

# Round 1 Capital Raising



[primaryledger.io](http://primaryledger.io)

For questions and interest, please contact Nick Capp, CEO on:  
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## 1.

### THE VISION STATEMENT

PrimaryLedger will become a global and standardized **Exchange Platform for Unlisted Securities & Investments** by using blockchain technology to revolutionize the securities and unlisted asset registry markets

## 2.

### WHAT IS THE PROBLEM SOLVED?

- **Share Registry** – major players restricted by incumbent legacy technologies, processes and service delivery which fail to meet market needs
- **Clearing and Settlement** – Reduction then removal of this costly process which has t+2 delays for listed securities and 2-6 weeks for unlisted securities
- **Automation** - automating costly manual processes using smart contracts
- **Information Asymmetry** – Improved transparency & exposure of unlisted assets
- **Liquidity** – Providing a marketplace that improves tradeability of unlisted assets

## 3.

### VALUE PROPOSITION

- Returns **registry control** to issuers
- A **global marketplace** for investors and securityholders
- Enable **instantaneous** peer-to-peer trading of unlisted assets
- Increased **liquidity** for shareholders
- Decrease **transaction costs**
- **Automation** which will remove huge amounts of paperwork and manual labor

## 4.

### THE SOLUTION

1. **Building an immutable database** "*Digital Registry Services (DRS)*" – Putting the Share Registry onto an immutable ledger
2. **Representing securities as a digital token (Tokenization)** "*Digital Financial Instruments*" – Representing assets as a digital token which allows the instantaneous transfer of ownership
3. **PrimaryMarket's Online Unlisted securities exchange** "*Unlisteds.Exchange*" – The marketplace for trading unlisted securities

## 5.

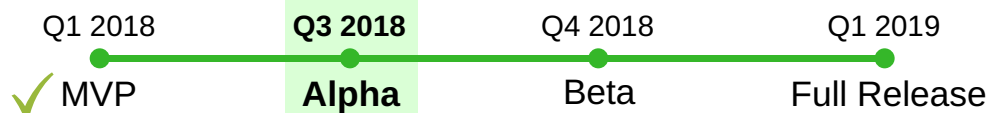
### WHY WILL WE BE SUCCESSFUL?

- **First-mover:** Major registry players are too big and slow to innovate
- **Unlocking Market Potential:** Unlisted asset trading is an underdeveloped industry
- **Proven Business and Interest:** PrimaryMarkets' business builds significant demand for dealing in unlisted securities and investments
- **Technical Advantage:** PrimaryLedger's co-founder, Civic Ledger, has deep experience in blockchain and works on federal and state marketplace projects

## 6.

### WHERE ARE WE UP TO?

- MVP completed - PrimaryMarkets Share Registry is on the blockchain
- Alpha will be completed in approximately 6 weeks which will further develop the Share Register functionality



Transaction ID → **Holding Certificate** ×

Transaction ID: 0xaeab2c590a445edd579f8314a3690a51f18f1b5b9fe5a587247f2e6251990d9

THIS IS TO CERTIFY THAT  
**XYZ Investments Pty Limited ATF XYZ Family Trust**  
 Level 8, 8 Xzy Street  
 Sydney NSW 2000 Australia

ISSUER  
**PrimaryMarkets Limited**  
 ABN. 77 129 825 798  
 Registered in New South Wales under the Corporations Act 2001 (Cth)

IS THE REGISTERED HOLDER OF  
**100,000**  
 Ordinary Fully Paid Shares in,  
**PrimaryMarkets Limited**  
 subject to the Constitution in force from time to time.

