



UMERGENCE

HELPING YOU RAISE CAPITAL WITH THE CROWD

TOGETHER WE CAN HELP YOU BUILD THE
FUTURE OF YOUR BUSINESS.

Whether you're starting a new enterprise or expanding an existing one, we make the funding process easier so you can spend time on the important things, like running your business.

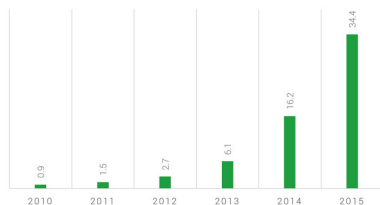
www.urgence.com | contact@urgence.com

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WHO WE ARE

- Umergence LLC is a registered broker-dealer and member FINRA/SIPC specializing in crowdfunding and private placements

GLOBAL CROWDFUNDING GROWTH (IN BILLIONS \$)



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WHAT WE DO

- Crowdfunded financing solutions customized for your business/objectives.
- Offer securities under Reg A, Reg CF, Reg D, or Intrastate exemptions
- Rewards-based non-securities campaigns for prototyping new products/services and validating market demand
- Lower costs than VC and investment bank capital.
- Compliance simplification - investor relations, communications, payments, e-signatures, cap table management, escrow management, foreign and domestic investment acceptance capability; all within platform



Rewards



Debt



Equity



Revenue share



Convertible note



Future Equity

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WHY IT MATTERS

- The only platform with self-contained ecosystem of entrepreneurs, investors, service providers.
- Only platform with free ideation tools for research and customer feedback.
- Only platform with integrated regulatory filing capability



CROWDFUNDING & PRIVATE PLACEMENT REGULATIONS

| Regulation | Reg D | Reg D | Reg CF | Reg A+ | Reg A+ | Rule 147 |
|--|-----------|-----------|-----------|------------|------------|------------|
| AKA | Title II | Title II | Title III | Title IV | Title IV | Intrastate |
| AKA | 506(b) | 506(c) | 4(a)(6) | Tier I | Tier II | |
| What regulatory form do you fill out | Form D | Form D | Form C | Form 1-A | Form 1-A | Form D |
| Maximum amount you can raise in a year | unlimited | unlimited | 1,070,000 | 20,000,000 | 50,000,000 | unlimited |
| Can accredited investors participate | yes | yes | yes | yes | yes | yes |
| Is there a limit on investment from accredited investors | no | no | yes | no | no | no |
| Can non-accredited investors participate | max 35 | no | yes | yes | yes | no |
| Is there a limit on investment from non-accredited investors | no | n/a | yes | no | yes | no |
| Audited financials | no | no | maybe | maybe | yes | no |
| Registration with the SEC | no | no | yes | yes | yes | no |
| Registration with State | no | no | no | yes | no | yes |
| Offering limited to home state of issuer | no | no | no | no | no | yes |
| Investments limited to home state of issuer | no | no | no | no | no | yes |
| Shares can be traded | no | no | no | yes | yes | no |
| Reporting requirements after offering | no | no | yes | no | yes | maybe |
| Excluded from Exchange Act Limits (section 12g) | no | no | no | no | yes | no |
| Testing the waters allowed before offering | no | no | no | yes | yes | no |
| Allows general solicitation and advertising | no | yes | yes | yes | yes | yes |
| Can an issuer be an SEC registered company | yes | yes | no | no | no | no |
| Available to foreign issuers | maybe | maybe | maybe | maybe | maybe | no |
| Speed to close offering | fast | fast | medium | slow | slow | fast |

REWARDS



- Pre-sell a new product/service
- Prototyping
- No securities sold

EQUITY



- Investors own part of company
- Regular payments to investors not required
- Used by startups and businesses that are pre-revenue or have sales

DEBT



- Investors don't own part of company
- Regular payments to investors are required until note fully paid
- Business must have stable cash flows

REVENUE SHARE



- Investors don't own part of company
- Investor payments based on gross revenue when present until multiplier of original investment fully paid
- Businesses with revenue looking to expand and grow operations

CONVERTIBLE NOTE



- Initially acts like debt instrument but with lower interest rates
- Can convert into equity in lieu of payments, typically with a valuation cap and converting at a discount
- Allows businesses to postpone determining valuation

FUTURE EQUITY



- Allows businesses to postpone determining valuation
- Converts into equity on next financing round, typically at a discount and with a valuation cap
- Appropriate for high-growth startups with high probability for future financing rounds

HOW CROWDFUNDING WORKS



CREATE YOUR COMPANY PROFILE AND START A NEW CAMPAIGN

- Build a company profile so the community can find you.
- Decide the type of campaign and target amount that's right for you and your venture.
- Design a custom fundraising page for your message and unique value.



SUBMIT YOUR CAMPAIGN

- Step by step wizards for any regulatory filings you might need to file.
- Umergence works with you and conducts a due diligence review to get your campaign approved for listing.



CLOSE YOUR CAMPAIGN

- Investors are verified and investments undergo AML checks.
- Review and approve investor commitments.
- Umergence doesn't take a fee unless the target amount is reached and the campaign is successful.
- Funds are transferred..



CAMPAIGN GOES LIVE

- When campaign is approved and goes live, it's fully accessible to the Umergence community & ready to share on social media.
- Communicate and engage with investors directly on your live campaign page.
- Investors can easily review the campaign page and make commitments through a seamless investment wizard.



POST-CLOSE

- Provide updates and maintain contact with investor base through the platform
- Tools to continue to manage your cap table and investor relations
- Manage investor payments through platform
- Future share transfers and capital raises can also be facilitated

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