

# CONNECTpreneur

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## Capital Access Platform (CAP) Onboarding Packet

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Dear CONNECTpreneur Community Member,

On behalf of CONNECTpreneur, and Boustead & Company Limited and its affiliates (Boustead), we are pleased to present you with the CONNECTpreneur Capital Access Platform onboarding package.

CONNECTpreneur Capital Access Platform is a digital platform that was created to help companies within CONNECTpreneur's network raise capital. Through the CONNECTpreneur and Boustead partnership, companies have access to a vast distribution network that aids and promotes their fundraising efforts.

CONNECTpreneur Capital Access Platform uses smart analytics to connect you and your company to existing investor networks. Our customizable platform enables quick and easy access to all data and documents for your fundraising activities in one location, where investors can seamlessly and electronically invest capital into your business. CONNECTpreneur Capital Access Platform comes with the support of a broad network of associates, affiliates, and investors through the CONNECTpreneur and Boustead partnership, to help you with your financing needs.

Included in this package are the following:

- The CONNECTpreneur Capital Access Platform and its Features and Benefits
- Boustead Securities as Placement Agent
- Sutter Securities Cash Management Services
- Offering Page Set-Up Form
- The CONNECTpreneur Capital Access PowerPoint with Summary of Features

As each client offering is unique and is dependent upon market conditions and investor requirements, we look forward to discussing how CONNECTpreneur Capital Access Platform and our partnership can facilitate your fundraising activities.

Sincerely,

Sincerely,

Tien Wong  
CEO  
Opus8, Inc.

Keith Moore  
CEO  
Boustead Securities, LLC

## CONNECTpreneur Capital Access Platform

CONNECTpreneur is providing your company access to a digital platform, CONNECTpreneur Capital Access Platform. Your company will be listed online at: [www.Invest.CONNECTpreneur.org](http://www.Invest.CONNECTpreneur.org)

### Issuer or other branded platform features:

- ✓ Fundraising Management & Investor CRM
- ✓ End-to-End Regulatory Compliance
- ✓ Customize & Share Offering
- ✓ In-App Messaging
- ✓ Access to FlashFunders & Sutter & Affiliate Investor Networks

### Streamlined Online Deal Execution

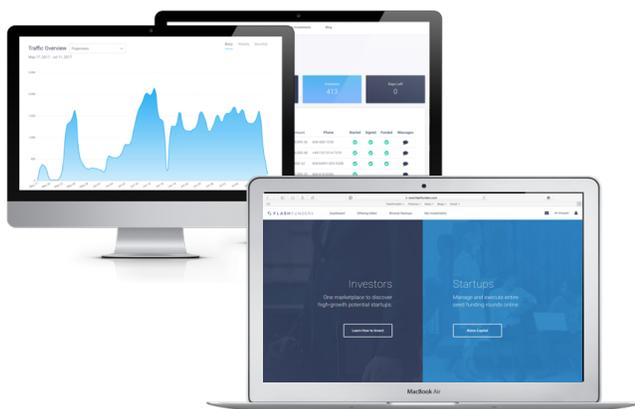
- ✓ Create Account and Investor Profile
- ✓ Sign Investment Documents
- ✓ Transfer Funds

### Deal & Marketing Support

- ✓ Offering Documents & Presentation Deck
- ✓ SEC & Blue-Sky Filings
- ✓ Investor Communication
- ✓ Lead Generation
- ✓ FlashFunders & Sutter & Affiliate Newsletters Feature

### Electronic Execution

- ✓ Electronic Execution with DocuSign® Integration
- ✓ Support Direct (Offline) Investment



### Analytics & Communication Tools

- ✓ Deal Dashboard
- ✓ Monitor Investor Progress
- ✓ Track Online Traffic Source
- ✓ View Offering Page Activity
- ✓ Manage Leads
- ✓ Direct In-App Communication with Investors & Leads

