



Becoming part of our

Rialto Markets community



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Bringing Private Markets to the Public

MAKING INVESTMENT
ACCESSIBLE TO EVERYONE

A **FINRA** regulated Broker Dealer



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- Rialto Markets is the trusted 'go to' fully regulated broker dealer empowering companies to raise money through our unrivalled expertise in crowdfunding and institutional investment.
- We operate a fully compliant and unique secondary market trading platform for buying and selling shares in private companies.
- Our technology empowers direct private capital raises and investments, delivering clarity and simplicity to a complex marketplace.

The problem is there are 27 million private companies

in the US but fewer than 1% are publicly traded at present

Until now, there's been no established infrastructure or regulated secondary trading platform for high-growth private companies to match that of the public markets, such as the NYSE or the Nasdaq.

This creates a massive opportunity, by empowering investors to reach the other 99% of private companies, not only in the secondary market but in the primary too.



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Microsoft



amazon

On the days Microsoft, Google and Amazon launched their stock market IPOs their shareholders

had a **341%**, **500%** and **3900%**

uplift in share value...

...more recent IPOs have not delivered anywhere near in value uplift for it's shareholders

Trust in the crowd



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Dry Powder grew to a record
\$2.3 trillion*

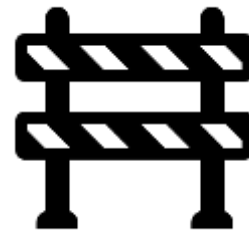
Access



- Investors have difficulty identifying and evaluating deal flow.
- Issuers have difficulty breaking into and expanding investor networks.

68%** of investors cite
illiquidity as a pain point

Monetization



- Holding and maintaining assets is manual.
- There is an on-ramp into the investment, but no off-ramp to sell and monetize.

Complexity adds
10-15%*** in cost

Complexity



- Regulatory complexity raises friction.
- Paper-based bi-lateral arrangements make standardization difficult.

*McKinsey Global Private Market Review 2020

**Office of the Advocate for Small Business Capital Formation

***JPM, 'Infrastructure Investing, Key Benefits and Risks', 2015

Turnkey infrastructure to conduct a self-hosted capital raise

Primary Market



- Investors can access high growth, early-stage private investment opportunities.
- Issuers can reach a diverse investor base, from retail to institutional investors.

FINRA approval to transact across private market digital securities

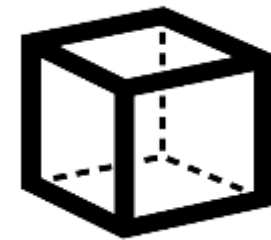
Secondary Market



- Rialto Markets' Alternative Trading System (ATS) provides an off-ramp to investors looking to monetize.
- Issuers can better manage their road to an IPO, offering liquidity events to employees and early investors.

A simple, compliant marketplace solution through 'Powered by Rialto Markets'

White Label



- 'Powered by Rialto Markets' is a cost-effective solution for Crowdfunding portals and fractionalized asset marketplaces.
- Industry standard APIs via the FIX protocol and blockchain integration provide for quick implementation and onboarding.

What is an ATS?

ALTERNATIVE TRADING SYSTEM

Alternative Trading System (ATS) is a regulatory term for a non-exchange trading venue that matches buyers and sellers for transactions. ATS's are regulated as broker-dealers, rather than as exchanges.



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A man with a beard is sitting in a chair, looking at a laptop. The scene is filled with falling money, symbolizing investment challenges. The background is a dark blue gradient with many small, light blue dollar bills floating around.

Almost 70% of investors
in private companies say the
inability to “cash out” is a
major problem for them

This restricts many prospective
investors from investing.

**SOURCE: OFFICE OF THE ADVOCATE FOR SMALL
BUSINESS CAPITAL FORMATION**

What makes our platform technology unique...



