



Becoming part of our

Rialto Markets community



Bringing Private Markets to the Public

MAKING INVESTMENT
MORE ACCESSIBLE

A fully regulated Broker Dealer and ATS secondary market platform for private securities

Rialto Markets aims to be the trusted 'go to' regulated broker dealer empowering companies to raise money through our unrivaled expertise in crowdfunding and institutional investment.

We operate an SEC regulated secondary market trading platform for buying and selling shares in private companies.

Our technology infrastructure empowers direct private capital raise and investment delivering clarity and simplicity to a crowded marketplace.

A fully regulated Broker Dealer and ATS secondary market platform for private securities

Global crowdfunding exploded from **\$8.61 billion** in 2020 to **\$113.52 billion** last year – a **1,021% increase**, according to Pitchbook data.

US private equity crowdfunding market doubled year on year in 2021 through Regulation CF and Regulation A+ investment offerings.

Legal Disclaimer: Reg A+, Regulation CF and Regulation D securities are speculative, illiquid, and carry a high degree of risk – including the loss of the entire investment.

**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 little or 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 potentially opens up a massive market opportunity, by empowering investors to reach the other 99% of private companies, not only in the secondary market but in the primary too.



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

Legal Disclaimer: All securities are speculative, illiquid, and carry a high degree of risk – including the loss of the entire investment.

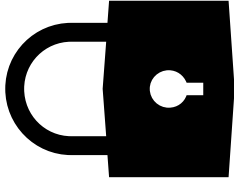
Trust in the crowd



Private Markets lack the infrastructure of Public Markets

Dry Powder grew to a record **\$2.3 trillion***

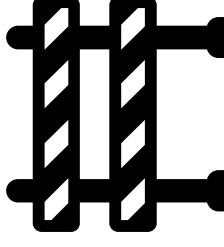
ACCESS



- 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

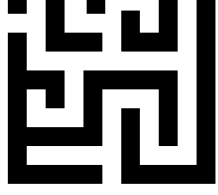
MONETIZATION



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



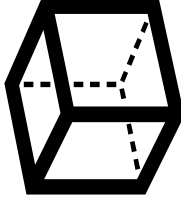
Complexity
10-15%*** in

COMPLEXITY



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

Rialto Markets addresses those friction points with three lines of business


<p>Turnkey infrastructure to conduct a self-hosted capital raise</p>	<p>PRIMARY MARKET</p>  <ul style="list-style-type: none"> • Investors can access high growth, early-stage private investment opportunities. • Issuers can reach a diverse investor base, from retail to institutional investors.
<p>FINRA approval to transact across private market digital securities</p>	<p>SECONDARY MARKET</p>  <ul style="list-style-type: none"> • Rialto Markets' Alternative Trading System (ATS) provides an off-ramp to investors looking to realize value. • Issuers should be able to better manage their road to an IPO, offering liquidity events to employees and early investors.
<p>A simple, compliant market solution through 'Powered by Rialto Markets'</p>	<p>WHITE LABEL</p>  <ul style="list-style-type: none"> • 'Powered by Rialto Markets' provides an effective solution for Crypto portals and fractionalized marketplaces. • Industry standard APIs v2, v3, v4, v5, v6, v7, v8, v9, v10, v11, v12, v13, v14, v15, v16, v17, v18, v19, v20, v21, v22, v23, v24, v25, v26, v27, v28, v29, v30, v31, v32, v33, v34, v35, v36, v37, v38, v39, v40, v41, v42, v43, v44, v45, v46, v47, v48, v49, v50, v51, v52, v53, v54, v55, v56, v57, v58, v59, v60, v61, v62, v63, v64, v65, v66, v67, v68, v69, v70, v71, v72, v73, v74, v75, v76, v77, v78, v79, v80, v81, v82, v83, v84, v85, v86, v87, v88, v89, v90, v91, v92, v93, v94, v95, v96, v97, v98, v99, v100, v101, v102, v103, v104, v105, v106, v107, v108, v109, v110, v111, v112, v113, v114, v115, v116, v117, v118, v119, v120, v121, v122, v123, v124, v125, v126, v127, v128, v129, v130, v131, v132, v133, v134, v135, v136, v137, v138, v139, v140, 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What is an ATS?

