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REPUBLIC

# Republic is a global technology firm pioneering the digital transformation of finance.

2.5M+

COMMUNITY MEMBERS

150+

COUNTRIES

Republic operates prominent private investing platforms, making it possible for 2.5+ million community members across 150+ countries to access private market investment opportunities. Combined with its private capital and web3 divisions, Republic unites the world's most ambitious builders and investors, empowering them to shape the future.

Republic is backed by Angellist, Binance, Galaxy Interactive, Valor Equity Partners, and many other leading institutions.

They join a community of individual investors across the world, all of whom share Republic's vision for the future of capital markets—where retail participation is finally unlocked by blockchain technology.

The Republic Note is issued by Republic Core LLC, a subsidiary of Republic and its technology hub, powering the operations of other business entities within the Republic ecosystem.

## REPUBLIC IS BACKED BY:





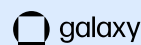












# The Republic Note is a digital security that reimagines access to the private markets.

Private markets are changing radically. Blockchain technology, evolving capital market regulations, and growing retail market appetite are converging to drive a profound shift in the capital raising landscape. These changes will help make private asset investing more accessible, inclusive, transparent, and dynamic—objectives central to Republic's mission.

Since its founding in 2016, Republic has built a range of financial products and services guided by the belief that private investing should be accessible to anyone—regardless of financial stature or geography. At Republic's core is a retail investment platform that makes it possible to invest in startups, crypto, real estate, fine art, and many other private asset classes. From this foundation, other critical pillars of Republic have developed—like its institutional capital and web3 divisions.

Through the start of 2023, Republic's community of users, co-investors, and partners has deployed more than \$2.5 billion into 2,000+ private ventures and projects—one deal at a time. With the Republic Note, a revenue-sharing, community-driven digital security, it is now possible to get exposure to potential upside of some of the most impactful companies in the Republic ecosystem.

The Republic Note was engineered to empower Republic community members to share in the financial upside of its portfolio of companies—and to be rewarded for their engagement with, and contributions to, the Republic ecosystem. Made possible by a meticulous combination of strategic, blockchain, and legal engineering, the Republic Note aims to serve as the connective tissue of the Republic ecosystem for many years to come.





Many of the following terms are used throughout the Republic Note whitepaper. The definitions aim to provide relevant context before reading.

## AIRDROPS

A method of distributing digital assets to users who provide some type of value to an issuer, oftentimes at no monetary cost to the users

## AUM

"Assets under management"—which measures the total market value of assets controlled by an adviser for the benefit of and on behalf of its clients

## BURN

Refers to the removal of digital assets from circulation, oftentimes by sending them to a wallet address that can only receive assets, but cannot send them

## CARRIED INTEREST

A share of the returns from an investment that is paid to an investment manager after returning capital contributions to underlying investors

## CLAWBACK

Refers to the nullification of a transaction, typically by burning digital assets from recipient's wallet and minting new assets into the sender's wallets

## CORE PROCEEDS (AKA THE "DIVIDEND POOL")

Refers to revenue accrued via the realized returns earned by certain clients of Republic Core, paid to Republic Core as service income, to be distributed as dividend distributions to Republic Note Holders, as described in the "Financial Benefits" section of this whitepaper

## DIGITAL SECURITY

A digital form of traditional securities, where a financial instrument representing ownership interest in an asset is created digitally, often leveraging blockchain technology

## DIGITAL WALLET

A device or program that allows a user to store and facilitate transactions of digital assets

## ERC-1404

A popularly implemented standard for digital securities created using the Ethereum blockchain

## ERC-20

A popularly implemented standard for fungible digital assets created using the Ethereum blockchain

## FINRA

"Financial Industry Regulatory Authority"—a government-authorized organization that oversees its members which includes SEC-registered crowdfunding portals and broker dealers

## KYC/AML

"Know your customer" and "anti-money laundering"—guidelines in financial services requiring verification of new customers to prevent illegal activity such as money laundering or fraud

## LAYER 1

A base network of a blockchain platform that acts as infrastructure on which applications, protocols, and networks are built

## LOCKUP SCHEDULE

The schedule according to which investors may transfer their ownership of a particular investment

## MINT

Refers to the process of generating tokens by authenticating data, creating new blocks, and recording the information onto the blockchain

## R&D

"Research and development"—refers to the services provided by Republic Core to its affiliates within the Republic ecosystem

## REPUBLIC

An ecosystem of businesses working to create a world where investment and ownership are truly accessible to everyone, everywhere. Also formally known as OpenDeal Inc. (dba Republic), the parent entity of Republic Core LLC, the issuer of the Republic Note

## REPUBLIC CAPITAL

Also known as Republic Maximal LLC, Republic's SEC-registered investment adviser making investments across deep tech, fintech, and web3

## REPUBLIC CORE

Refers to the issuer of the Republic Note, a technology hub that provides technical, product, marketing, and engagement services for other business entities within the Republic ecosystem

## REPUBLIC CRYPTO

Republic's web3 division, offering advisory support, blockchain infrastructure solutions, and digital asset management services

## REPUBLIC NOTE HOLDERS

Refers to those who own the Republic Notes in self-custodial wallets

## REPUBLIC RETAIL

As used in this whitepaper, Republic Retail refers to OpenDeal Portal LLC, a funding portal registered with the US Securities and Exchange Commission (SEC) a member of the Financial Industry Regulatory Authority (FINRA)

## SEC

"Securities and Exchange Commission"—a government agency with three interlocking goals to (i) protect investors, (ii) Maintain fair, orderly, and efficient markets and (iii) facilitate capital formation

## SEEDRS

Republic's UK-based retail investment platform that enables companies in the UK and Europe to raise capital from their communities

## SPV

"Special purpose vehicle"—a legal entity, often created for a specific business objective

## STABLECOIN

A cryptocurrency whose value is designed to be pegged, or tied, to that of another commodity, financial instrument, or currency, such as the US Dollar

## UNICORN

Refers to a privately held startup company that is valued at over \$1 billion





This whitepaper is meant to describe the work-in-progress tokenization initiatives undertaken by Republic Core LLC (f/k/a Republic Block LLC), a wholly owned subsidiary OpenDeal Inc. d/b/a Republic and certain of its subsidiaries (collectively, “Republic”) for the development and issuance of a digital security (the “Republic Note”). Descriptions in this document regarding the Republic Note framework and implementation are subject to modifications to comply with the evolving regulatory environment in relevant jurisdictions or to benefit from the evolving technical standards in this nascent industry. The execution of the roadmap described herein will depend on many factors outside Republic’s control, including market-based factors and factors within the data and blockchain industries, among others. Any statements about future events are based solely on Republic’s analysis of the issues described in this document. That analysis may prove to be incorrect. Any statements about current events, team, partners and business plans, including the distribution of Republic Notes, are subject to change without notice during the ordinary course of business. Republic may at any time terminate its relationship with a vendor or partner (law firms, exchanges, audit firms, media partners, etc.) and may or may not retain the services of a comparable firm in its sole discretion.

This whitepaper and any summary thereof or excerpt therefrom (the “Materials”) are not intended to be an offer to sell, or a solicitation of any offer to buy, any security or other financial instrument or to invest in the Republic Note, and are for informational, illustration and discussion purposes only. These Materials present selected information known to Republic as of April 1, 2023, and may not be complete or final, may be estimated, are subject to change and do not contain all material information regarding an investment, including specific information relating to an investment’s risks. These Materials are purely informational, and do not constitute an offer, distribution, solicitation, or marketing to any Person. Before making any investment decision, eligible investors should carefully read all associated investment offering documents and consult with their own advisors.