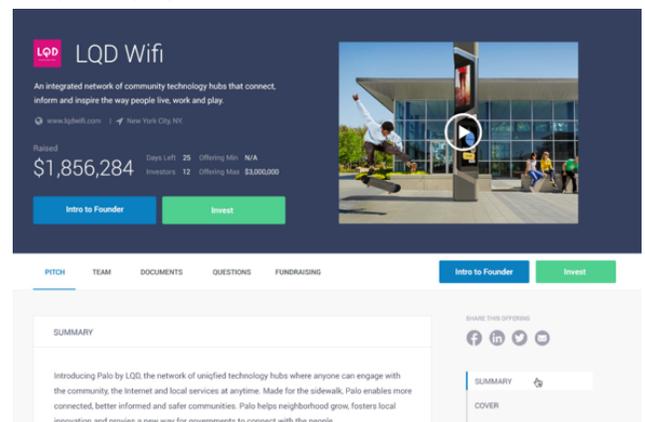
### Compliance & Regulatory

- ✓ Automated Investor/Customer Identity Verification (CIP)
- ✓ Know Your Customer (KYC) identity verification
- ✓ Anti-money laundering (AML) checks, domestic & international
- ✓ Investor Accreditation (what about CF limit checks?)

### Multiple Offering Types

- ✓ Equity & Debt
- ✓ Regulation D 506(c) & 506(b)
- ✓ Regulation A
- ✓ Regulation CF
- ✓ IPO (S-1, F-1)
- ✓ Secondaries

### Sample Company Listing via FlashFunders.com



## Company Self-Service Offering

### Preparation of Offering:

- Conduct due diligence on the company
  - Limited to review of corporate documents and back-ground checks
- Review of offering documents
- Review of offering marketing materials

### Marketing the Offering:

- Company developed
- Sutter Securities to review for FINRA Advertising Regulation Compliance
- Offering marketed to the Company and Platform networks

### Investor Solicitation:

- Company Managed
  - Manage Investor leads
  - Manage investor vetting process, including:
    - AML, KYC and CIP
    - Accreditation
    - Entity and singer verification
    - Beneficial Owners
  - Company resolves all discrepancies
  - Sutter Securities confirms compliance of investors
- Platform compiles schedule of approved investors

### Cash Management and Closings:

- Platform reconciles escrowed funds with approved investors
- Company conducts initial closing upon contingencies (minimum raise) being met
- Company conducts rolling closes thereafter
- Closing certificates and other closing documents executed
- Distribution of executed investor subscription documents
- Company delivers investor list to transfer agent

## Using Boustead Securities, LLC as a Placement Agent

### Preparation of Offering:

- Conduct due diligence on the company
  - Full due diligence on the Company, Officers & Directors, business prospects, etc.
- Review, historical financials, financial model and analyze valuation
- Create and populate a virtual data room for investor access
- Work with the Company to finalize offering structure and terms
- Work with the Company and respective counsels to prepare and finalize offering documents
- Identify potential investors
- Conduct preliminary discussions with targeted investors to gauge market perception
- Work with Company counsel on any required regulatory filings

### Marketing the Offering:

- Securities offered through Boustead Securities, LLC, SEC Registered/FINRA Member Broker-Dealer
- Work with the Company to develop comprehensive marketing plan
  - Work with the Company to prepare Offering marketing materials
  - Develop marketing messaging, timeline and budget
  - Utilize third-arty resources as required
- Offering marketed to the Company, Platform, Boustead and affiliates networks
- Host and conduct conference calls with potential investors
- Manage investor due diligence process and requests for further information

### Investor Solicitation:

- Boustead Managed
  - Manage Investor leads
  - Manage investor vetting process, including:
    - AML, KYC and CIP
    - Accreditation
    - Entity and singer verification
    - Beneficial Owners
  - Boustead resolves all discrepancies
  - Sutter Securities confirms compliance of investors
- Platform compiles schedule of approved investors

### Cash Management and Closings:

- Platform reconciles escrowed funds with approved investors
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## Sutter Securities Clearing, LLC - Cash Management