ALTERNATIVE TRADING SYSTEMS

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.

A man with a beard, wearing a light-colored shirt and trousers, sits on a black metal chair. He is looking down at a laptop on his lap. The room is filled with falling US dollar bills of various denominations (100, 50, 20, 10, 5). The background is a plain wall, and the floor is covered with money. The entire scene is overlaid with a blue tint.

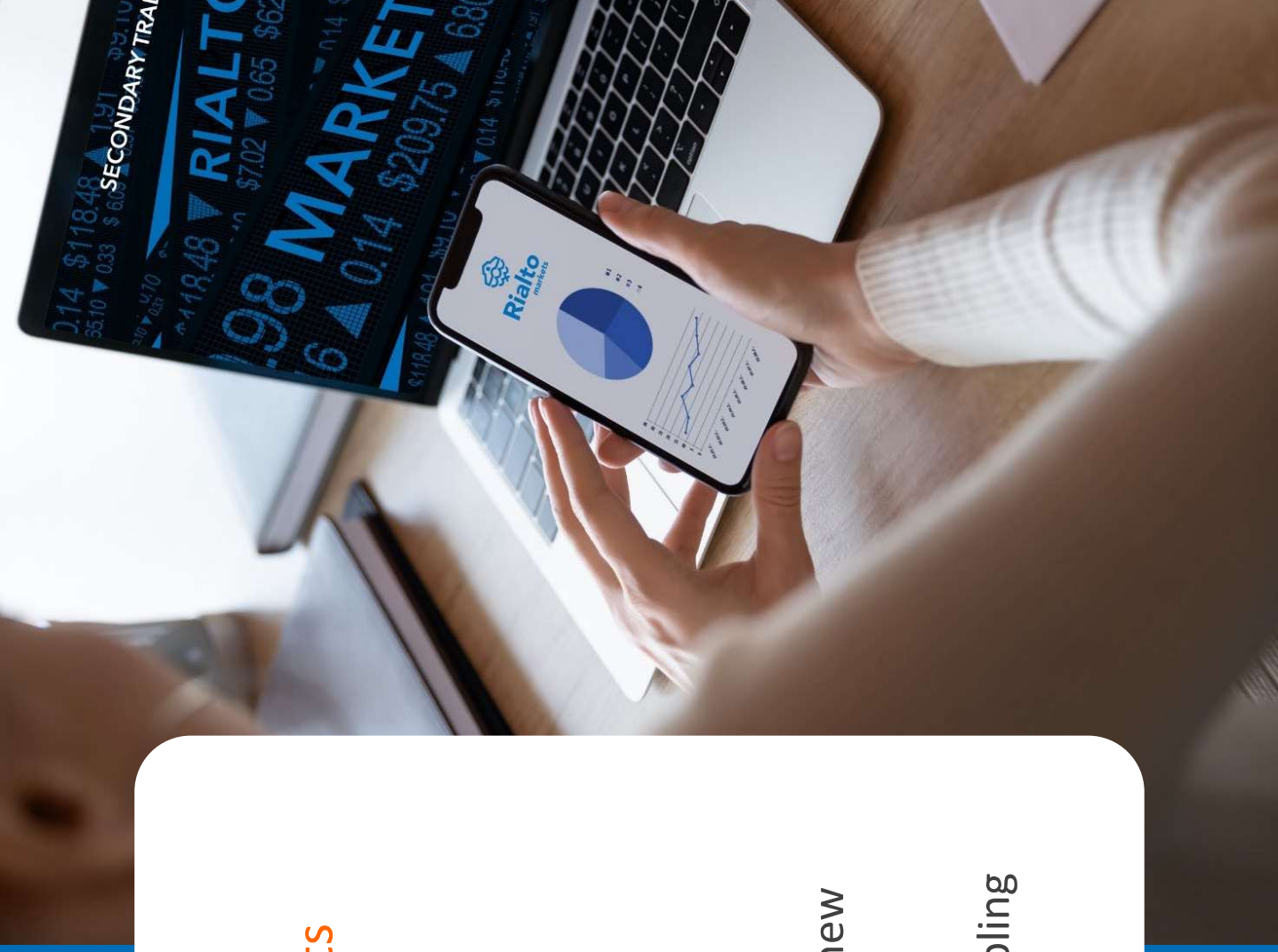
Almost 70% of investors
in private companies
inability to “cash out”
major problem for them