As used herein, Republic refers to the entire Republic ecosystem of different business entities, which consist of a) Republic Core LLC, Republic’s technology hub and the issuer of the Republic Note, b) Republic Maximal LLC and its subsidiaries, which do business as Republic Capital, Republic’s venture investing arm, and c) OpenDeal Portal LLC, a US SEC-registered funding portal and member of FINRA (sometimes referred to as “Republic US funding portal”), among others. This email may include descriptions in first-person (“we”, “our team”) about the business models, traction, and highlights of Republic, the ecosystem, the success of which may have direct and/or indirect impact on the Republic Note and the various benefits potentially afforded to Republic Note Holders. The economic rights granted by the Republic Note through its revenue-sharing mechanism, however, are derived exclusively from Republic Capital and Republic US funding portal, as described in the “Financial benefits” section of this whitepaper relevant offering documents displayed where an offering of the Republic Note is conducted.

Each Republic Note is a unit of Class B limited liability company membership interests in digital form issued by Republic Core LLC (“issuer” or “Republic Core”). Any references made about the Republic Note (sometimes “R/Note” or simply “Note”) by Republic in either this email or similar contexts denote the same equity instrument. The Republic Note is not a debenture, does not pay interest, does not have a maturity date, does not have priority over other debts of the Company, and is not collateralized by any specific asset of the issuer or any business entities within Republic.

No money or other consideration is being solicited at this time in connection with any potential Regulation A offering and, if tendered, will not be accepted. No offer to buy securities under any regulatory exemption, including Regulation A, can be accepted and no part of the purchase price can be received until an offering statement is qualified with the SEC for a Regulation A offering. Any offer to buy securities may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance is given after the qualification date. Any indication of interest in Core’s offering involves no obligation or commitment of any kind.

An investment in the Republic Note is speculative and involves risks, which eligible investors should understand prior to making an investment. The Republic Note may fluctuate in value, and may be volatile, especially over short time horizons. Opinions, assumptions, assessments, statements or the like regarding future events or which are forward-looking, constitute only subjective views, beliefs, outlooks, estimations or intentions, should not be relied on, are subject to change due to a variety of factors, including fluctuating market conditions and economic factors, and involve inherent risks and uncertainties, both

general and specific, many of which cannot be predicted or quantified and are beyond the control of Republic. Republic does not make any representation or warranty as to the accuracy or completeness of the information contained in these Materials. Republic will not update or keep current any information or projections contained in these Materials, except as may be required by law.

The information set forth in this whitepaper does not imply any elements of a contractual relationship. While Republic Core makes every effort to ensure that any material in this whitepaper is accurate and up to date, such material in no way constitutes the provision of professional advice. Republic does not guarantee, and accepts no legal liability whatsoever arising from or connected to, the accuracy, reliability, currency, or completeness of any material contained in this whitepaper. Eligible investors should seek appropriate independent professional advice prior to making any investment decision.

There can be no assurance with respect to the timing of any Republic Note issuance or distribution. Republic is subject to complex, evolving and expansive U.S. and foreign laws and regulations. There can be no assurance that Republic Note purchasers will receive a return on their investment. Republic Core has a limited operating history, which makes it hard to evaluate its ability to generate revenue through operations. Republic Note Holders will not have voting rights or any ability to influence Republic’s or Republic Core’s decisions. The Republic Note may not develop an active trading market, may not be widely adopted and could be subject to significant competition. Prices of blockchain assets are extremely volatile and fluctuations in the prices of digital assets – as well as broader micro- and macro-economic volatilities – could materially and adversely affect Republic’s and Republic Core’s business. Evolving regulatory environments in the U.S. and other jurisdictions may affect any token distribution plan, and may result in a delay or a cancellation of a distribution of the Republic Notes. Furthermore, evolving regulatory environments in the U.S. and other jurisdictions may result in restrictions on the Republic Note’s transferability and availability to certain demographics of participants, based on their country of residence, sophistication, and/or other pertinent considerations. Republic and Republic Core reserve the right to implement any and all changes to tokenization initiatives and digital asset distribution plans. Investors seeking to acquire the Republic Note assume this risk, and shall have no recourse should any such change occur.

Republic Core is conforming to the standards of testing the waters under Regulation A of the U.S. Securities Act of 1933, as amended. This process allows companies to determine whether there may be interest in an eventual offering of its securities. Testing the waters does not place Republic under any obligation to make an offering under Regulation A. Republic Core may choose to make an offering to some, but not all, of the people who indicate an interest in investing, and that offering need not be made under Regulation A. For example, Republic Core may determine to proceed with an offering under Regulation Crowdfunding or Rule 506(c) of Regulation D, with the latter being limited to accredited investors as defined by Rule 501(a) of Regulation D.

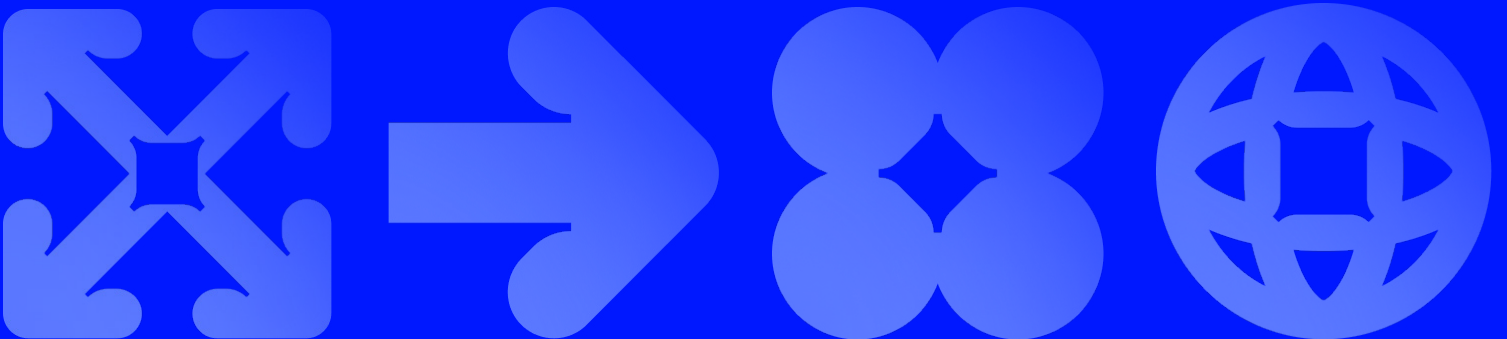
If and when Republic Core conducts an offering under Regulation A, it will do so only once (i) it has filed an offering statement with the SEC, (ii) the SEC has qualified such offering statement and (iii) investors have subscribed to the offering in the manner provided for in the offering statement. The information in the offering statement will be more complete than any test-the-waters materials and could differ in important ways. You must read the offering statement filed and qualified with the SEC. No money or other consideration is being solicited at this time and if sent in response will not be accepted. No offer to buy securities can be accepted and no part of the purchase price can be received until the offering statement is qualified with the SEC. Any such offer to buy securities may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance is given after the qualification date. Any indication of interest is non-binding and involves no obligation or commitment of any kind.