### Services and Features

- Fund Processing (ACH, wire)
- Offering Deposit ("Escrow") Account for initial securities offerings and secondary transactions
- Qualified Custodian for IPO and private placements (Reg A+, Reg D, Reg CF) offerings
- Banking portal access to monitor account activity
- eWire email notifications for incoming/outgoing wires
- Automated Investor/Customer Identity Verification (CIP)
- Know Your Customer ("KYC") identity verification
- Anti-money laundering ("AML") checks, domestic & international
- Bad Actor checks on issuers and associated persons
- Electronic execution for funds disbursement

### Account Setup

From Issuer:

- Beneficial Ownership Certification Form (attached)
- Required documents
  - Charter (including any and all amendments)
  - Bylaws / Operating Agreement (including any and all amendments)
  - Certificate of Good Standing (less than 90 days old)
  - Offering documents (e.g., offering memorandum/circular, PPM, subscription agreement)

From Intermediary/Broker-Dealer:

- Beneficial Ownership Certification Form (attached)
- Required documents
  - Charter (including any and all amendments)
  - Bylaws / Operating Agreement (including any and all amendments)
  - Certificate of Good Standing (less than 90 days old)

## Offering Page Setup

1. Investor presentation, fact sheet and any other marketing collateral
2. PPM, Offering Circular, subscription documents (word versions)
3. Company website: \_\_\_\_\_
4. Contact person
  - Full name: \_\_\_\_\_
  - Title: \_\_\_\_\_
  - Email: \_\_\_\_\_
  - Phone: \_\_\_\_\_
5. Company location: \_\_\_\_\_
6. Short company description (100 characters including spaces):  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
7. Images
  - Banner image – is displayed on top of the offering landing page (ideal dimensions are 1890x900 pixels)
  - Browse panel image – is displayed on platform offering browse page. (ideal dimensions are 740x330 pixels)
  - Logo image – is displayed on the offering page. (square image and easily distinguishable in small sizes – ideal dimensions are 40x40 pixels)
7. Videos (MP4, MOV, WMV, AVI, and FLV)
  - Banner video – is displayed on top of the offering landing page
  - In pitch video – is displayed on the pitch tab of the offering landing page
7. Team bios, profile photos, optional links to LinkedIn, Facebook, Twitter, website
8. Company FAQs
9. Analytics tracking pixels (optional)
  - Facebook Pixel ID
  - Google AdWords ID
  - Google Analytics Tracking ID
  - Google AdWords Conversion Label

# Beneficial Ownership Certification

## Section I. General Instruction

The instructions below explain how to properly complete the **Beneficial Ownership Certification**:

### What is this Form?

To help the government fight financial crime, federal regulation requires certain financial institutions to obtain, verify, and record information about the beneficial owners of legal entity customers. Legal entities can be abused to disguise involvement in terrorist financing, money laundering, tax evasion, corruption, fraud, and other financial crimes. Requiring the disclosure of key individuals who own or control a legal entity (*i.e.* the beneficial owners) helps law enforcement investigate and prosecute these crimes.

### Who Has to Complete this Form?

This form must be completed by the person opening a new account on behalf of a legal entity with Sutter Securities Clearing.

For the purposes of this form, a **legal entity** includes a corporation, limited liability company, or other entity that is created by a filing of a public document with a Secretary of State or similar office, a general partnership, and any similar business entity formed in the United States or a foreign country. **Legal entity** does not include sole proprietorships, unincorporated associations, or natural persons opening accounts on their own behalf.

### What Information do I Have to Provide?

Part I:

#### Beneficial Owners, Officers, and Directors

This form **requires** you to provide the name, home address, date of birth and Social Security Number (or passport number or other similar information, in the case of non-U.S. persons) for the following individuals (*i.e.* the **beneficial owners, officers, and directors**). Additionally, **all** individuals classified below are required to provide a copy of a valid ID (driver's license or other government-issued photo identification).