This often restricts many prospective
investors from investing.

SOURCE: OFFICE OF THE ADVOCATE FOR
BUSINESS CAPITAL FORMATION

Private Markets lack the infrastructure of Public Markets

- 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.



Product Line Drill Down

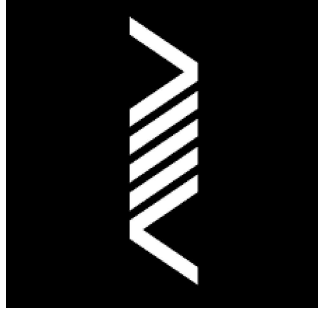
Primary Market: Infrastructure to support Primary Market Raises

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

Legal Disclaimer: Reg A+, Regulation CF and Regulation D securities are speculative, illiquid, and carry a high degree of risk – including the loss of the entire investment.

Atlis Motor Vehicles
Rialto Reg CF Investment Process

Basic Info Investor Info Funding Info

Contact Information

Email Address *
sample@email.com

Mobile Number *
[Country Code] [Number]

How Much Would You Like to Invest? *
\$ 0.00
Minimum \$254.80

By filling out and submitting this form you agree to receive email, text and voice messages
Motor vehicle.

Rialto
markets


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:

SHARES AVAILABLE



CityZenith
The leading Digital Twin AI platform for highly efficient, resilient and sustainable cities 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

SHARES AVAILABLE



Manta Bio Fuel
Reverenting crude oil, renewably this time

Security Type
Equity

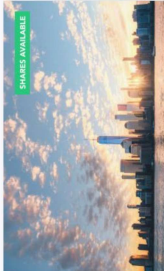
Sector
Green Tech

Market Capitalization at Launch
\$59 million

TRADE NOW

Offer open to all investors

SHARES AVAILABLE



NYC Opportunity Fund
Invest in a portfolio of discounted 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

1,500 shares @ 1.25

2,000 shares @ 1.15

750 shares @ 1.05

ORDERS TYPE

Limit

QUANTITY

0.00

BID PRICE

HET

OFFERS

2,500 shares @ 1.75

1,000 shares @ 1.55

TOTAL

0.00

TIME IN FORCE

GTC

REVIEW ORDER

Product Line Drill Down

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

Rialto markets									
Sell Orders					Buy Orders				
Artwork	Total	Quantity	Ask	Implied Painting Value	BUY	Artwork	Total	Quantity	Bid
George Condo The Age of Reas...	\$497.50	25	\$19.90	\$3,003,000	BUY	George Condo Gargantua (Mas...	\$220	10	\$22
Jean Mitchell Rhubarb (Mas...	\$525	25	\$21	\$5,359,000	BUY	Cecily Brown Lured (Masterw...	\$210	10	\$21
Jean-Michel Bas...	\$3,112.50	125	\$24.90	\$13,103,000	BUY	Lucio Fontana Concetto Spazia...	\$190	10	\$19
Jean-Michel Bas...	\$3,980	200	\$19.90	\$9,981,000	BUY	Gunther Forg Untitled (Master...	\$210	10	\$21
Yayoi Kusama Infinity Nets T1,T...	\$120	5	\$24	\$1,535,000	BUY	Mark Bradford Value 47 (Mas...	\$180	10	\$18
Jean-Michel Bas...	\$102.50	5	\$20.50	\$10,344,000	BUY	Claude Monet Coup de vent (Ma...	\$507.50	25	\$20.30
Jean-Michel Bas...	\$162.61	7	\$23.23	\$12,056,000	BUY	Jean-Michel Bas...	\$962.50	50	\$19.25
Jean-Michel Bas...	\$2,200	100	\$22	\$6,497,000	BUY	Claude Monet Coup de vent (Ma...	\$4,040	200	\$20.20
Cecily Brown The Mosque (Mas...	\$408.75	15	\$27.25	\$3,163,000	BUY	Jean-Michel Bas...	\$396	22	\$18
Jean-Michel Bas...	\$115	5	\$23	\$11,912,000	BUY	Cecily Brown Girl Trouble (Mas...	\$242.50	10	\$24.25