**ALWAYS CONSULT YOUR LEGAL, FINANCIAL, AND TAX ADVISORS PRIOR TO MAKING AN INVESTMENT.**



# The Republic Note

The Republic Note sits at the heart of Republic, and offers both economic and community benefits to its holders. Not only does it aim to increase in financial value over time, but it provides the opportunity to join a vibrant community, to access a platform for exchanging ideas and experiences, and to actively participate in the growth of the entire Republic ecosystem.



# Financial Benefits

2A

DIVIDEND DISTRIBUTION

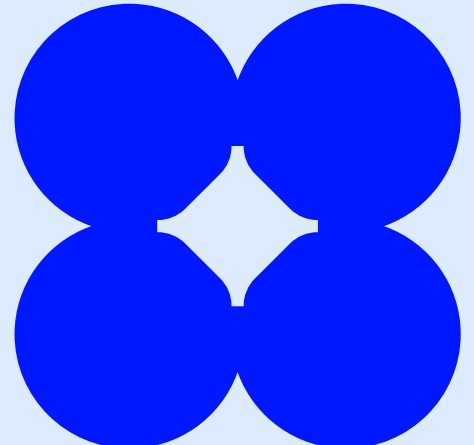
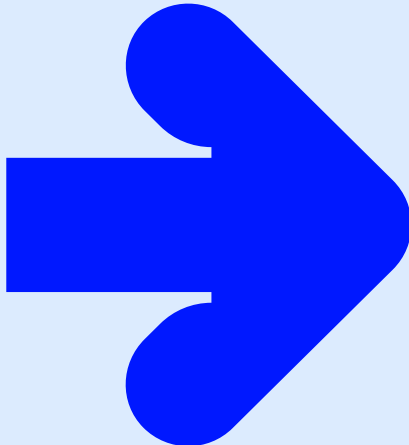
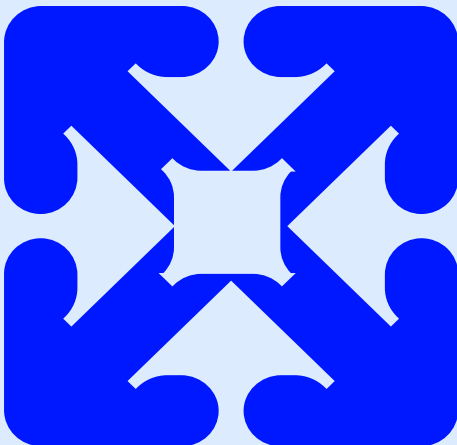
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DIVIDEND POOL

10

RISKS

13





## The Republic Note derives its financial benefits from two of the ecosystem's core pillars: Republic Retail and Republic Capital.

### PAGE NOTES

<sup>1</sup> As used in this whitepaper, Republic Retail refers to OpenDeal Portal LLC, a funding portal registered with the US Securities and Exchange Commission (SEC) a member of the Financial Industry Regulatory Authority (FINRA). Republic Retail has been used interchangeably with Republic US Funding Portal or Republic Crowd-Invest, both of which denoted the same entity when they were used in the past in the context of the Republic Note.

<sup>2</sup> The whitepaper uses the US Dollar as its operating currency wherever relevant figures are included. <sup>3</sup> Formally known as Republic Maximal LLC.

Republic Retail is a global investment platform that enables anyone, anywhere to invest as little as \$100 into a wide variety of private assets.<sup>1,2</sup> Republic Capital, on the other hand, operates a range of investment vehicles which deploy capital across private deep tech, fintech, and web3 businesses of all growth stages.<sup>3</sup> In exchange for facilitating and making investments, Republic Retail and Republic Capital both typically receive two forms of compensation: a cash payment and a non-cash commission (e.g., securities or carry interest), the latter of which is tied to the success of each portfolio company. Specifically, the non-cash commission is only to be realized into cash once a portfolio company has a profitable exit event (e.g., getting acquired or going public).

To offer their investment services, Republic Retail and Republic Capital rely on the technical, product, and interdisciplinary research and development (R&D) resources from their affiliate, Republic Core. In return, both pay Republic Core a flat fee for utilizing Core's resources. In addition, Republic Retail and Republic Capital also agree to pay Republic Core each time their non-cash commission is realized into cash, following an exit event. Specifically, Republic Retail sends 100% of their realized upside to Republic Core, while Republic Capital sends 25% of their upside profit to Republic Core. These "Core Proceeds" accrue in a pool that will eventually get distributed as dividends to Republic Note holders.

For illustrative purposes, imagine a beverage company, Thirstee, used the Republic Retail platform to raise \$1 million from their community at a \$5 million valuation. Per Republic Retail's standard fee of 2% of the total raise amount, Republic Retail would receive an upside commission of \$20,000 of securities in Thirstee, subject to the same terms as the other investors participating in the offering. Two years after Thirstee's capital raise on Republic, a large conglomerate enters into an agreement to acquire them, valuing the Thirstee at \$25 million. The acquirer offers to buy back Republic Retail's shares of Thirstee at this same valuation—five times its earlier price. As a result, Republic Retail sells back all of their securities, now worth \$100,000. Accordingly, \$100,000 are sent to Republic Core and set aside to the dividend pool, to be distributed to Republic Note holders when the dividend pool reaches \$2 million.

Similarly, and also for illustrative purposes, imagine Republic Capital invests \$1 million into food tech company Hungree at a \$10 million valuation, and is assigned a 10% carried interest. Five years later, Hungree goes public at a \$100 million valuation. In turn, Republic Capital liquidates their shares in Hungree for \$10 million, collecting a \$9 million profit from its original \$1 million investment. Accordingly, Republic Capital earns \$900,000 upon liquidation (10% of the profit according to their carry interest assignment). Republic Capital would then send \$225,000 (25% of their profits) to Republic Core to be added to the dividend pool.

The portfolios of current companies whose exits would contribute to the Republic Note are described in the Investment Portfolios section of this whitepaper. Beyond existing investments made prior to this whitepaper's publication, future investments made by Republic Retail and Republic Capital will also contribute to the Republic Note dividend pool at exit. The dividend pool gets larger as more profitable exits occur—revenue which powers potential dividend distributions to Republic Note holders. These returns are directly tied to the successes of Republic Retail, Republic Capital, and to the performance of their existing and future portfolio companies.

PAGE NOTES

<sup>4</sup> Past performance is not indicative of future performance.

DIVIDEND DISTRIBUTIONS

Republic Note holders receive distributions from the dividend pool each time it reaches a threshold amount of \$2 million. The threshold amount is subject to change at the reasonable discretion of the Republic management team. In the event of a dividend distribution, each Republic Note entitles its holder to a pro-rata amount from the dividend pool, after operational transaction fees have been deducted. Ultimately, the economic mechanics of the Republic Note were designed to increasingly reward its holders as the Republic ecosystem continues to grow.

DIVIDEND POOL

The following includes an overview of companies serviced by Republic Retail and Republic Capital, each of which would contribute to the Republic Note Dividend Pool in the event of an exit.

I. REPUBLIC RETAIL

When Republic was founded in 2016, it became possible for founders to raise capital directly from their communities—and for investors across the world to discover and invest in companies and visions they believed in. In Republic’s first year of operation, the Retail platform had a total transaction volume of just over \$600,000. Since then, Republic Retail has helped over 350 businesses raise capital, more than 40 of which have raised over \$1 million, and 14 of which have raised the maximum of \$5 million.

