



Dear investor,

Thank you for your interest in our Reg D Offering. Dalmore Group, LLC serves as the broker-dealer of record for this offering.

To learn more about Dalmore, please see the following documents in this welcome package

[Customer Relationship Summary](#)

[Regulation Best Interest Disclosure](#)

[Confirmation of Receipt and Consent for Electronic Delivery](#)

[Privacy Policy](#)

[Patriot Act Disclosure](#)

[Business Continuity Summary](#)

If you have any questions or concerns, you can reach Dalmore by sending an email to [support@dalmorefg.com](mailto:support@dalmorefg.com)

Sincerely,

Jason Tripp  
Chief Compliance Officer  
[support@dalmorefg.com](mailto:support@dalmorefg.com)

**530 7TH Avenue, Suite 902  
New York, NY 10018**



## **CUSTOMER RELATIONSHIP SUMMARY DALMORE GROUP LLC**

**Form CRS  
December 13, 2021**

Dalmore Group LLC (“Dalmore”) is registered with the Securities and Exchange Commission (“SEC”) as a broker-dealer and is also a member of Financial Industry Regulatory Authority, Inc. (“FINRA”) and Securities Investor Protection Corporation (“SIPC”). This Form CRS contains important information about the types of services Dalmore offers, along with general information related to compensation, conflicts of interest, disciplinary action, and other reportable legal information. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

### **What investment services and advice can you provide me?**

Dalmore offers limited investment products and services. Specifically, we offer investors the opportunity to make unsolicited self-directed investments on an agency-basis of interests in registered and unregistered securities offerings, including private placements offered under Regulation D, Regulation A, Regulation Crowdfunding, and EB-5 investment programs. We also offer the opportunity to make unsolicited self-directed trades in the secondary market for Reg A investments. Other security products or brokerage services may be more suitable for you.

We do not enter into a fiduciary relationship with you. It is also your responsibility to monitor the investments you make, and we encourage you to do so regularly. We do not commit to providing ongoing monitoring of your investments. Dalmore Group does not open or maintain customer brokerage accounts. As applicable, your investments will be reflected in account statement(s) provided by a financial institution that will maintain your account.

Additional information about our services is available through our Best Interest Disclosure Documents, <https://dalmorefg.com/client-relation-bi>.

### **When considering our services, ask your financial professional:**

- 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, including your licenses, education, and other qualifications? What do these qualifications mean?

### **What fees will I pay?**

You will pay certain transaction-based fees (commissions and sales concessions) in connection with investing in a private placement. The applicable fees will vary from offering to offering. That said, there are management fees, organizational and operating expense reimbursement, and profit participation/carried interest fees. In offerings related to real estate, there can be acquisition fees, development fees, asset management fees, financing fees, and property management fees. There can be stock acquisition costs in venture capital and private equity offerings.

Where these fees apply, the more transactions you enter into, the more compensation that we and your financial professional receive. This compensation creates an incentive for us to encourage you to invest in private placements. Commissions and other sales concessions are charged when a transaction occurs. You will be charged more the more transactions you do with our Firm, and we, therefore, have an incentive to encourage you to invest in private placements.

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Transaction-based fees are based on a host of factors, including, but not limited to: issuer and the type of offering participated in, size of your transaction and/or the overall value of your investment, frequency of your private placement investments, and available discounts and/or fee waivers.

You will pay fees whether you make or lose money on your investments. Fees may reduce any amount of money you make on your investments over time. Please make sure you understand what fees you are paying. Additional information about our fees is available on our Best Interest Disclosure Document and in the PPM or similar offering document.

**When considering our services, ask your financial professional:**

- Help me understand how fees and costs might affect my overall investment. 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 as my broker-dealer? How else does the firm make money, and what conflicts of interest do you have?**

Dalmore does not make investment recommendations to its customers. We provide the ability to make unsolicited self-directed investments in certain registered and unregistered securities and securities offerings. Dalmore generates revenue as a result of transaction-based fee structures and other financial arrangements between third parties and us. Securities rules allow us to earn fees when we provide brokerage services to you. The fees we receive from you vary based on the product or services you purchase.

Registered Representatives may invest in the same products offered to customers. Dalmore has procedures to monitor the personal trading activities and securities holdings of each of its 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.