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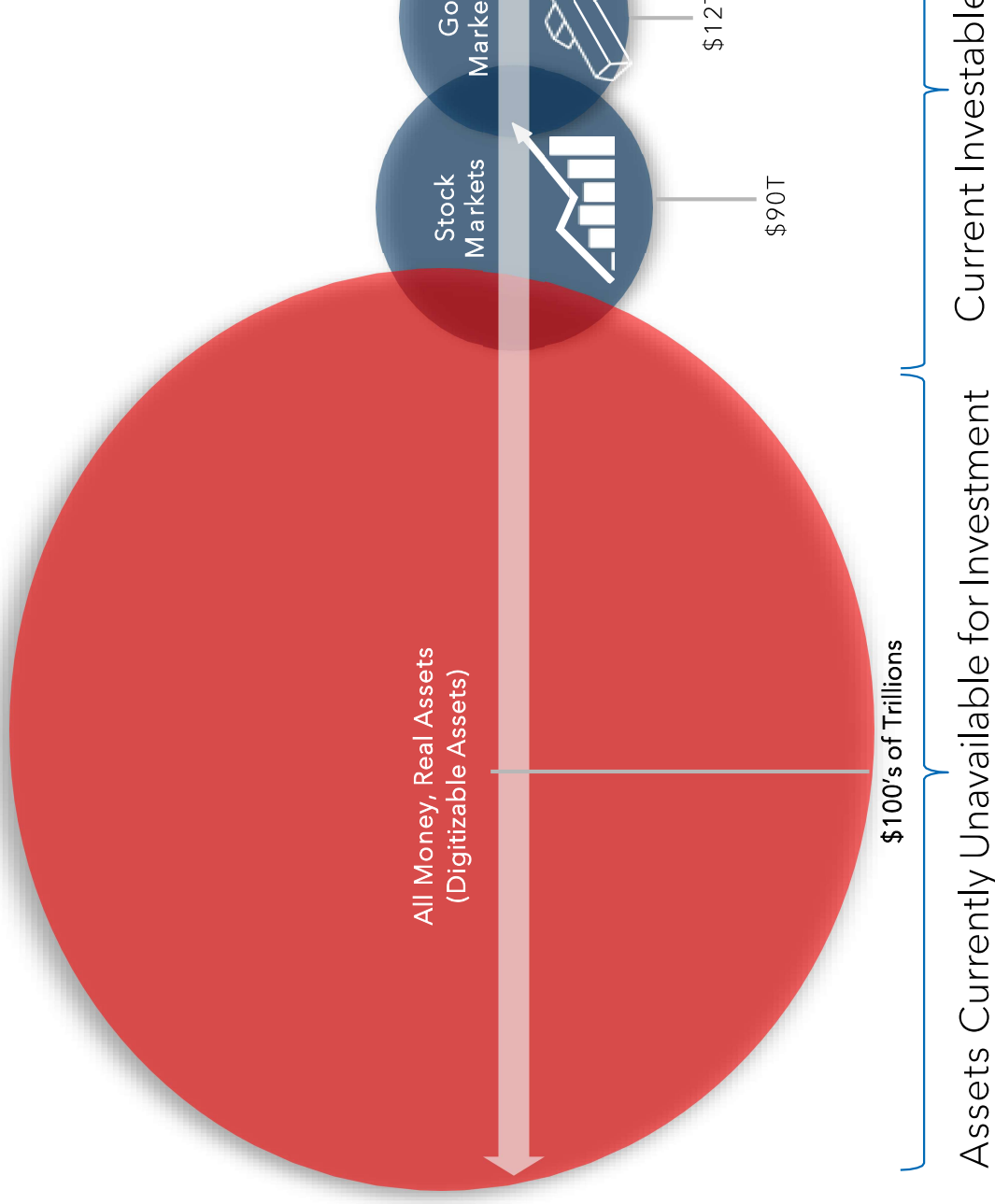
SELL