Spread across many industries, companies that raise capital through Republic Retail are typically early-stage startups that have some combination of a large supportive community and established traction. Republic Retail performs due diligence on companies coming through its pipeline, with only approximately 5% of projects that apply getting listed to raise on its platform. Republic Retail is typically compensated a cash amount of 6% of the total capital raised, in addition to a securities commission in the fundraising company equal to 2% of the total capital raised.

Examples of companies raising funds through Republic Retail



Below is a snapshot of some noteworthy capital raise campaigns conducted on Republic Retail.<sup>4</sup>

 Gumroad	RAISED \$4,997,689	TYPE E-Commerce	 InnaMed	RAISED \$1,069,975	TYPE E-Commerce
 ORACLE HEALTH SCIENCES	RAISED \$3,289,558	TYPE Healthcare	 Koning	RAISED \$2,101,141	TYPE Medtech
 ALTO	RAISED \$994,697	TYPE Fintech	 Manta Biofuel	RAISED \$1,860,318	TYPE Energy
 linen	RAISED \$4,595,974	TYPE DeFi	 TapRm	RAISED \$1,605,271	TYPE DeFi
 HAWAIIAN BROS — ISLAND GRILL —	RAISED \$2,409,882	TYPE Hospitality	 maybe	RAISED \$1,069,996	TYPE Fintech

PAGE NOTES

<sup>5</sup> Past performance is not indicative of future performance.

II. REPUBLIC CAPITAL





Where Republic Retail has met the needs of a fast-growing audience of retail investors, Republic Capital has supported family offices, high net worth individuals, and other institutional investors with primarily growth-stage investment opportunities. Since its inception in 2017, Republic Capital has facilitated over \$610 million in investments through the end of 2022. It has deployed capital into more than 120 syndicates, and launched two closed-ended funds—often co-investing alongside top-tier venture firms like a16z, Founders Fund, and Tribe Capital. With a broad investment strategy across technology, space, and blockchain, some of Republic Capital’s most notable investments include, Avalanche, Carta, and Relativity Space.

Republic Capital typically receives carried interest from all funds it organizes and investments it makes. When there is an exit with a positive return, the associated carried interest would be realized in cash or liquid securities. Carried interest earned by Republic Capital varies from deal to deal, but typically ranges from 1% to 16% of any gain realized by investors in these offerings. In certain circumstances, private transactions may yield only cash compensation without any carried interest, in which case none of the cash compensation would become part of the Republic Note Dividend Pool.

Below is a snapshot of some of the investments made through Republic Capital, with the full portfolio available on Republic Capital’s [website](#) or on its most recently filed [Form ADV](#) (March 31).<sup>5</sup>

Examples of investments made by Republic Capital



	DEPLOYED \$16,082,000	TYPE Space Tech		DEPLOYED \$20,568,728	TYPE SaaS
	DEPLOYED \$13,700,000	TYPE Fintech		DEPLOYED \$11,890,604	TYPE Aerospace
	DEPLOYED \$811,100	TYPE Robotics		DEPLOYED \$999,990	TYPE Fintech
	DEPLOYED \$11,000,000	TYPE Space Tech		DEPLOYED \$16,887,514	TYPE Fintech
	DEPLOYED \$1,198,974	TYPE E-Commerce		DEPLOYED \$11,664,865	TYPE IT

Financial Benefits

2A

Many of the companies that raise capital through Republic Retail and Republic Capital have been supported by some of the top venture firms in the world. Republic brings to these businesses a diverse community and a unique, powerful marketing tool—supplementing the hands-on guidance offered by traditional institutional investors.

Co-investors in companies serviced by Republic




## RISKS

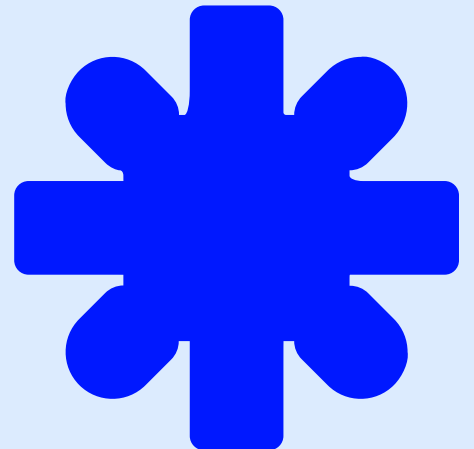
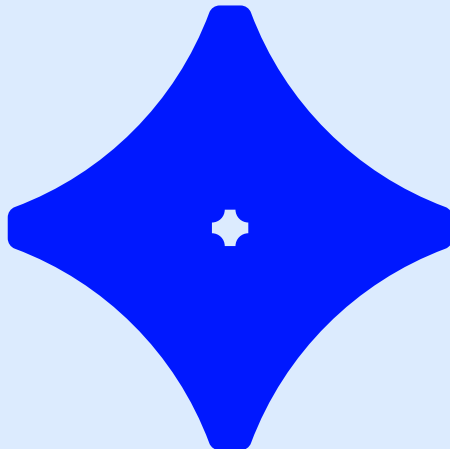
The hypothetical liquidity events listed above are for illustrative purposes only and should not be construed as actual projections, estimations, or promises. The Republic ecosystem's upside potential in any given company may or may not yield a positive return, and its value cannot be accurately determined until such time as the interest can be fully realized in cash. The likelihood of any startup exiting at a substantial valuation is low, with the probability of achieving a \$1B+ valuation being exceedingly low. Furthermore, it may take several years from inception for any investment position to have an "exit" event or yield any proceeds. There is no guarantee that any number of companies or any specific company that raised or will be raising capital with Republic will have a liquidity event and yield cash proceeds to the Republic ecosystem.

Any dividend distribution will be distributed net of administrative fees (capped at \$35,000 per dividend distribution event) and network transaction expenses. Furthermore, a distribution may be deferred or delayed, the minimum distribution amount or distribution method may be changed, and the threshold amount for distribution to a Republic Note Holder may be adjusted to comply with regulatory requirements, business practicality or other reasons. Investors will be required to complete certain action items, including, but not limited to, creating a suitable digital wallet and providing the identity information to enable the subsequent issuances of tax information related to the Republic Note.

Republic Notes will entitle their holders to certain rights to portions of Republic Core's future revenue and do not constitute legal ownership of or actual interests in Republic's portfolio of startups. Republic Notes do not represent an investment in a fund. Because the timing and profitability (if any) of future liquidations of Republic Retail securities and Republic Capital carried interests cannot be predicted, Republic Notes have no accurate valuation. Furthermore, as with most digital assets, to the extent Republic Notes may become tradable on a market, supply and demand for Republic Notes may result in significant price volatility. There is no accurate benchmark with which to value, or predict the future value of, the Republic Note.



# Community Benefits

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While the Republic Note derives its financial benefits from Republic Retail and Republic Capital, it is also designed to unlock access to many other parts of the Republic global ecosystem—such as Seedrs, Republic Asia, and Republic Crypto. These entities work together to support the growth and evolution of the Republic global financial system and its participants.



Towards that end, every entity within the Republic ecosystem strives to continuously produce value—in the form of new products, ideas, or experiences—for the benefit of the entire community. The Republic Note acts as the gateway for these values to be shared with the Republic community, which should compound in parallel with your share of Republic Notes. These benefits can be categorized into experiences, community, and influence.

