

Regulation Best Interest Disclosure

Templum Markets LLC

Updated as of June 02, 2023

This guide summarizes important information concerning the scope and terms of the brokerage services we offer and details the material conflicts of interest that may arise through our delivery of brokerage services to you. We encourage you to review this information carefully, along with any applicable account agreement(s) and/or disclosure documentation you may receive from us.

Templum Markets LLC (“Templum Markets” or “Firm”) is registered with the U.S. Securities and Exchange Commission (“SEC”) as a broker-dealer and is also a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”). Our brokerage services are the primary focus of this guide. In addition, our Form CRS contains important information about the types of services we offer, along with general information related to compensation, conflicts of interest, disciplinary action and other reportable legal information. Our Form CRS is available via website at https://files.brokercheck.finra.org/crs_102840.pdf.

Brokerage Services

Templum Markets offers limited investment products and services. We are an agency broker-dealer and not an investment adviser. We offer interests in registered and unregistered offerings to “Institutional Investors”, “Accredited Investors” and retail investors through secondary trading on our Alternative Trading System (“ATS”). “Institutional Investors” is defined in FINRA Rule 4512(c) and includes (i) a bank, savings and loan association, insurance company or registered investment company; (ii) an investment adviser registered either with the SEC or with a state securities regulatory agency; or (iii) any other person (whether a natural person, corporation, partnership, trust or otherwise) with total assets of at least \$50 million. “Accredited Investors” is defined in SEC Rule 501(a) and includes natural persons with a net worth of more than \$1 million (not including the person’s primary residence) or with an annual income at least \$200,000 each year for the last two years (or \$300,000 combined income with the person’s spouse or spousal equivalent) and have the expectation to make the same amount during the current year.

We offer investors the opportunity to make unsolicited, self-directed, investments in registered and unregistered securities offerings. All trades are executed on an agency basis. Templum Markets does not monitor your investments, nor does it enter into a fiduciary relationship with any customer.

We do not offer all types of securities. Other security products or brokerage services may be more suitable for you.

We offer the ability to execute securities transactions through electronic means on our ATS. Once you complete a transaction, we will not monitor your investment on a regular basis. Moreover, we do not agree to enter into a fiduciary relationship with you. It is your responsibility to monitor your investments, and we encourage you to do so regularly. We do not commit to provide on-going monitoring of any securities. From time to time, we may make additional information and resources concerning your

investment available to you. This may include, but is not limited to, educational resources, financial reports, summaries, and/or updates about the issuer. When we offer this information, we do so as a courtesy to you. These activities are not designed to monitor specific investment holdings, they do not contain specific investment recommendations about investment holdings, and you should not consider them a recommendation to trade or hold any particular security.

Investment Risks

It is important for you to understand that all investment activities involve risk, including the risk that you may lose your entire principal. Higher-risk investments, including unregistered securities, may have the potential for higher returns but also for greater losses. The higher your “risk tolerance,” meaning the amount of risk or loss you are willing and able to accept to achieve your investment goals, the more you may decide to invest in higher-risk investments offering the potential for greater returns. We encourage you to carefully consider your investment objective and risk tolerance before investing.

Unregistered securities are extremely speculative, illiquid, and includes unique risks.

There is no guarantee that any offering will meet the stated investment goals. Please consult any available Form 1-A, PPM, prospectus, or other offering documents for any security you consider purchasing.