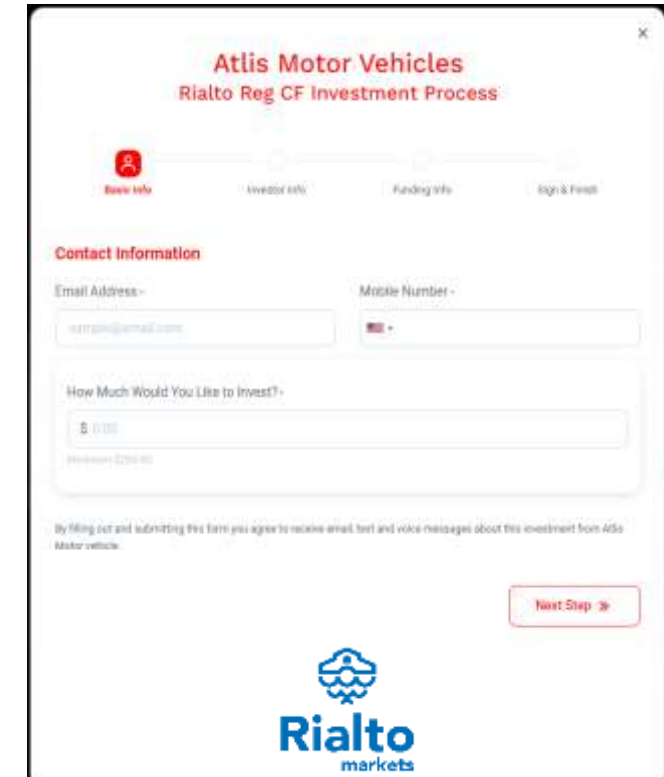
- Reduces friction
- Expands access to more potential investors
- Lowers the cost of raising capital
- Provides investors with access to new opportunities, and
- Allows for secondary trading, enabling the private markets to scale.

Primary Market: Infrastructure to support Primary Market Raises

How Rialto Markets Makes Money: Success Fees
Who Pays: The Issuer
Recurring? No

Atlis total raised via Rialto Markets
since the beginning of September

\$0



As of 11/02/2021 at 5:30am

Secondary Market: Alternative Trading System for US Securities Trading

How Rialto Markets Makes Money: Listing Fees and Commissions
Who Pays: The Issuer (Listing Fees) and the Subscriber (Commissions)
Recurring? Yes

Welcome back!

Take a look at our most recent issuers:



CityZenith

The leading Digital Twin AI platform for highly efficient, low-carbon cities, buildings, and infrastructure, from the architects of Google Earth.

Security Type
Regulation A+ Equity

Sector
AI Technology

Market Capitalization at Launch
\$24 million

TRADE NOW

Offer open to all investors



Manta Bio Fuel

Reverently made oil, renewably this time.

Security Type
Equity

Sector
Green Tech

Market Capitalization at Launch
\$50 million

TRADE NOW

Offer open to all investors



NYC Opportunity Fund

Invest in a portfolio of discovered NYC real estate before the market recovers.

Security Type
Debt

Sector
Green Tech

Market Capitalization at Launch
\$24 million

TRADE NOW

Offer open to all investors

Buy Sell

BIDS	ORDER TYPE	OFFERS
1,500 shares @ 1.25	Limit	2,500 shares @ 1.75
2,000 shares @ 1.15		1,000 shares @ 1.55
750 shares @ 1.05		
	QUANTITY	
	0.00	NET
	BID PRICE	1.00
	0.00	USD
	TOTAL	
	0.00	USD
	TIME IN FORCE	
	GTC	
<p>REVIEW ORDER</p>		

White Label: 'Powered by Rialto Markets'

How Rialto Markets Makes Money: Licensing Fee and Commissions
 Who Pays: The Marketplace (Licensing Fee) and the Subscriber (Commissions)
 Recurring? Yes