EXPERIENCES

As a Republic Note Holder, you gain access to a wide array of prospective experiences, both offline and online, that compound the more Republic Notes you hold. Whether you are a beginner or an experienced investor, working on a side-project or building a business empire, Republic Note experiences will leverage the entire Republic ecosystem to inspire and motivate investors and entrepreneurs globally. Republic Note Holders will get priority access to our community events, webinars, social gatherings, and educational seminars, covering angel investing, technology, web3, the future of finance, and beyond.

EXAMPLES OF PROJECTS BEING CONSIDERED:

- 01 Quarterly invitation to happy hour social gathering at Republic office(s)
- 02 Invitation to select Republic events (e.g., SXSW or NFT.NYC)
- 03 Access to regional Republic Note advisory board meeting (for top holders)

COMMUNITY

Becoming a Republic Note Holder offers access to an incredibly supportive, innovative group—the thousands of fellow Republic Note Holders across the world. The Republic community at large has 2.5 million members across more than 150 countries. The Republic Note unlocks access to forums and activities meant to facilitate knowledge and value sharing amongst this fast-growing, forward-thinking global community.

EXAMPLES OF PROJECTS BEING CONSIDERED:

- 01 Access to Note-gated Discord channels
- 02 Investment credits for referring other users to Republic’s platforms
- 03 Ability to host regional Republic-affiliate angel investing events
- 04 Custom badge access showing Republic Note community member status

INFLUENCE AND SPECIAL ACCESS

Republic is continuously building new products and using our executive access and influence within the private markets and web3 spaces to shape the future. Republic Note Holders will meet quarterly with directors and executive team members across the ecosystem to understand how Republic is navigating the industry and our own roadmap. Republic Note Holders are also eligible to be the first to test out new product features and provide their input to shape Republic’s products.

EXAMPLES OF PROJECTS BEING CONSIDERED:

- 01
- Priority whitelist access to participating digital asset offerings
- 02
- VIP investor support from Republic team
- 03
- Access to monthly Republic Note newsletter
- 04
- Quarterly meetings with Republic executive team for Republic business updates
- 05
- Waived or discounted Republic platform fees

COMMUNITY  
BENEFITS ROADMAP

Currently, Republic Core plans to introduce the specific examples included in the above community benefits categories. However, they are subject to change, especially as Republic gathers feedback from Republic Note Holders about what they consider to be most valuable. Eligibility for any or all of the following benefits may be determined by the quantity or duration of Republic Notes one holds.

The detailed roadmap for Republic Note benefits will be introduced in Q2 of 2023. In Q3 of 2023, the Republic Note team will focus on building product features and the infrastructure to enable these benefits, which will be introduced over the course of Q3 and Q4 of 2023.

Q2 2023

INITIAL BENEFITS  
ROADMAP INTRODUCED  
TO HOLDERS

Q3 2023

BUILD PRODUCT FEATURES  
AND INFRASTRUCTURE TO  
ENABLE BENEFITS

# Why Now?

2C

A RENEWED COMMITMENT TO ACCESS

18

SIGNIFICANT CHANGES IN THE RETAIL INVESTING LANDSCAPE

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AN EVOLUTION OF PUBLIC VS. PRIVATE MARKET DYNAMICS

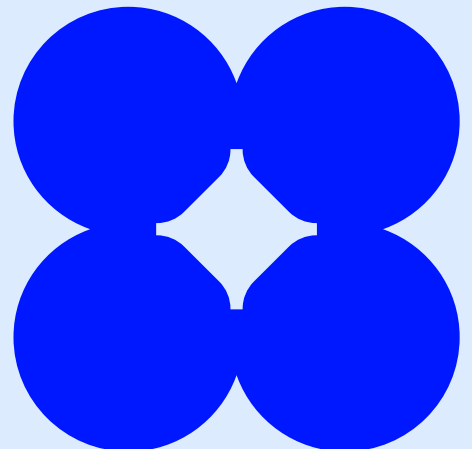
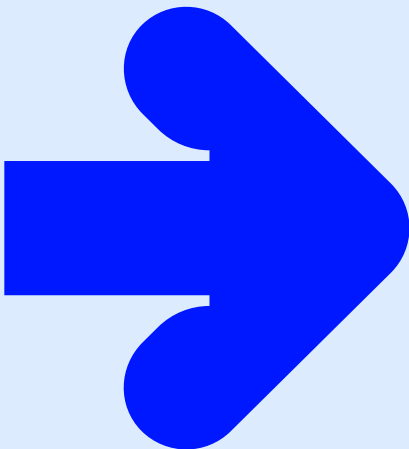
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## A RENEWED COMMITMENT TO ACCESS

Republic was founded in 2016 with a simple mission: to create a world where investment and ownership are truly accessible to everyone, everywhere. In Republic's early days, this mission materialized first through Republic Retail, which curated high-growth investment opportunities—once available only to accredited, ultra-wealthy investors—and made them accessible to the everyday person.

Republic's mission quickly resonated with hundreds of thousands of retail investors in the first two years. Soon enough, the collective volume and values of our community members made it possible for Republic's team to get access to many of Silicon Valley's most exclusive investment opportunities. In 2019, Republic Capital launched to take advantage of this access. With financial support from a network of early believers and accredited investors, the Republic Capital portfolio grew to include exciting names in the private markets—like Axiom Space, Robinhood, and Plaid, among many others.

The emergence of Republic Capital inspired a moment of strategic reflection for Republic. So, Republic began to search for innovative ways to capitalize on newfound access to these high growth potential opportunities, while staying true to its mission to empower the entire community to benefit. And so, the Republic Note was born, demonstrating Republic's ongoing commitment to ownership and accessibility with each new investment added to the Republic Retail and Republic Capital portfolios.

## SIGNIFICANT CHANGES IN THE RETAIL INVESTING LANDSCAPE

Private companies raising capital online is a relatively new phenomenon. First legalized in the United States in 2012 by way of the JOBS Act, this innovative method of fundraising, then dubbed "equity crowdfunding", has grown tremendously in a short period. This new regulatory flexibility had world-changing implications, not just for companies seeking innovative ways to drive growth, but for retail investors for whom private investment opportunities were historically inaccessible. Republic was one of the first companies to harness the potential of this opportunity for private investing and, in 2016, launched its retail investment platform.

From 2016 to 2019, private companies in the US raised over \$250 million using Regulation Crowdfunding (Reg CF) and over \$2 billion using Regulation A (Reg A)—the two offering structures making this all possible. In 2021, the SEC increased the maximum amount that could be raised through a Reg CF offering from \$1.07 million in a twelve-month period to \$5 million—a nearly five-fold increase. The total investment volume under Reg CF reached an all-time high that year, hitting \$486.8 million, a modest 541.8% increase from the amount raised just three years prior—with another projected five-fold increase to over \$2 billion by 2025.

One of the benefits of a more accessible financial product is its unique ability to engage a company's existing community of customers. One such recent example from Republic's portfolio is Gumroad, the first

company to ever raise the maximum \$5 million cap under the new Reg CF limit set by the SEC in March 2021. Gumroad is a popular e-commerce platform that enables creators to sell directly to their audiences, which raised early-stage funding from some of the tech ecosystem's top venture firms and angel investors, like Kleiner Perkins, First Round Capital, SV Angel, Max Levchin, and Naval Ravikant. Through Republic, Gumroad decided to open its cap table to retail investors, launching a Reg CF campaign that enabled its most engaged users to take a truly vested interest in the company's growth.