- (i) Each individual, if any, who owns, directly or indirectly, ten percent (10%) or more of the equity interests of the legal entity customer (*e.g.*, each natural person that owns ten (10%) percent or more of the shares of a corporation); **and**
- (ii) All officers and directors of the legal entity customer (*i.e.* a Chief Executive Officer, Chief Financial Officer, Managing Member, President, Director, Manager, etc.).

The number of individuals that satisfy this definition of "beneficial owner" may vary. Regardless of the number of individuals identified under section (i), you must provide the identifying information for all individuals under section (ii). It is possible that in some circumstances the same individual might be identified under both sections (*e.g.* the President of Acme, Inc. who also holds a ten percent (10%) equity interest).

Part II:

#### Entity Documentation

In addition to the above requirements listed in Part I, Sutter Securities Clearing requires the entity to provide the each of the below listed documentation along with the submission of this form.

- Completed Form W-9
- Business license/certificate of good standing (less than 90 days old)
- Articles of Incorporation/Organization or equivalent (including all amendments and restatements)
- Partnership/operating agreement or corporate bylaws

## Section II. Certification of Beneficial Owners

PERSONS OPENING AN ACCOUNT ON BEHALF OF A LEGAL ENTITY MUST PROVIDE THE FOLLOWING INFORMATION

a. Name and Title of Natural Person Opening Account: \_\_\_\_\_  
*Name*

\_\_\_\_\_

*Title*

b. Name, Type, and Address of Legal Entity for which the Account is Being Opened \_\_\_\_\_

*Name*

\_\_\_\_\_

*Legal Entity Type*

\_\_\_\_\_

*Address-1*

\_\_\_\_\_

*Address-2*

c. Provide the following information for each individual, if any, who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, owns ten percent (10%) or more of the equity interests of the legal entity listed above:

Name	Date of Birth	Residential / Business Full Physical Address	<i>For U.S. Persons: Social Security Number</i> <i>For Non-U.S. Persons: Social Security Number, Passport Number and Country of Issuance, or Other Similar Identification Number</i>

d. Provide the following information for ALL officers and directors of the legal entity listed above, such as:  
 • (i.e. Chief Executive Officer, Chief Financial Officer, Managing Member, President, etc.)

Name	Date of Birth	Residential / Business Full Physical Address	<i>For U.S. Persons: Social Security Number</i> <i>For Non-U.S. Persons: Social Security Number, Passport Number and Country of Issuance, or Other Similar Identification Number</i>

*If appropriate, an individual listed under section (c) above may also be listed in this section (d). If additional space is needed please continue on page 3 section II d*

I, \_\_\_\_\_ (name of natural person opening account), hereby certify, to the best of my knowledge, that the information provided above is complete and correct.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Section II c.) Continued

Name	Date of Birth	Residential / Business Full Physical Address	<i>For U.S. Persons:</i> Social Security Number  <i>For Non-U.S. Persons:</i> Social Security Number, Passport Number and Country of Issuance, or Other Similar Identification Number

Section II d.) Continued

Name	Date of Birth	Residential / Business Full Physical Address	<i>For U.S. Persons:</i> Social Security Number  <i>For Non-U.S. Persons:</i> Social Security Number, Passport Number and Country of Issuance, or Other Similar Identification Number

## Fee Schedule

Description	Fees/Costs
FlashFunders listing and marketing fee	\$50,000.00 (flat fee) on initial closing
Success Fees (self-service)	4% of disbursed funds
Cash Management (offering max < \$1,000,000)	\$5,000.00 (flat fee)
Cash Management (offering max > \$1,000,000)	50 bps (0.50%) of disbursed funds
AML/CIP check	\$2.00
Document Processing	\$3.00
Wire Transfers – Incoming (Domestic or International)	\$10.00
Wire Transfers – Outgoing (Domestic)	\$15.00
Wire Transfers – Outgoing (International)	\$25.00
NACHA Upload per file	\$10.00
ACH per transaction (incoming or outgoing)	\$1.00
ACH Exceptions (incoming or outgoing)	\$10.00
Check Processing (incoming or outgoing)	\$10.00