Marketplace website

The screenshot displays the Rialto Markets interface. On the left, the 'Sell Orders' table lists various artworks with their total values, quantities, ask prices, and implied painting values. On the right, the 'Buy Orders' table lists artworks with their total values, quantities, bid prices, and implied painting values. A blue box highlights the 'SELL' button for the first item in the Buy Orders table. An arrow points from this button to a confirmation screen on the right, which shows the order type as 'Limit', the quantity as '0.00', and the bid price as '0.00'. The confirmation screen also shows the total as '0.00' and the time in force as 'Good Till Cancelled (Default)'. A green button labeled 'Buy HET Company' is visible, and a final confirmation message reads 'Success! Your order is complete.'

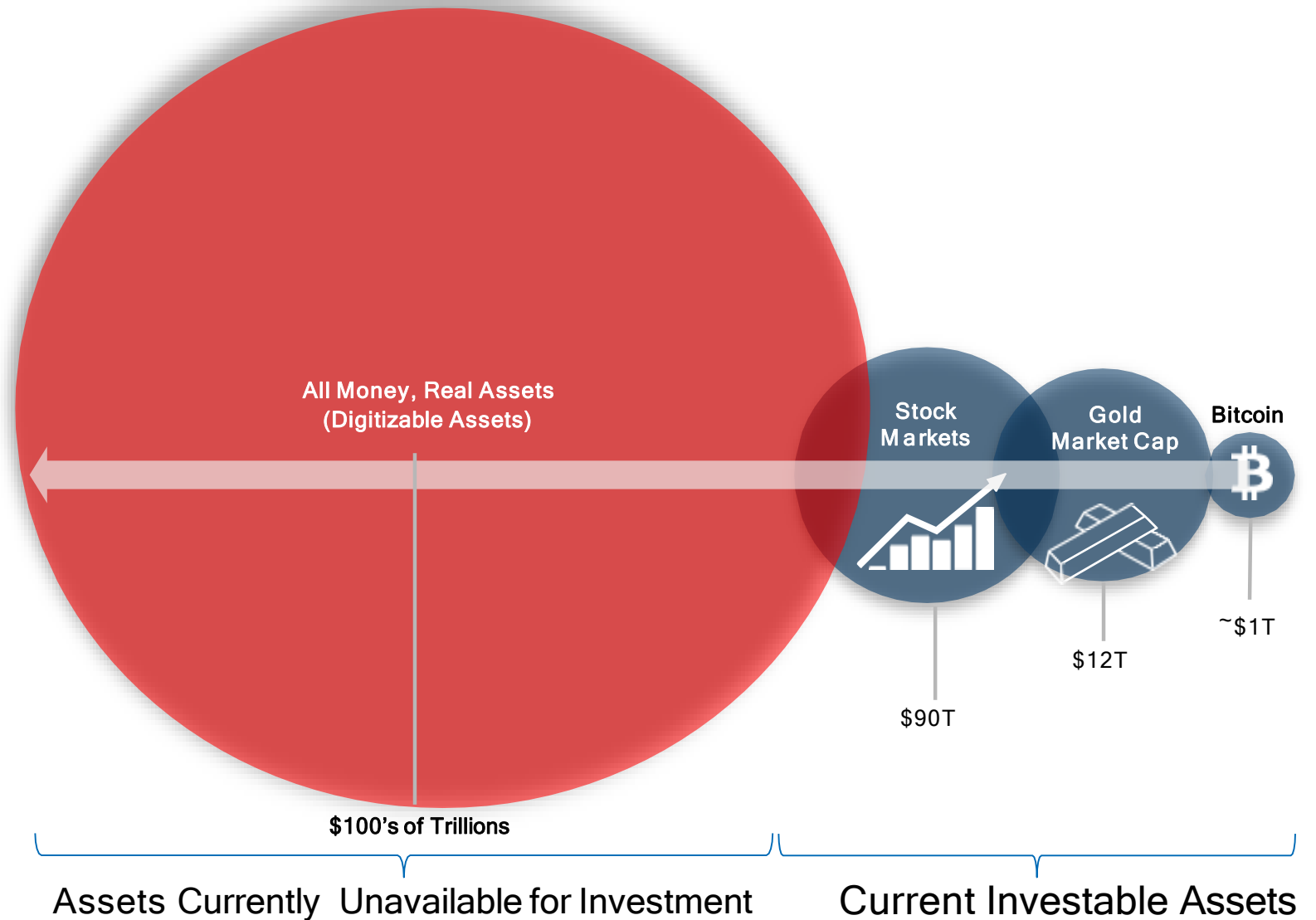
Artwork	Total	Quantity	Ask	Implied Painting Value
George Condo The Age of Reas...	\$497.50	25	\$19.90	\$3,003,000
Joan Mitchell Rhubarb (Master...	\$525	25	\$21	\$5,359,000
Jean-Michel Bas... Untitled (Bracco...	\$3,112.50	125	\$24.90	\$13,103,000
Jean-Michel Bas... Untitled (Bracco...	\$3,980	200	\$19.90	\$9,981,000
Yayoi Kusama Infinity Nets T.L.T...	\$120	5	\$24	\$1,535,000
Jean-Michel Bas... Untitled (Bracco...	\$102.50	5	\$20.50	\$10,344,000
Jean-Michel Bas... Untitled (Bracco...	\$162.61	7	\$23.23	\$12,056,000
Jean-Michel Bas... The Mosque (Ma...	\$2,200	100	\$22	\$6,497,000
Cecily Brown Girl Trouble (Mas...	\$408.75	15	\$27.25	\$3,163,000
Jean-Michel Bas... Untitled (Bracco...	\$115	5	\$23	\$11,912,000