**"We created superfans or spokespeople for the company who will be more likely to support it and hype it in the future."**

— SAHIL LAVINGA, FOUNDER & CEO OF GUMROAD

Gumroad's campaign sold out in 12 hours, attracting and energizing more than 7,000 investors, many of whom came from Gumroad's own user base. Sahil Lavinga, Gumroad's founder and CEO, put it this way: "We created superfans or spokespeople for the company who will be more likely to support it and hype it in the future."

## AN EVOLUTION OF PUBLIC VS. PRIVATE MARKET DYNAMICS

The private market has become even larger than the public market, and the gap is widening. One key trend driving this shift in market dynamics is that companies are staying private longer—in fact, the number of public companies in the US has declined by more than one-third since the 1990s. A symptom of this pattern is that wealth generated by these maturing private enterprises tends to flow back to the high net-worth individuals, venture capital firms, and private equity shops that had access to invest.

In 2000, the median time between a company's first investment and IPO was just over three years. Today, that median has grown to more than eight years. Many high-profile companies that went public in 2018 and 2019 have seen lackluster results, often at the expense of retail investors, who have become "last money in". For example, Stripe, a financial technology company with one of the highest valuations in the private market, ignited a related debate amongst fintech enthusiasts and investors. Earlier this year, which marked 14 years as a private company, Stripe's management decided to raise an additional \$6.5 billion at roughly half their 2021 valuation—instead of going public.

With increasing public market volatility, and such an increase in value creation earlier in the private market cycle, the demand from a wider audience to access private investment opportunities earlier is already rising.



PAGE NOTES

<sup>6</sup> Gabriele, Alex, "To the Moon? Quality Investing and Blockchain," Global Equity Observer, Morgan Stanley, December 30, 2021. View [the full analysis](#).  
<sup>7</sup> "BlackRock CEO Larry Fink on ESG Investing," New York Times Event, November 30, 2022. View the full [interview](#).  
<sup>8</sup> Sleep, Dan, "Beyond Asset Tokenisation," Northern Trust, January 20, 2023. Read [the full report](#).

THE EMERGENCE OF BLOCKCHAIN TECHNOLOGY AND TOKENIZATION

Private market investing—namely venture capital and private equity—have historically been accessible only by high-net worth individuals and institutional investors. Private securities often involve trading restrictions, KYC/AML verification, hard-to-pin valuations, and complex financing instruments issued across different fundraising rounds—all of which are expensive and tedious to administer. The entire private investing landscape has grown quickly and tremendously, but the combination of a convoluted industry and weighty regulations have shut out retail investors almost entirely.

Over the past decade, blockchain technology has emerged as the key to unlocking retail investors’ access to the financial markets at scale. With the blockchain, it is not necessarily the what of private investing that changes—rather, the how. At the heart of this financial and technological evolution is tokenization, a process that Republic believes has the power to enable every person and organization in the world to transact, regardless of financial stature or geography. Where a token is the mechanism for transferring value in a decentralized ecosystem, tokenization is the process of designing, engineering, deploying, and managing tokens.

Understandably, Republic is one of many fervent believers in the massive potential of tokenization to positively impact financial markets, products, and services. In a 2021 analysis, Morgan Stanley projected the private market to grow to \$20 trillion by 2024—with growth in the tokenized market volume to \$2 trillion by 2024, and as high as \$24 trillion by 2027.<sup>6</sup> Blackrock, another foundational financial firm declared that “the next generation for markets, the next generation for securities, will be tokenization.”<sup>7</sup> In another recent report, HSBC and Northern Trust predicted that as much as 10% of the world’s assets will be tokenized by 2030, which equates to roughly \$20 trillion.<sup>8</sup> In parallel with tokenization’s potential to unlock retail markets globally, the report states: “If an illiquid asset class previously required a \$1 million investment and that is reduced to \$10,000, then the range of interested investors expands massively.”

FIGURE

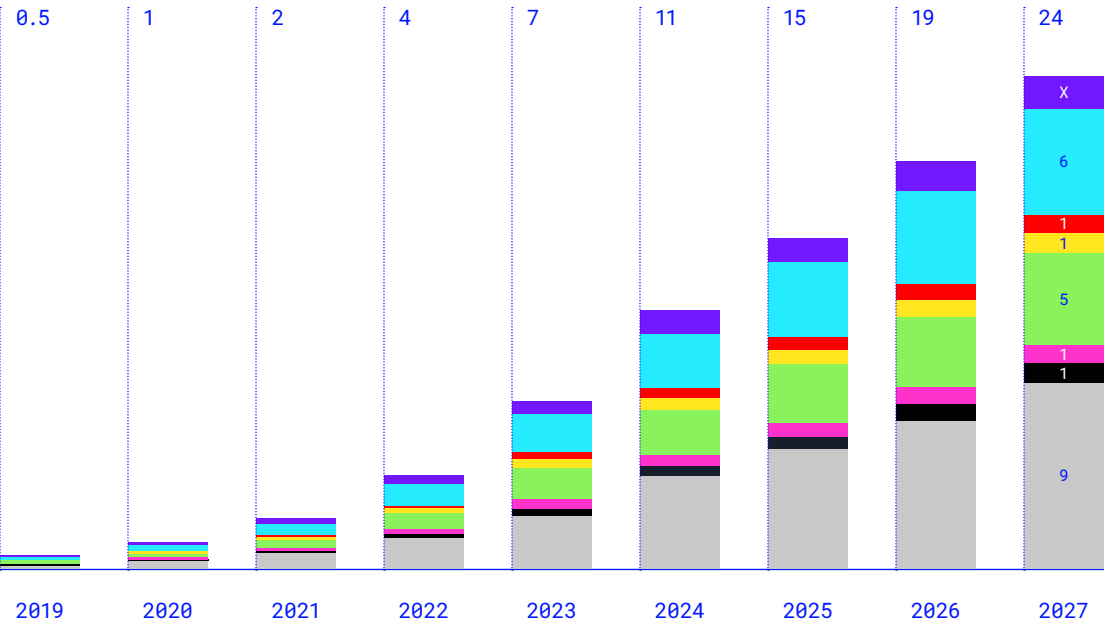
Tummala, Rajeev et al., The 10x Potential of Tokenisation: Democratising Investment Opportunities, HSBC, August 20, 2020. Read the full [report](#).



PROJECT TOKENIZED MARKET VOLUME UNTIL 2027

(IN US\$TRN BY ASSET CLASS)