**When considering our services, ask your financial professional:**

- How might your conflicts of interest affect me, and how will you address them?
- Additional information about our conflicts of interest is available on our Regulatory Best Interest Disclosure Brochure and your Customer Agreement.

**How do your financial professionals make money?**

Registered Representatives earn a portion of the commissions and other transaction fees you pay as well as commissions paid to Dalmore directly by the issuers. As commissions are based on several factors, so is the compensation paid to our Registered Representatives. For example, certain products pay higher commission rates than others. Employee bonuses may be paid based on the overall profitability of Dalmore.



**When considering our services, ask your financial professional:**

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

To report a problem to the SEC, visit [Investor.gov](http://Investor.gov) or call the SEC's toll-free investor assistance line at (800) 732-0330. To report a problem to FINRA, visit <https://www.finra.org/investors/have-problem/file-complaint>.

If you have a problem with your investments, an account, or our financial professional, contact us in writing at Dalmore Group LLC, 525 Green Place, Woodmere, NY 11598

**Additional Information**

Additional information, including our most recent Relationship Summary, is available by calling your Registered Representative at (929) 207-3164 to request up-to-date information and a copy of the Relationship Summary or by visiting [https://files.brokercheck.finra.org/crs\\_136352.pdf](https://files.brokercheck.finra.org/crs_136352.pdf)



## **DALMORE GROUP LLC REGULATION BEST INTEREST DISCLOSURE**

December 10, 2021

This guide summarizes important information concerning the scope and terms of the brokerage services we offer and details the potential 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 disclosure documentation that you may receive from us.

As you review this information, we would like to remind you that Dalmore Group LLC (“Dalmore”) 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”) and Securities Investor Protection Corporation (“SIPC”). We are not investment advisers. We do not provide investment advisory services. Any recommendations made regarding your brokerage investments will be made in a broker-dealer capacity. 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, potential conflicts of interest, disciplinary action, and other reportable legal information. Form CRS is available via the website at [Investor.gov/CRS](https://www.investor.gov/CRS).

### **BROKERAGE SERVICES**

Dalmore offers limited investment products and services. We offer investors the opportunity to make unsolicited self-directed investments on an agency-basis of interests in registered and unregistered securities offerings, including private placements offered under Regulation D, Regulation A, Regulation Crowdfunding, and EB-5 investment programs. A private placement is a non-public offering of securities exempt from full SEC registration requirements. “Institutional Investors” as defined in FINRA Rule 4512(c) and includes (i) a bank, savings and loan association, an 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” as 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 of 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 expect making the same amount during the current year.

Most private placements have a minimum investment amount which can vary by issuer and placement. Investment minimums may be waived and listed in the private placement memorandum (“PPM”) or similar offering documents.

When Dalmore offers a private placement, we do so on a best-efforts basis, meaning we do not agree to raise all the money requested by the issuer. Once you subscribe for a private placement, we will not monitor your investment regularly. Moreover, we do not agree to enter into a fiduciary relationship with you. It is important for you to understand that should our Registered Representatives make a recommendation to you, we are obligated to ensure that such recommendation is in your best interest, considering reasonably available alternatives, and based on your stated investment objective, risk tolerance, liquidity needs, time horizon, financial needs,

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tax status, and other financial information you provide us. You may accept or reject any recommendation. It is also your responsibility to monitor your investments, and we encourage you to do so regularly. We do not commit to providing ongoing monitoring of any securities. If you prefer ongoing monitoring of your investments, you should speak with a financial professional about whether an advisory services relationship is more appropriate for you. From time to time, we may provide you with additional information and resources to assist you with managing your investment. 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. These activities are not designed to monitor specific investment holdings. They do not contain specific investment recommendations about investment holdings. You should not consider them a recommendation to trade or hold any particular security.

We also have contracted North Capital Private Securities Corporation (“NCPS”), an Alternative Trading System (“ATS”), named Public-Private Execution Network Alternative Trading System or PPEX ATS that offers non-accredited and accredited investors the opportunity to buy or sell exempt securities on the secondary market. We do not make any recommendations concerning any securities transaction on PPEX ATS. In addition, securities you own or may wish to purchase may not be available for secondary trading on PPEX ATS. You will be required to open an account that will be custodied with a third-party custodian for any secondary trading. Your custodian will be identified within your account paperwork.

We do not offer all types of securities but limit investment opportunities available to private placements, unregistered interests, and specific other securities. Other security products or brokerage services may be more suitable for you.