Artwork	Total	Quantity	Bid	Implied Painting Value
George Condo Gargantua (Maste...	\$220	10	\$22	\$1,873,000
Cecily Brown Lured (Masterwork...	\$210	10	\$21	\$650,000
Lucio Fontana Concetto Spazia...	\$190	10	\$19	\$1,667,000
Günther Förg Untitled (Masterw...	\$210	10	\$21	\$712,000
Mark Bradford Value 47 (Masterw...	\$180	10	\$18	\$1,555,000
Claude Monet Coup de vent (Ma...	\$507.50	25	\$20.30	\$7,063,000
Jean-Michel Bas... Loir (Masterworks ...	\$962.50	50	\$19.25	\$8,330,000
Claude Monet Coup de vent (Ma...	\$4,040	200	\$20.20	\$7,020,000
Jean-Michel Bas... The Mosque (Mas...	\$396	22	\$18	\$5,197,000
Cecily Brown Girl Trouble (Mast...	\$242.50	10	\$24.25	\$2,755,000

Rialto Markets' ATS supports investing and trading in alternative and fractionalized assets

Current Use Cases:

- Serial Issuer of Artwork
- Serial Issuer of Athletic Influencer Companies



Our Competitive Edge

For both issuers and investors

- Empowers issuers to raise capital and own their data
- Gives investors wider access to the private markets
- Connects issuers with a diverse investor base
- Provides a platform for investors to monetize their investment
- Allows private companies to retain key personnel
- FINRA-recognized broker dealer in all 50 states
- FINRA-recognized and SEC-qualified alternative trading system (ATS)



Rialto Markets' multiple revenue streams

- Success fees of 1%-3% for broker dealer solutions on millions of dollars of investment
- Success fees of 6-8% from connecting issuers with investment banks and platforms



- Commissions on transactions, ranging from 2% to 25 basis points (or 0.25%) of notional value
- Recurring revenues from placement and maintenance fees from issuers