CERTIFICATE NO. **85** DATE **20 Mar 2018**

EXECUTED BY  
**PrimaryMarkets Limited**  
 ABN. 77 129 825 798  
 In accordance with section 127(1) of the Corporations Act 2001 (Cth)

Blockchain public address →

*Nicholas Capp*  
 Nicholas Capp  
 Director

*H. Gavin Solomon*  
 H. Gavin Solomon  
 Director

Add to Apple Wallet Print Certificate

## 7.

### MARKET SIZING UNLISTED ASSETS

#### Australia

- **Unlisted Securities:** A\$18.5 billion
- **Unlisted Funds:** A\$144.2 billion
- **Fixed Income:** A\$194.9 billion
- **Commercial:** A\$64.6 billion

#### International

- **USA:** US\$4.6 trillion
- **Europe:** US\$3 trillion
- **Asia (Ex Japan/China):** US\$2 trillion

Source: Deal Logic, AVCAL, Pitchbook Data, Metrics Credit Partners

## 8.

### CAPITAL RAISING CLASS S SHARES

**Fundraising Type:** Equity + Token Offering

**Rounds 1, 2 and 3:** Issued with Class S Shares

**Voting:** No voting rights

**Dividend:** Class S shares receive 25% of dividend to ordinary shares

**Token Distribution:** Tokens will begin to be distributed on completion of the ICO, which is scheduled no later than 6 months after completion of Round 1.

**Escrow:** Tokens are locked for 2 months after the Token Generation Event, then 10% will be released every month thereafter.

| Rounds | Price per S Class Share | Total S Class Shares | Target Equity Raised | Tokens per S Class Share | Tokens Allocated |
|--------|-------------------------|----------------------|----------------------|--------------------------|------------------|
| 1      | US\$0.20                | 10,000,000           | US\$2,000,000        | 10                       | 100,000,000      |
| 2      | US\$0.20                | 25,000,000           | US\$5,000,000        | 8                        | 200,000,000      |
| 3      | US\$0.20                | 35,000,000           | US\$7,000,000        | 6                        | 210,000,000      |
| 4      | No fixed price/auction  |                      |                      |                          |                  |
| 5      |                         |                      |                      |                          |                  |

## 9.

### TOKEN ECONOMICS

#### Token Benefits

- **2% gross revenue** of PrimaryLedger paid in tokens to token holders. The tokens will be bought from the market and transferred to the token holders
- Pay for platform fees levied by PrimaryLedger transactions (tokens are burned), thus decreasing supply

#### Token Supply

Fixed (0% inflation)

# PRIMARYLEDGER FOUNDING PARTNERS

## PrimaryMarkets

- Global marketplace for secondary trading of securities & investments, founded in 2015
- Manages secondary securities trading and registry services on behalf of companies & funds
- Assists unlisted companies in raising new capital

## Company Highlights

- Originated 210+ deals globally, with an estimated enterprise value of A\$1B
- Sophisticated and Accredited Investor Network of 31,000+
- Value of live listings on platform: A\$620M+



## Civic Ledger

- Global leader in entitlements registry and marketplace blockchain technologies
- Successfully tendered for national water and IP trading platforms



## Sapien Ventures

- Fintech marketplaces and blockchain focused VC firm with teams that span across Silicon Valley, Australia, and Greater China
- Seasoned financial services & technology executives and serial entrepreneurs



## DIRECTORS



**Philip Reicherz - Chairman**

- Co-founder of SecondMarket Inc. acquired by NASDAQ
- Ex-UBS, Credit Suisse, Smith Barney



**Nicholas Capp - CEO**

- MD and CEO of PrimaryMarkets
- Ex-multinational divisional CEO of Linfox



**Katrina Donaghy - Executive Director**

- CEO of Civic Ledger
- Director of Australian Digital Commerce Association
- Co-founder of Women in Blockchain and Brisbane Blockchain Forum



**Gavin Solomon - Executive Director**

- Founder and Executive Director PrimaryMarkets
- 30+ years experience in the Australian & Asian equity capital markets



**Victor Jiang - Executive Director**

- Founding Chairman of Sapien Ventures
- Serial Entrepreneur across 12 countries
- Currently sits on 8 technology boards in Australia, USA and China

## ADVISORS

- **James Green** – MD PrimaryMarkets Advisory & Chairman Advisory Panel
- **John Chauvel** - Former Head of Securitization and MD for Asset Backed Securities for Société Générales. Former Head of Financial Institutions Group at ANZ. Former MD of Debt Capital Markets for Westpac
- **Sein-Way Tan** - CEO of Green World City, Founder and Chairman of Global Leaders Alliance
- **Brett Spork** - Former CEO of E\*Trade Australia, Former Executive Director of Macquarie Bank Financial Services

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