### **Investment Risks**

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

**Private Placements are extremely speculative, illiquid, and include unique risks.** While we will take reasonable care in developing and making recommendations to you, private placements involve risk, and you may lose money. There is no guarantee that any private placement will meet the stated investment goals or that our recommended investment strategy will perform as anticipated. Please consult any available PPM or other offering documents for any security we recommend discussing risks associated with the product.

The PPM contains important information about a particular investment’s business, operations, financial condition, and risks. The risks below include a summary of risk factors and are 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.** Private placements have limited transferability, and investors may not be able to liquidate their interest in an issuer. Because of a variety of restrictions upon the

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transferability of the issuance, including restrictions imposed by federal securities laws, an investor may be required to retain their investment indefinitely. As a result of the foregoing factors, 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 material may contain forward-looking statements. When used in the material, 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 issuer’s markets, 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. Concerns over inflation, energy costs, geopolitical issues, availability, and the cost of credit may contribute to increased volatility and diminished expectations for the economy, the markets, or this investment going forward. Among others not listed, these factors may increase the likelihood of Issuer failure and investment loss. In addition, small and new businesses may be particularly susceptible to such factors.

Because the risks of each issuer and private placement are unique, it’s important to review the PPM or other offering material, understand the unique risks of the particular investment under consideration, and ask your registered representative additional questions about the business practices and risks associated with any recommended private placement.

## **BROKERAGE FEES AND OUR COMPENSATION**

It is important to consider that while private placements may provide a cost-effective way to invest in private companies, they are not for everyone, given the risks, fees, and costs involved. You will pay transaction-based fees when you subscribe to a private placement. These transaction-based fees are generally referred to as a “commission” or a “sales concession.”

For each placement, we receive sales compensation based on the amount of money invested. The amount of compensation is generally 1-6% of your initial investment, but the exact amount varies by issuer. Again, exact terms of fees and expenses vary between each private placement offering. The specific fees and expenses associated with a private placement are listed in the PPM or similar offering document.

You will not be charged a transaction fee for each transaction in secondary trading through PPEX ATS. However, Dalmore will receive a 2% commission from the issuer, with 33.33% of the commission will be paid to PPEX ATS by Dalmore.

## **CONFLICTS OF INTEREST**

Potential conflicts of interest may exist when we provide services to you. A conflict of interest is a situation in which we engage in a transaction or activity where our interest is materially adverse to

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your interest. The mere presence of a conflict of interest does not imply that harm to your interests will occur, but we must 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 potential conflicts of interest associated with any recommendations to you.

Our conflicts of interest are typically the result of compensation structures and other financial arrangements between us, our Registered Representatives, clients, and third parties. Securities rules allow for us, our Registered Representatives, and our affiliates to earn compensation when we provide brokerage services to you. However, the compensation that we and our Registered Representatives receive from you varies based upon the product or service you purchase, which may create a financial incentive to recommend investment products and services that generate greater compensation.

We are committed to taking appropriate steps to identify, mitigate and avoid conflicts of interest to ensure we act in your best interest when providing brokerage services to you. 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) and disclosure documents and other information we make available to you.

## **Compensation We Receive from Clients**

### **Transaction-based conflicts**

You may pay certain fees (commissions and sales concessions) in connection with investing in a private placement. Although you won't pay fees for transactions on the secondary market platform, Dalmore will receive commissions from the issuer. Where these fees apply, the more transactions you enter into, the more compensation that we and your financial professional receive. This compensation may create an incentive for us to encourage you to invest in private placements and trade in the secondary market.

Registered Representatives are compensated based on the percentage of revenue generated from sales of products and services to clients. This compensation may vary by the product or service associated with a brokerage recommendation. Private placements typically carry higher fees than other types of securities. Therefore, Registered Representatives may be incentivized to recommend these products over other brokerage products. We maintain policies and procedures designed to ensure that recommendations are in your best interest.

We may enter into placement agent and other such agreements with certain sponsors of private placement offerings from time to time. We may receive fees or other compensation by introducing a private placement sponsor to a client who invests in the offering. We maintain policies and procedures designed to ensure that recommendations are in your best interest.