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Built on Wall Street

regulation and traditions

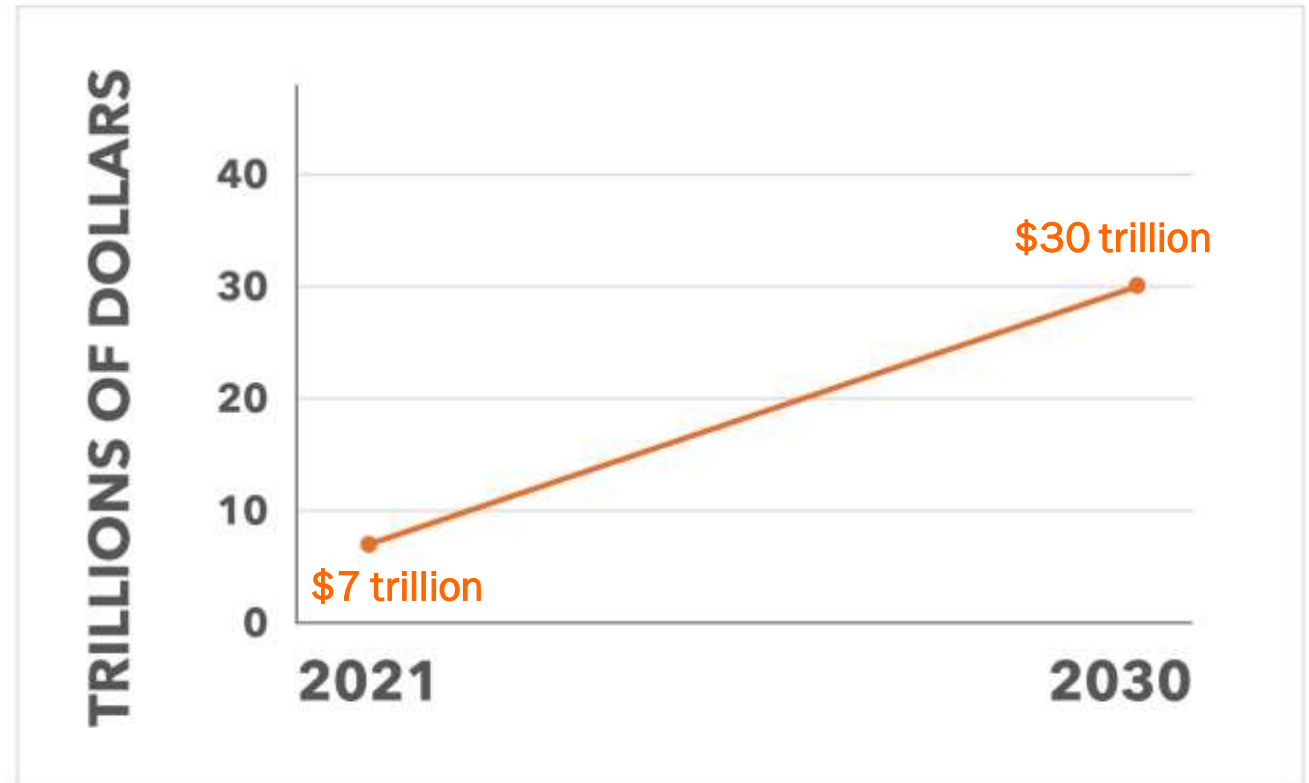
As this market opens up to more competition, no one has more experience in managing and communicating the regulatory framework than Rialto Markets.



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The private markets continue to grow rapidly, accounting for \$7 trillion in private assets this year, proving that investors support exciting private companies.

The same Forbes report in 2021 forecasts global Private Equity to reach to grow to \$30 trillion by 2030.



Rialto Markets Traction & Success to Date

- Actively raising \$200M+ with a \$600M pipeline on our broker dealer primary platform through Rialto Markets' infrastructure
- Received rare FINRA-recognition and SEC-qualification to transact across private market securities in both digital and traditional forms on their alternative trading system (ATS)
- Established partnerships with many investment banks, law firms, transfer agents and escrow banks
- Successfully launched primary offerings for nine private companies, with 20+ in the pipeline
- Built-out infrastructure for both primary raises and secondary offerings



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Key to our success is our experienced team

Our team and advisors have been at the heart of the migration from voice to electronic for most asset classes and we are poised to execute the next evolution in capital markets.



