SPCP Customer Relationship Summary ("Form CRS") – June 2024

Introduction

Silicon Prairie Capital Partners is registered with the Securities Exchange Commission ("SEC") as a Broker Dealer. Broker Dealers and Investment Advisors have different services and fees; it is important for retail investors to understand the differences.

Free simple tools are available to research firms and professionals, they also provide educational materials about broker-dealers, investment advisers, and investing; go to **www.Investor.gov/CRS**

What investment services and advice can you provide me?

We do not offer Brokerage services, we do not purchase or sell securities on your behalf, and we never provide investment advice or strategies for retail investors. Our primary role is Investment Banking, and not a dealership that sells stocks from our inventory. We assist businesses in raising capital by selling securities like stocks or debt notes, and we provide Mergers & Acquisitions services. Matchmaking in our Alternative Trading System works like a newspaper classified ad. Our Firm never takes ownership of items nor holds the money. Instead, shares belong to the seller until the sale is complete, then they belong to the buyer. Funds are held in escrow by an external depository bank.

It is NOT possible for Investors to send us money to trade on their behalf. We do not create or maintain brokerage accounts. Instead, we offer a platform for self-directed transactions, that are explicitly directed and confirmed. We do not control price, timing, or lot size. Our role is akin to a backend payment facilitator and recordkeeper; we ensure compliance with financial securities laws, anti-money laundering laws, and secure the financial transactions - WITHOUT making decisions on your behalf and WITHOUT giving you investment recommendations.

Although most users legally qualify as "Retail INVESTORS" (since they do not represent Institutional decision makers), per Regulation Best Interest we do NOT have "Retail CUSTOMERS" because we do NOT make investment recommendations for household use. Many Firms exist without having "Retail Customers" because they do not offer Brokerage services. For example, Proprietary Trading firms that only trade shares in their own accounts. We are similar to this, plus we do not trade in our own account either, since we don't have brokerage accounts. Likewise, we have "No Client Interactions" to perform trades on behalf of you in various markets. Instead, our contact with Investors is classified as "Solely Incidental" per SEC clarification of The Investment Advisors Act; as contact is with you is limited to technical support and is incidental to our business model of helping businesses raise money, handling mergers, or hosting a compliant system for self-directed secondary sales.

Conversation Starters: "Given my financial situation, should I choose a brokerage service? Why or why not?" - "How will you choose investments to recommend to me?" - "What is your relevant experience, licenses, education, and other qualifications? What do they mean?"

What fees will I pay?

Our firm does not charge Investors for purchasing securities. Instead, we generate revenue from securities issuers seeking to raise capital, businesses requiring professional services, and current securities owners wishing to sell their shares. Although investors are not directly charged, the fees we collect from issuers or sellers may indirectly affect the long-term returns for investors. We charge Security Issuers an onboarding fee of $5,000 and a success fee of up to 8% if the minimum raise amount is achieved. Our success fee is deducted as funds are disbursed to the Issuer. Securities sellers incur a seller's fee and a liquidity premium. Fees for

professional services vary according to the individual contracts.

Conversation Starter: "Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest how much will go to fees and costs, and how much will be invested for me?"

What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflicts of interest do you have?

We do not offer investment advice. Our company earns money from securities Issuers when we host their deals, which may conflict with your interests as an Investor. You should ask us about these conflicts because they could affect the service you receive. For example, Third-Party Payments: The payment we receive is from a third party, the Security Issuer when we host their deal. We earn more money as we host more and larger deals, making our main business focus the Issuers, not the Investors.

Conversation Starter: "How might your conflicts of interest affect me, and how will you address them?"

How do your financial professionals make money?

Our team members earn sales commissions for providing professional services in investment banking and mergers and acquisitions. More client engagements result in higher earnings. However, staff or consultants involved in regulatory compliance or administrative tasks are compensated with a flat rate. We do not compensate our staff with sales commissions for selling securities to Retail Customers, nor do we provide investment recommendations, as our firm does not advise individuals on investments. Additionally, we do not offer non-cash incentives such as vacations or luxury prizes.

Do you or your financial professionals have legal or disciplinary history?

No, neither our firm nor personnel have mandatory disclosures. For free and simple search tools to research us and our professionals go to **www.Investor.gov/CRS**

Conversation Starter: "As a financial professional to you have any disciplinary history? For what type of conduct?"