The potential future landscape for fractionalized assets

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



Legal Disclaimer: Fractionalized assets / NFTs are very speculative, illiquid, and carry a high degree of risk – including the loss of the entire investment.

Our Competitive Edge

For both issuers and investors

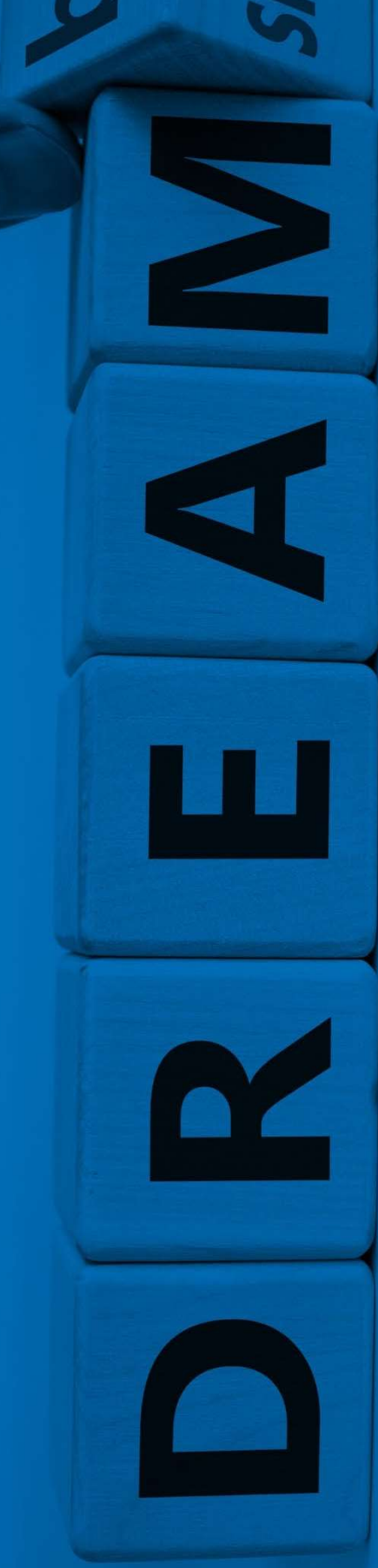
- Empowers issuers to raise capital and own their data
- Aims to give investors wider access to the private markets
- Connects issuers with a diverse investor base
- Provides a platform for investors to monetize their investment
- Allows private companies to retain key personnel
- Regulated broker dealer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

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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