+62%  
10-YEAR CAGR



- LISTED EQUITY

■ UNLISTED EQUITY

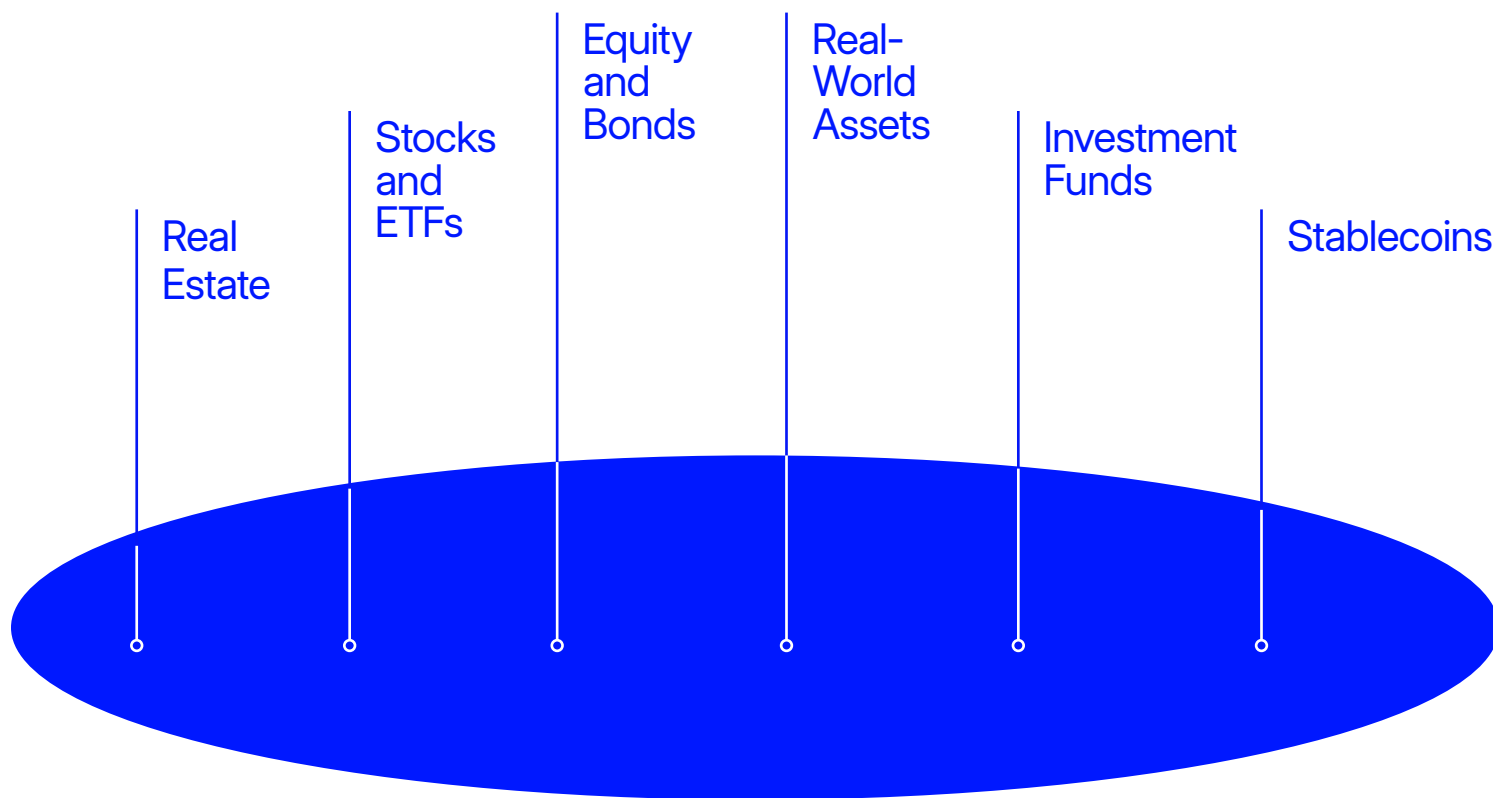
■ OTHER EQUITY

■ INVESTMENT FUNDS

■ BONDS
- HOME EQUITY

■ OTHER FINANCIAL ASSETS

■ OTHER TOKENIZABLE ASSETS



Within tokenization and the growth of blockchain-enabled finance, digital securities like the Republic Note can become vital components. Republic believes digital securities are the future-state of all regulated assets—a driving force behind modern ownership and record-keeping. They can be programmed to legally deliver upside to investors as dividends, interest, and royalties. They can also deliver unique online experiences, like access to personalized data, without the need for centralized management or accounts. And just as there are a multitude of types of securities, there are similar categories of digital securities.

For example, private investing in the future may align with regulatory requirements more seamlessly and allow for vastly more efficient tracking, identity verification, and automated enforcement of trading restrictions by leveraging blockchain technology. Additionally, blockchain technology enables hyper-fractionalization of any asset which can greatly reduce the intermediary costs of processing investments and distributions. As such, if powered by blockchain technology, private investing can become much more efficient, fungible, transparent, and accessible.

Recent innovations in fintech across decentralized finance and crypto demonstrated just how efficiently capital could be pooled and allocated using blockchain-enabled payment mechanisms like Bitcoin and Ethereum. Projects could quickly share their ideas and vision with the public, organize and energize a community, and move value across the globe inexpensively and instantaneously. In 2019, Balaji Srinivasan—a renowned proponent of decentralized technology and the former CTO of Coinbase—simplified the potential of crypto this way:

“The internet turned everyone into publishers, and crypto will turn everyone into investors.”

— BALAJI SRINIVASAN, FORMER CTO OF COINBASE

## LOOKING AHEAD

Ultimately, Republic believes it is still in the early stages of a nascent, high-growth industry. Retail investing through curated marketplaces like Republic has fast become a multi-billion dollar industry—yet it has the potential to grow vastly larger still, when considering the growth of retail interest and access, the changing market dynamics for private companies, and the power of blockchain technology to facilitate global investing.



---

## A new future for finance and commerce is coming—

one where every asset that can be  
tokenized will be—and one that  
empowers everyone in the world to  
invest in private assets.



# Technical Implementation

2D

TOKENIZATION FEATURES 23

SYSTEM ARCHITECTURE 23

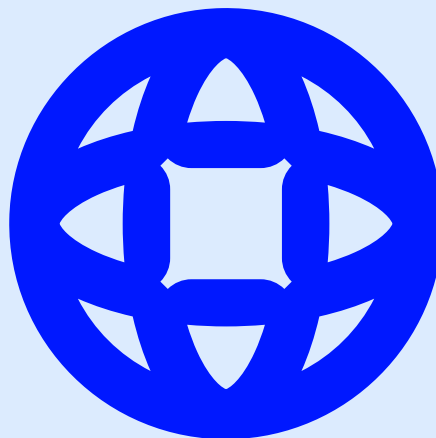
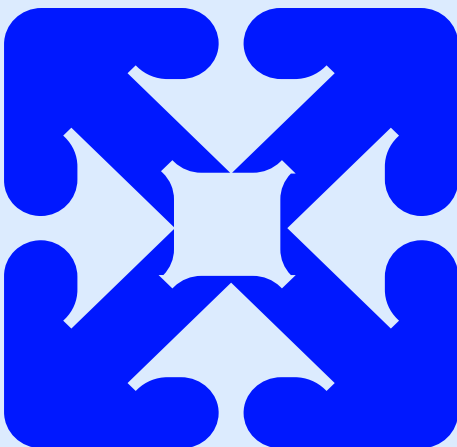
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As the blockchain industry has grown, a multitude of blockchain networks have emerged. Each network, or protocol, serves as an infrastructural foundation upon which applications are built; each offers distinct features that an application developer must consider. The Republic ecosystem has helped projects tokenize assets on a variety of such networks, giving us clear insights into their compatibility with the Republic Note project.

## TOKENIZATION FEATURES

Currently, the smart contracts for the Republic Note have been deployed, and the digital assets minted both on a test network and in its initial version on mainnet. The Republic Note was built to have the following features, to be constantly improved upon prior to distribution to account for the rapidly changing tech and legal landscape in the blockchain industry:

### I. ACCESS-CONTROL FUNCTIONALITIES

The Republic Note's protocol will enable smart contract functionalities that allow Republic to implement the on-chain compliant transfer restrictions necessary for legally compliant trading of digital securities. Since the Republic Note is a digital security regulated under US securities laws, the application must have the ability to approve or deny users or addresses based on secondary trading restrictions across multiple jurisdictions, investor types, and markets.