Additional Information

Contact form at **https://sphi.io/investment-banking/**, email President Cedric Long at Cedric.Long@spcp.io call (651) 645-7550 or send mail c/o Silicon Prairie Capital Partners 475 Cleveland Ave. North, suite 101B, St. Paul, MN 55104

Conversation Starter: "Who is my primary contact person? Is he or she a representative of an investment advisor or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?

SPCP “Form CRS” Conversation Starters – June 2024

Introduction

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Conversation Starters Document is a Companion to “Form CRS”

Broker Dealers are highly-regulated financial institutions that must follow laws from government entities such as The Securities Exchange Commission (“SEC”) and State Financial Regulators, as well as membership rules from non-government membership groups like FINRA; the Financial Industry Regulatory Authority.

An individual choosing a Stock Broker has the right to compare vendors to make an informed decision regarding costs and reputation. Therefore, Firms servicing Retail Customers (those who receive investment recommendations for personal use) must provide a "Customer Relationship Summary" (Form CRS). This two-page document summarizes services, fees, and formal complaints, to assist potential customers in making well-informed decisions.

Form CRS has required sections, a specific layout, and prompts for questions you might ask. If a Firm doesn’t have salespeople, they still need to give you this guide, which answers questions in a straightforward, conversational style.

Since we do NOT service “Retail CUSTOMERS” we may not be required to provide a “Form CRS”, but we have VOLUNTEERED to supply one to clarify our role in the financial ecosystem. A published Form CRS and this Conversation Starter document should NOT be interpreted as the Firm offering services beyond those explicitly stated.

Our “Form CRS” is readily available on our website, and is filed with the appropriate regulators. This will be performed on the same cadence as Firms who service “Retail CUSTOMERS”. This companion document will be easily available with the official “Form CRS”, plus any updates will be clearly identified in a separate area as necessary. Our contact information is available in our “Form CRS” and at the end of this document.

SPCP “Form CRS” Conversation Starters – June 2024

Conversation Starters: “What investment services and advice can you provide me?”

Part One: “Given my financial situation, should I choose a brokerage service? Why or why not?”

We do not offer Brokerage services, so we do not have the ability to guide you through this choice. We can NOT provide a recommendation to you whether you should engage a brokerage service for your Retail Investor needs. You will need to discuss those needs with a another Firm that offers Brokerage services.

Our Firm does NOT make investment recommendations, so we do not serve “Retail CUSTOMERS”. This means something very specific per the law “Regulation Best Interest” which plainly states that “Retail CUSTOMERS” are individuals who receive investment advice for household purposes.

This differs from the definition of a "Retail INVESTOR," which refers to anyone NOT making investment decisions for an Institution. Essentially, anyone who is investing for personal reasons is a "Retail INVESTOR”. Note, a "Retail INVESTOR" may have interactions with a Broker Dealer WITHOUT automatically becoming a "Retail CUSTOMER" of the Firm.

For example, there is a type of Broker Dealer known as a “Proprietary Trading” Firm, they only trade shares in their own accounts, and do NOT offer Brokerage services to the public, so they have “No Client Interactions.” They do not have a business model with retail sales from inventory, therefore they have no “Retail CUSTOMERS.” Our Firm is like this, except we ALSO do NOT trade in our own brokerage account, because we do not have any brokerage accounts for trading.

Instead, our business model is helping BUSINESSES raise money or navigate mergers, and we host a platform to allow for matchmaking of self-directed activity in the secondary market. This secondary market must exist to provide a way for Investors to exit a small company without disrupting the entire capitalization table, or else those Investors can become stuck holding shares until they die. Investors can have personal reasons to want to sell something they own.

Our role can be confusing to Regulators, because this relatively new business model is relies on significant improvements in existing systems and technology. While our innovative business model represents an advancement in our industry, it is crucial that it not be miscategorized for the sake of administrative convenience. Misclassification could lead to public confusion about our role, which could be harmful to Investors. For example, Users should NEVER expect investment advice from us, and this clarity should help mitigate affiliation fraud.

There is already classification for our type of Investor contact, from a law called “The Investment Advisors Act”; our contact with Investors is “Solely Incidental”. This is because retail sales from inventory is NOT our business model. There is no part of our business that aims to trade shares on behalf of Investor accounts, nor do we give investment advice or recommendations for household use. “Retail INVESTORS” may pass through our website, to perform their self-directed tasks, but traveling through a web portal does not make them “Retail CUSTOMERS” of our Firm.