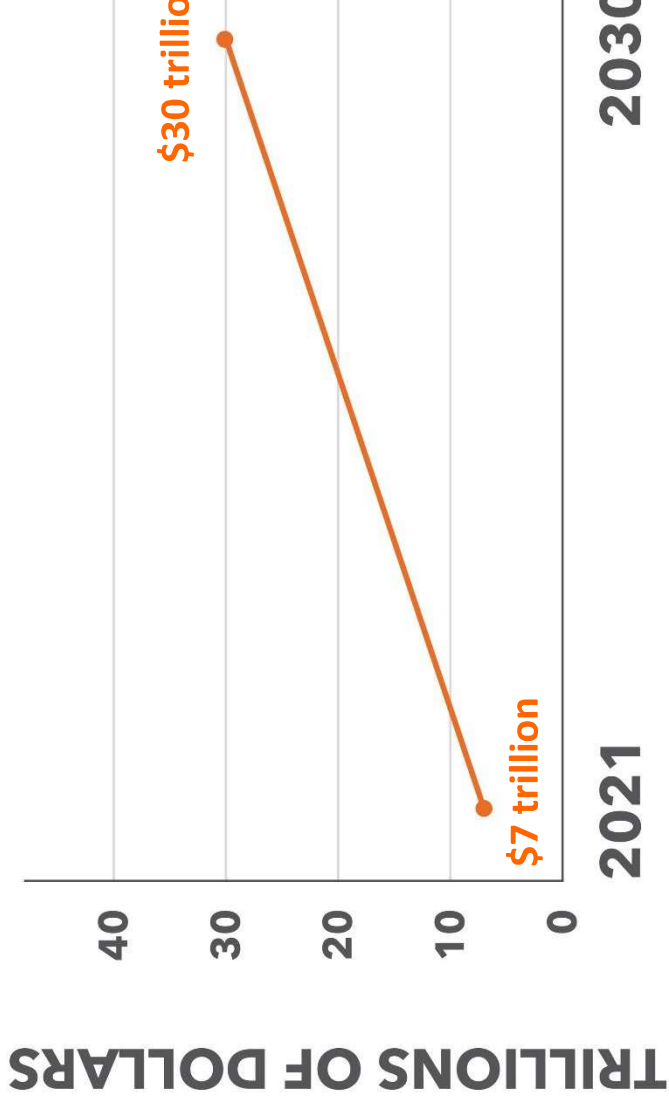
Built on Wall Street regulation and traditions

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

Major Market Growth

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 grow to \$30 trillion by 2030.



Legal Disclaimer: Private securities are speculative, illiquid, and carry a high degree of risk – including the loss of the entire investment.

Rialto Markets Traction & Success to Date

- Closing in on raising \$200M in primary offerings for nine high-growth private companies and a pipeline approaching \$1 billion for 2022
- Plus \$780M of new contracts signed and a large pipeline of companies looking to engage with us using our financial infrastructure and secondary trading ATS
- Regulated 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
- Built-out infrastructure and technology 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



Deutsche



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



“

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 them to be traded on an electronic platform. They will be helping to unlock private market liquidity for created intangible digital assets.

”

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

Disclaimer: The above quote is no guarantee of future performance or success, Reg A+, Regulation CF and Regulation D securities are speculative, illiquid and a high degree of risk – including the loss of the entire investment.

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 DREA FORBES CONTRIBUTOR FOR HEDGE FUNDS AND
PRIVATE EQUITY STATS ON GROWTH OF PRIVATE MARKETS

Disclaimer: The above quote is no guarantee of future performance or success, Reg A+, Regulation CF and Regulation D securities are speculative, illiquid and a high degree of risk – including the loss of the entire investment.

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

SOURCE:



“ While public markets have declined as a result of the pandemic, private markets and fewer firms seek a public listing on the public 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 under RegCF and RegA+.”

Disclaimer: The above quote is no guarantee of future performance or success, Reg A+, Regulation CF and Regulation D securities are speculative, illiquid and carry a high degree of risk – including the loss of the entire investment.

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

“

It always bothered me that my military brothers and sisters couldn't invest alongside me, 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 scale battery development and move towards vehicle production. The fast pace and massive oversubscription of our most recent raise speaks volumes about the success of our capital with Rialto Markets.

”

– ATLIS PRESIDENT, ANNIE PRATT

“

We are delighted to potentially be one of the first US companies to offer a secondary trading opportunity to its shareholders. With the help of Rialto Markets, investors in Cityzenith can possibly realise any value in their shares sooner than before.

– CITYZENITH CEO AND FOUNDER MICHAEL JANSEN

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Q&A





Rialto

markets

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

If you are interested in becoming part of our growing
community please get in touch

Email: info@rialtomarkets.com

Website: rialtomarkets.com