## **Compensation Received by Registered Representatives**

### **Personal Trading Activities**

Registered Representatives may invest in the same private placements offered to clients. This may create a conflict of interest in that they may invest without paying a commission. Sometimes,

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additional fees are earned based on the total amount raised or a minimum amount raised. Our written supervisory procedures are designed to assure that the personal securities transactions, activities, and interests of the Registered Representatives of Dalmore will not interfere with making decisions in the best interests of our customers or implementing such decisions while, at the same time, allowing Dalmore Registered Representatives to invest for their accounts. The Firm has procedures to monitor the personal trading activities and securities holdings of each of the Firm's Registered Representatives. It includes procedures for limitations on personal securities transactions of associated persons. These policies are designed to discourage and prohibit personal trading that would disadvantage clients.

### **Additional Resources**

You can visit [Investor.gov/CRS](https://www.investor.gov/CRS) for a free and simple search tool to research our financial professionals and us. You can also call your Registered Representative at (929) 207-3164 to request up-to-date disclosure information or to ask any questions you have about this brochure or services offered by Dalmore Group LLC.



### **Confirmation of Receipt and Consent for Electronic Delivery**

My signature below confirms that I agree to receive future regulatory disclosures via email.

From time to time, the DALMORE GROUP or their advisors may be required to deliver certain documents to clients including regulatory disclosures. Examples of such disclosures include but are not limited to Form ADV, the firm's Privacy Policy, and the firm's Business Continuity Summary. I hereby consent to the use of electronic means, such as email, to make such delivery. This delivery may include notification of the availability of such document(s) on a website, and I agree that such notification will constitute "delivery." There may be potential costs with electronic delivery, such as on-line charges.

I further agree to provide the FIRM or my advisor with an email address and to keep this information current at all times by promptly notifying Advisor of any change in email address.

This consent will remain in effect until revoked in writing to DALMORE GROUP located at 530 7<sup>th</sup> Avenue, Suite 902, New York, NY 10018.

Email address: \_\_\_\_\_

\_\_\_\_\_  
Client Signature

\_\_\_\_\_  
Joint Client Signature

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



## **PRIVACY POLICY**

We collect nonpublic personal information about you from the following sources: Information we receive on applications, subscription documents, or other forms and information about your transactions with our affiliates, others, or us. We do not disclose any non-public information about our current or former customers to anyone, except as permitted by law or in order to provide the current services. Our employees have limited access to your personal information based on their responsibilities to provide products or services to you. Be assured that we maintain physical, electronic and procedural safeguards in compliance with federal standards to protect your information.



## **Patriot Act Disclosure**

Under the U.S. Patriot Act, we are required to establish and maintain an anti-money laundering program containing policies and procedures to know our customers. To help the government fight the funding of terrorism and money laundering activities, Federal law requires financial institutions to obtain, verify, and record information that identifies each person who establishes a relationship with the Firm. What this means for you: When you establish a relationship with the Firm, we will ask for your name, address, date of birth and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents.



## Business Continuity Summary

DALMORE GROUP has developed a Business Continuity Plan on how we will respond to events that significantly disrupt our business. Since the timing and impact of disasters and disruptions is unpredictable, we will have to be flexible in responding to actual events as they occur. With that in mind, we are providing you with this information on our business continuity plan.

**Contacting Us** – If after a significant business disruption you cannot contact us as you usually do at 929-207-3164, you should call our cellular phone numbers which are listed on our business cards.

**Our Business Continuity Plan:** We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption.

**Our business continuity plan addresses:** data back-up and recovery; all mission critical systems; financial and operational assessments; alternative communications with customers, employees, and regulators; alternate physical location of employees; critical supplier, contractor, bank and counter-party impact; regulatory reporting; and assuring our customers prompt access to their funds if we are unable to continue our business. While every emergency situation poses unique problems based on external factors, such as time of day and the severity of the disruption, our objective is to restore our operations and be able to complete existing transactions and accept new transactions and payments within a reasonable time period.

**Varying Disruptions:** Significant business disruptions can vary in their scope, such as only our firm, a single building or unit housing our firm, the business district where our firm is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our firm or a building housing our firm, we will transfer our operations to a local site when needed and expect to recover and resume business within a few hours. In a disruption affecting our business district, city, or region, we will transfer our operations to a site outside of the affected area, and recover and resume business within a day. In either situation, we plan to continue in business, transfer operations, and notify you how to contact us.

**For more information:** If you have questions about our business continuity planning or would like a copy of our complete Business Continuity Plan please contact us. Other key contacts and parties can be located within the prospectus of each respective fund.