Our Firm’s contact with “Retail INVESTORS” is “Solely Incidental” in service of our obligations for Anti-Money Laundering laws and other legal compliance tasks. We do not have sales people, we do not hold inventory, we do not make recommendations, we do not manage investor money; we have essentially no Retail Investor interactions beyond tech support. Therefore we do NOT have “Retail Customers” as defined by Regulation Best Interest. You should seek counsel elsewhere to determine if you need a Brokerage.

SPCP “Form CRS” Conversation Starters – June 2024

Part Two: “How will you choose investments to recommend to me?”

Our Firm does not choose investments for Retail Investors. Our primary role is "Investment Banking," and NOT a dealership that sells stocks from our inventory. Investment Banks provide professional services to BUSINESSES, so they can lawfully raise money by selling a financial security such as stocks or debt notes. We also provide "Mergers and Acquisitions" services, such as assisting a businesses navigate the process of buying another business.

Additionally, we offer matchmaking services for SELF DIRECTED “secondary Sales” via an Alternative Trading System (“ATS”). This works similar to a Newspaper’s “for sale by owner” classifieds section. Recall how the Newspaper never owns the cars. Instead the car belongs to the seller, until the sale is complete, and then the buyer owns it.

Our Firm handles secondary-sales of shares in a similar format; We never take ownership of the shares. They legally belong to the seller, until the sale is complete, then they belong to the buyer. We also never take the money into our own Investment Bank accounting books. Instead the money is held at an outside Depository Bank in specially created escrow accounts. We do not control the prices or lot size of securities for sale. The Seller does this.

We do NOT create, nor maintain, nor adjust “Brokerage Accounts” on behalf of investors. A Brokerage Account is a specific type of financial account; essentially, an Investor sends money to a Brokerage, so that firm can perform investment transactions ON BEHALF of the Investor. That Broker Dealer gives investment recommendations and strategies to act for the Retail Customer Investor’s best interest and performs trades for them in a marketplace.

Our Firm does not handle money that way. It is NOT possible to send our Firm money to spend on your behalf. Instead All transactions are SELF DIRECTED, with the funds tied to one specific transaction which the Buyer or Seller has explicitly requested and confirmed. Essentially, we act as a matchmaker, not a manager. Creating a “Website User Account” with our Firm does not generate a “Brokerage Account” within our Firm, because we do not have that type of account available.

People can get confused by the word “Account”, because this shorthand can mean different things depending on the context. For example, a social media “Account” is different from your personal checkbook “Account”. However, if you get more specific, it’s easy to tell the difference between a “Social Media Website User Account” versus a “Depository Bank Checking Account”, because you can not use your social media account to pay your mortgage or other bills.

Similarly, our Firm does NOT have “Brokerage Accounts” for Retail Investors to leave money in our hands to manage on behalf their best interests. We DO handle financial transactions, but we function similar to a back-end bill-pay service. We work with a software provider to move funds for escrow into an account for the Issuer of the Financial Security. This is a “For-the-Benefit” (“FBO”) Checking Account, for Escrow Services at an outside Depository Bank. Buyers and Sellers may have “Website Accounts” with our Firm, but NOT Brokerage Accounts.

Our semi-automated process ensures compliance with anti-money laundering laws, provides required disclosures, and secures financial transactions and data. Simply hosting deals or secondary transactions does NOT constitute an endorsement or investment recommendation.

We do not and can not choose investments for you.

Part Three: "What is your relevant experience, licenses, education, and other qualifications? What do they mean?"

The certifications of individuals within our Firm is not relevant to Retail customers, because no one within our firm will be providing investment advice or recommendations for personal use. However, it's worth noting that our Firm and personnel have all the required credentials and experience to perform the type of work we do as an Investment Bank.

Our President has over 30 years of experience in broker dealers, plus all the required securities exams. Our CEO also has over 30 years of experience running small businesses, plus an MBA and all the required securities exams. We have several individuals who may operate as "Principals" within the firm, plus qualified personnel acting as the FinOp (this is a special type of bookkeeper for Broker Dealers).

The industry exams vary for different roles within a Broker Dealer, more explanations below; All registered agents must pass a general exam called the "Securities Industry Exam" ("SIE"), plus some other "top off" tests that are related to their specialties. This has replaced the older, single exam called the "Series 7".

Broker dealers must also have personnel that have passed the "Series 24" exam. This allows the individual to act as a "Principal" essentially, a supervisor to other personnel within the firm. To perform the role of "Chief Compliance Officer", the individual must have passed the "Series 24" securities exam.