Offering documents may contain important information about a particular investment’s business, operational, and financial condition as well as may identify potential risks concerning the investment. The risks below include a summary of risk factors and is not meant to be all inclusive. These include the following:

- **Investments are Generally Risky and Offer No Guarantee of Success.** All investments generally bear the risk of partial or complete loss of capital. There is no guarantee that an investment will be profitable.
- **Illiquidity.** Unregistered securities have limited transferability and investors may not be able to liquidate their interests in such securities. Prospective investors must understand that there may never be a market of any kind for the purchase and sale of the interests.
- **Forward-Looking Statements.** Issuer materials may contain forward-looking statements. When used in the materials, including but not limited to words such as “believe,” “anticipate,” “intend,” “plan,” “seek,” “will be,” “expects,” “estimates,” “projects” and similar expressions identify such forward-looking statements. Such statements regarding future events and/or the future financial performance of an issuer are subject to certain risks and uncertainties which could cause actual events or the actual future results of the issuer to differ materially from such forward-looking statements. Certain of these risks include changes in the markets in which the issuer operates, technological advances, changes in applicable regulations and new entries into the market. In light of the significant risks and uncertainties inherent in the forward-looking statements included herein, the inclusion of such statements should not be regarded as a representation by the issuer or any other person that the objective and plans of the Issuer will be achieved.
- **Changes in Capital Markets and the Economy.** Each issuer is materially affected by conditions in the global capital markets and the economy generally. Concerns over inflation, energy costs,

geopolitical issues, the availability and cost of credit may contribute to increased volatility and diminished expectations for the economy the markets or this investment going forward. These factors, among others not listed, may contribute to increased likelihood of Issuer failure and loss of investment. In addition, small and new businesses may be particularly susceptible to such factors.

Because the risks of each issuer and offering are unique, it's important to review the Form 1-A, PPM, prospectus or other offering material, and understand the unique risks of the particular investment under consideration.

Trading Fees and Commissions

Purchasing securities through Templum Markets will typically include payment of certain fees and commissions, some of which may be earned by Templum Markets. Please review any Form 1-A, PPM, prospectus, or other offering documents concerning fees and expenses concerning purchasing and/or selling a particular security.

Conflicts of Interest

Conflicts of interest may exist when we provide investment services to you. A conflict of interest is a situation in which we engage in a transaction or activity where our interest is materially averse to your interest. The mere presence of a conflict of interest does not imply that harm to your interests will occur, but it is important that we acknowledge the presence of such conflicts. Moreover, our regulatory obligations require that we establish, maintain, and enforce written policies and procedures reasonably designed to address conflicts of interest associated with our interactions with you.

Our conflicts of interest are typically the result of fee structures and other financial arrangements between us and third parties. Securities rules allow for us to earn fees when we provide brokerage services to you. The fees that we receive from you vary based upon the product or services you purchase.

We are committed to taking appropriate steps to identify, mitigate, and avoid conflicts of interest. Below you will find additional information related to potential conflicts of interest. This information is not intended to be an all-inclusive list of potential conflicts, but generally describes those conflicts that may be material to your brokerage relationship. In addition to this disclosure, conflicts of interest are disclosed to you in various agreement(s), disclosure documents and other information we make available to you.

Compensation We Receive from Customers

TRANSACTION-BASED CONFLICTS

You may pay certain fees in connection with investing in securities through Templum Markets, which may include, but not be limited to, a sales commission or placement fee. Where these fees apply, the more transactions you enter into the more compensation that we may receive.

Compensation Received by Registered Representatives

PERSONAL TRADING ACTIVITIES

Registered Representatives may invest in the same products offered to customers. Our written supervisory procedures are designed to assure that the personal securities transactions, activities, and interests of the Registered Representatives of Templum Markets will not interfere with acting in the best interests of our customers or implementing such decisions while, at the same time, allowing Templum Markets Registered Representatives to invest for their own accounts. The Firm has procedures to monitor the personal trading activities and securities holdings of each of the Firm's Registered Representatives and includes procedures for limitations on personal securities transactions of associated persons. These policies are designed to discourage and prohibit personal trading that would disadvantage customers.

Additional Resources

You can visit <https://www.investor.gov/CRS> for a free and simple search tool to research us and our financial professionals. You can also call your Registered Representative at (646) 973-3350 to request up-to-date disclosure information or to ask any questions you have about this brochure or services offered by Templum Markets.