Shari Noonan
CEO & Co-Founder
Series 7, 14, 24, 57, 63



Joel Steinmetz
COO & Co-Founder
Series 7, 24, 57, 63



Rob Noonan
CMO & Co-Founder



Jim Caboy
CCO
Series 7, 24, 57, 63



Ryan Simmons
Head of Operations
Series 7, 27, 57, 99



Greg Sullivan
Head of Advisory
Series 7, 63



Lee E. Saba
Head of Market Structure

Successfully Managed



Logos of financial institutions: Goldman Sachs, Deutsche Bank, Morgan Stanley, Fidelity Investments, Thomson Reuters, Refinitiv, Wellington Management, Liquidnet, Instinet, Barclays, NYSE, Citadel, Citi

“ Rialto Markets is focusing on what I consider to be one of the most exciting parts of the financial industry today, and that is taking equity and debt offerings of private companies and allowing those to be traded on an electronic platform. They will also be helping to unlock private market liquidity for newly created intangible digital assets.

”



– DR DAVID KRAUSE, DIRECTOR OF MARQUETTE UNIVERSITY'S AIM PROGRAM AND ASSOCIATE PROFESSOR

Don't take our word for it – this is what the market is saying

“ The key to private equity growth is the booming secondary market ”



- ANTOINE DREAN FORBES CONTRIBUTOR FOR HEDGE FUNDS AND PRIVATE EQUITY STATS ON GROWTH OF PRIVATE MARKETS

“ While public markets have declined as fewer and fewer firms seek a public listing on an exchange due to excessive cost, private markets have boomed. This includes not only securities issued under RegD, available to mainly accredited investors, but also securities available to retail investors issued under RegCF and RegA+.”

SOURCE:



“ It always bothered me that my military brothers and sisters couldn't invest alongside me because they didn't have the net worth or income required by the SEC – but, with the help of Rialto Markets these issues have become a thing of the past.

”

– MISSION FIRST CAPITAL FOUNDER, PHIL CAPRON

“ Partnering with Rialto Markets to raise this funding so rapidly has enabled ATLIS to now quickly scale battery development and move towards vehicle production. The fast pace and major oversubscription of our most recent raise speaks volumes about the success of our capital raise with Rialto Markets.

”

– ATLIS PRESIDENT, ANNIE PRATT

“ We are delighted to be one of the first US companies to offer an ATS to its shareholders. With the help of Rialto Markets, investors in Cityzenith will now no longer necessarily have to wait 3-5 years to access returns.

”

– CITYZENITH CEO AND FOUNDER MICHAEL JANSEN

We are working towards the launch of a \$5 million Reg CF Raise

Rialto Markets' regulatory approval gives the company a substantial head start to establish a market presence within the digital securities private market ecosystem.

We will shortly be announcing the details of our \$5 million Reg CF offering

Capital Raise Details:

- \$5 million raise
- Use of proceeds is to scale operations
 - 56% employees, with hires in operations, business development and technology
 - 19% on technology
 - 15% on marketing
 - 10% on all other administrative, including legal

We will keep you informed after this event on how you can become part of Rialto Markets' investment community as soon as we have approval

Important Notice

(i) no money or other consideration is being solicited, and if sent, will not be accepted;

(ii) no sales will be made or commitments to purchase accepted until the Form C is filed with the SEC and only through an intermediary's platform; and

(iii) a prospective purchaser's indication of interest is non-binding.

Q&A



DIVIDEND



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Thank you for your time today, and we look forward to any further questions or interest you may have.

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Website: rialtomarkets.com