Firms are required to have a FinOP which is essentially bookkeeper that is qualified to review the Firm's own financial books/accounts and provide reports to the Regulators. The qualification to act as a FinOP can be satisfied by the "Series 27" or "Series 28" exam depending on the type of Broker Dealer.

Firms that want to operate as an "Investment Bank" to help businesses raise funds by selling a financial security must have personnel that has passed the "Series 79". This focuses on topics related to registering securities offerings and handling mergers and acquisitions. Some members of our Firm have taken other exams such as the "Series 63" that focuses on State Securities Rules, and/or the "Series 82" which covers private placements like Angel investments.

Conversation Starter: "What fees will I pay?"

Part One: "Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest how much will go to fees and costs, and how much will be invested for me?"

We do not charge Investors any fees, as they are not our primary customer. When an investor buys a security, they obtain the full face value of the security purchased; a $10,000 investment translates into $10,000 worth of shares/units of the security.

Our Customer is the party seeking to raise money through selling a financial security. Our role is acting as an Investment Bank to help businesses raise money by offering a financial security. We charge the Issuer of the financial security an $5,000 on-boarding fee, plus up to a 8% success fee. The success fee is taken from the disbursements to the Issuer, with no additional fees for the act of disbursement. For example, a successful Issuer seeking to raise $100,000 of capital for their company would pay $5,000 on-boarding + $8,000 success fee, for a total of $13,000 to obtain $100,000 of investment money for their business.

When our firm does mergers and acquisition work between two businesses, per industry standard, the seller typically pays fees. These professional service fees are negotiated on a case-by-case basis.

SPCP "Form CRS" Conversation Starters – June 2024

Conversation Starter: "How might your conflicts of interest affect me, and how will you address them?"

We do NOT provide investment recommendations to "Retail Customers" but the way we make money may create some conflicts of interest. For example, we receive compensation though fee payment from Issuers (who are seeking funding for their business). This third-party compensation means that our primary customer is the Issuer of the security, not the investor. We make more money the more deals that we host and the higher dollar amount of each raise.

We address this conflict of interest by keeping our operations transparent. We never provide investor recommendations to "Retail Customers". We do not find retail investors for our business clients. They must attract their own crowd. Their potential investors view deal information, then self-select to invest into the deal or not. Essentially our firm is acting as a meet-me point or matchmaker.

Conversation Starter: "As a financial professional to you have any disciplinary history? For what type of conduct?"

We do not have any disciplinary history as individuals or the Firm as a whole. This section is a placeholder.

Conversation Starter: "Who is my primary contact person? Is he or she a representative of an investment advisor or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?

We do not offer Brokerage services. Retail investors do not have a representative sales agent in charge of managing their investments and performing transactions on your behalf.

Our Firm's contact with "Retail INVESTORS" is "Solely Incidental" in service of our obligations for Anti-Money Laundering laws and other legal compliance tasks. We do not have sales people, we do not hold inventory, we do not make recommendations, we do not manage investor money; we have essentially no Retail Investor interactions beyond tech support.

Within the financial industry there is a big distinction between professionals who are credentialed to provide financial advice by passing certain industry exams, and other personnel who are not. The Broker Dealer is the company, and it must employ certain "registered agents" who are qualified to perform certain regulated roles, but it also has other staff to perform other administrative functions.

Investors will NOT have an assigned registered agent as a contact, as the platform is designed for self-serve functionality. The only expected contact might be for tech support issues, such as login problems. The tech support staff is NOT acting in the capacity as a registered agent of the Broker Dealer, nor are they a qualified investment advisor. Rather, as information technology staff this is considered "ministerial staff" in our industry.

Securities Issuers (businesses raising funds) will have an account manager assigned during campaign on-boarding. This staff request documents and information in order to upload materials into the platform as preparation for their campaign go-live day. The account manager is not a registered agent of the Broker Dealer, nor are they a qualified investment advisor. Rather, they are administrative staff performing administrative work, within the financial industry this is also known as "ministerial staff".

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Anyone who needs additional help is able to contact our President Cedric Long. Cedric is a “Principal” registered agent of our Broker Dealer with extensive industry experience. Visit https://sphi.io/investment-banking/ to use our contact form, email Cedric Long at Cedric.Long@spcp.io or send him mail c/o Silicon Prairie Capital Partners 475 Cleveland Ave. North, suite 101B, St. Paul, MN 55104.