



## OFFERING DISCLOSURE

North Capital Private Securities Corporation (“**NCPS**”), a broker-dealer registered with the U.S. Securities and Exchange Commission and a member of [FINRA](#) and [SIPC](#), has been appointed as a broker dealer for the company’s (“**Issuer**”) Regulation A offering (the “**Offering**”) of debt, equity or hybrid securities (the “**Securities**”) described in the Issuer’s offering documents (the “**Offering Materials**”). Prospective investors should read and understand the following disclosures, which are provided by NCPS in addition to the disclosures in the Offering Materials provided by the Issuer.

**NCPS WILL RECEIVE FEES.** NCPS, collectively with its associated persons, shall receive transaction fees of 1.0% of the value of Securities sold by NCPS in the Offering, in addition to certain costs and expenses.

**NCPS DOES NOT MAKE INVESTMENT RECOMMENDATIONS OR GIVE INVESTMENT ADVICE.** NCPS does not give investment advice and does not make investment recommendations to any investors. No communications in any medium should be construed as a recommendation to purchase any Securities in the Offering. NCPS is not recommending that you purchase Securities in the Offering. NCPS does not provide “due diligence” on an investor’s behalf and is not responsible for investors’ investment decisions.

**NCPS IS NOT YOUR ADVISOR.** NCPS is not your advisor, is not a fiduciary, and does not offer investment advice to any investor. NCPS recommends that you seek advice from and consult with a registered investment advisor, attorney, accountant, or other licensed professionals who have the expertise to help you understand and assess the risks associated with the Securities.

**NCPS HAS NOT INDEPENDENTLY VERIFIED ANY MATERIALS ASSOCIATED WITH THE OFFERING.** The Offering Materials have been prepared solely by the Issuer, and any materials prepared by NCPS were created in reliance on the Offering Materials and reviewed and approved by the Issuer. All statements, representations, and other information contained therein are the sole responsibility of the Issuer and are believed by NCPS to be materially correct and free of material omissions.

**DISCLAIMER OF VALUATION.** NCPS does not independently verify any valuation of the Securities, including, without limitation, any methodology or information in support thereof, and any such valuation does not constitute an opinion from NCPS such as on the Issuer’s current or future business performance or otherwise. The Securities are not publicly traded and no market exists (and may never exist) for the Securities; there is no actual market price for the Securities.

**NCPS AND PROSPECTIVE INVESTORS HAVE MATERIAL CONFLICTS OF INTEREST.** NCPS is an agent of the Issuer and it receives transaction fees based on the volume of Securities sold by it and its associated persons in the Offering.

**INVESTMENT IN THE SECURITIES IS HIGH-RISK.** All exempt offerings, including the Offering, are considered to be high-risk due to their limited liquidity and required disclosures compared to public, registered, listed offerings. The Issuer has a limited operating history, and as such, any projections, forecasts, and/or extrapolations are hypothetical and subject to change. Any investment in Securities issued by the Issuer is, by definition, speculative and high-risk. Prospective investors should understand that they may lose their entire investment. Prospective investors should carefully review the Offering Materials for a complete discussion of risk factors.

**SUBMITTING A COMPLAINT.** Should any investor have a complaint about NCPS, its partners, or the Offering, complaints can be filed using the complaint form located at the bottom of the page in the footer menu of NCPS’s website at <https://www.northcapital.com>.

## DATA COLLECTION

NCPS and its designated agents and representatives will collect and retain information, records and data in connection with your investment in the Offering, and will share such information with its partners as appropriate, required or advisable to facilitate the transactions contemplated by the Offering and to comply with applicable legal and regulatory obligations. Visit NCPS’s website at <https://www.northcapital.com> for NCPS’s privacy policy, which is incorporated into this Offering Disclosure by reference.