar with the FINRA Resources, specifically including the pages captioned “Core Cybersecurity Controls for Small Firms” and “Small Firm Cybersecurity Checklist.”</li> <li>• Engage the services of an IT vendor familiar with cybersecurity and, if necessary, cybersecurity consultants;</li> <li>• Develop a cybersecurity program consistent with the FINRA Resources, and a corresponding budget for implementation and operation;</li> <li>• Review the Company’s vendor relationships in an effort to assess and reduce cybersecurity risks;</li> <li>• If the Company is the victim of a disruptive attack or breach - for example, if the Company’s confidential data has been accessed or it s customers cannot do business -- immediately report the incident to the local FBI field office and the FINRA Regulatory Coordinator; and</li> <li>• Maintain abreast of cybersecurity developments and threats both in the FINRA Resources and otherwise.</li> </ul>
HOW DOCUMENTED	The CCO shall develop a written Cybersecurity Risk Program documenting the foregoing.