



Regulation Best Interest Disclosure

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”) 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 do not offer all types of securities, and other security products or brokerage services may be more suitable for you. We are a broker-dealer and not an investment adviser.

Templum Markets makes registered and unregistered securities available for purchase by investors through participation in securities offerings and through secondary trading on our Alternative Trading System (“ATS”) (collectively, “Securities”).

Securities offered by Templum Markets may not be available to all types of investors. In particular, certain Securities may be limited to “Institutional Investors” or “Accredited Investors.” Institutional Investor 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 Investor 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 electronic unsolicited, self-directed, investments in Securities. All trades are executed on an agency basis, based upon information you provide to Templum Markets. Templum Markets does not enter into a fiduciary relationship with any customer, nor does it make recommendations to any customer.

Templum Markets does not provide any on-going monitoring of your total investment portfolio including the Securities that may be in your portfolio. Once you complete a transaction in Securities, we will not monitor your investment, and you are responsible for your investments in light of your current investment objectives and risk tolerance. From time to time, we may make additional information and resources concerning your investment(s) 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 Risk

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 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 Securities offering the potential for greater returns. We encourage you to carefully consider your investment objectives and risk tolerance before investing in any Security.

Certain Securities are extremely speculative, illiquid, and have unique risks.

There is no guarantee that any Security will meet its stated investment goals. Please consult any available Form 1-A, PPM, prospectus, and other offering materials (collectively, “Offering Materials”) for any Security you are considering purchasing prior to making a purchase.

Offering Materials 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. Certain 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 their Securities.
- Forward-Looking Statements. Issuer materials may contain forward-looking statements. When used in the materials 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, 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 any 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 Security are unique, it's important to review applicable Offering Materials, 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 applicable Offering Materials regarding fees and expenses related to the purchase or sale of any 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, issuers of Securities, broker-dealers that may have referred you to Templum Markets, and other entities involved in transactions of Securities. Applicable regulations allow for us to earn and share fees when we provide brokerage services to you. The fees that we receive from you vary based upon the product or service you purchase.

Conflicts of interest may also arise in situations when Templum Markets offers the securities of an entity managed by one of its affiliates. In these situations, Templum's affiliate may also earn fees concerning a given transaction.

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.