### II. LOW TRANSACTION FEES

Since Republic expects the Republic Note to have various applications tied to actions on the platform, the selected protocol must allow for transactions with low fees to efficiently support dividend distributions of stablecoins to Republic Note Holders, and for Republic to automate micro-transactions using the Republic Note for the purpose of rewarding certain activities within the ecosystem in the future.

### III. STABLECOIN SUPPORT

The Republic Note's protocol will have on-chain stablecoin support, to the extent it is practical for us to distribute dividends in stablecoins, and enable for these stablecoins to be swapped atomically across various chains. See the "Dividend Distributions" section for more details.

### IV. LEGAL AND BUSINESS FLEXIBILITY

The blockchain will allow digital security issuers to implement regulator-requested smart contract functions (like freeze, clawback, mint, and burn functions) for handling exceptional situations such as blockchain forks and fraud.

## V. NETWORK SECURITY

Because the Republic Note represents a link to off-chain value that cannot properly be represented in both forks of a blockchain, the desired protocol will include security features that both sufficiently prevent forking and provide a remedy in such an event.

## VI. COMPATIBILITY WITH THE REPUBLIC RETAIL PLATFORM

The Republic Retail platform includes a legal and technological stack that includes capabilities to conduct KYC/AML, accreditation verification, payment processing, and distributions leveraging both internal products and integrations with third-party vendors. The desired protocol will allow for sufficient integration with this existing infrastructure.

## SYSTEM ARCHITECTURE

Republic works closely with its strategic vendor CoMakery Inc. (dba Upside) to develop the tokenization framework for the Republic Note. Upside has developed an audited Ethereum security token framework with the necessary features to accommodate complex regulatory requirements, such as the aforementioned abilities to mint, burn, claw back security tokens, and integrate with Republic's existing KYC/AML and accreditation frameworks. The Upside security smart contract implementation borrows heavily from the ERC-20 token standard and includes key security token transfer restrictions implemented in the ERC-1404 standard.

Upside's framework was developed to be easily replicated onto other blockchains, and will serve as the reference implementation for the Republic Note. Republic intends to use a custom administrative system and certain feature sets available through Upside's framework to allow the minting, burning, or clawing back of Republic Notes mistakenly or illegally sent or taken and the enforcement of transfer restrictions for specified owner categories.



## CUSTODY AND THE REPUBLIC WALLET

Republic Core has spent the past years building its proprietary digital wallet technology. The Republic Wallet, scheduled to be launched in Q2-Q3 2023. The Republic Wallet is a self-custodial, cross-chain digital wallet built to integrate seamlessly with the Republic ecosystem and custody a wide range of digital assets, especially those offered through any of Republic's divisions.

The Republic Note is scheduled to be amongst the first assets one can custody in the Republic Wallet. At the time of a Republic Note distribution event, investors will receive an advanced notice from Republic in written form outlining a list of action items required to be eligible to receive the Republic Notes during that distribution event. Such action items will include creating a Republic Wallet, providing adequate information for KYC/AML or KYB/AML of the investing individual/entity and eventual tax considerations, among others.

## TRANSFER RESTRICTIONS

The Republic Note can be configured to enforce transfer restrictions. Each holder's wallet address corresponds to a specific group, and only transfers between certain wallet groups are allowed. The Transfer Admin for the Token Contract can provision account addresses to transfer and receive Republic Notes under certain conditions. This is the process for configuring transfer restrictions and transferring Republic Notes between an initial investor and a future buyer:

**01** An investor sends their KYC/AML information to Republic or to a proxy vetting service to verify this information.

**02** The Transfer Admin calls a `setAddressPermissions` (investorAddress, transferGroup, addressTimeLock, maxTokens) function to provision their account. Initially this will be done for the primary issuance of Republic Notes to investors, where Republic Notes are distributed directly from the issuer to holder accounts.

**03** A potential buyer sends their KYC/AML information to Republic or a trusted KYC/AML provider.

**04** The Transfer Admin calls `setAddressPermissions` (buyerAddress, transfer Group, address TimeLock, maxTokens) either directly or via an administrative interface to provision the buyer account.

**05** At this time or before, the Transfer Admin authorizes the transfer of Republic Notes between account groups with `setAllowGroupTransfer` (from Group, to Group, afterTimestamp). Republic Note that allowing a transfer from Group A to Group B by default does not allow the reverse transfer from Group B to Group A. This would have to be done separately.

Once these configurations are made, trades on decentralized exchanges, if and when available, may be restricted by the transfer restriction rules. Centralized exchanges can register custody addresses using the same method as other users.

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## DIGITAL SECURITY EXCHANGES, P2P, AND DEX TRADING

It is Republic Core's intent for Republic Note to become tradable on leading digital security exchanges. Additionally, Republic Note's custom architecture is optimized for peer-to-peer trading, or trading on secondary marketplaces like decentralized exchanges, where interested buyers and sellers can be matched. It is also possible that Republic Note may become freely tradable on Republic's own secondary marketplace following the launch of the product. However, there is currently neither a timeline nor guarantee of such a listing, and investors should prepare to hold the Republic Notes for an extended time period or indefinitely, in the case a listing never takes place.

## DIVIDEND DISTRIBUTIONS

When the distributable amount of our proceeds reach a threshold amount of \$2 million, or a smaller amount Republic deems suitable to distribute, Republic will distribute pro-rata payments to Republic Note Holders' wallet addresses. Payments may be made using a USD pegged stablecoin. Republic reserves the right to make distributions through other means, especially in cases where Holders reside in jurisdictions that do not accommodate stablecoin transactions. In the

event that a pro rata distribution to a Republic Note Holder's address is more expensive than the transaction fee for such a transfer (e.g. less than \$0.00025), the funds owed to that address will be returned to the total Dividend Pool for re-allocation to all Republic Note Holders in the next distribution.

## SECURITY AND TECHNICAL AUDITS

The Republic Note smart contract framework and the Republic Wallet have been audited by Quantstamp, a leading provider of smart contract, off-chain, networking, and front-end audits for blockchain applications. Republic Core intends to conduct routine audits of the security and technical integrity of the Republic Note using a third-party vendor, especially with each introduction of a substantial feature or functionality.

Beyond these routine audits, as the Republic Note was sold under Reg CF of the JOBS Act, Republic Core is required to file an annual report, Form C-AR, as required by Reg CF. In addition, if and when Republic Core becomes a Reg A reporting company, its finances will be subject to annual, independent audits that will be publicly disclosed.

# Economics

2E

REPUBLIC NOTE RESERVES

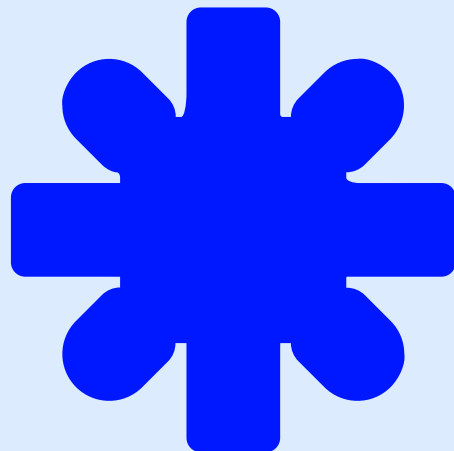
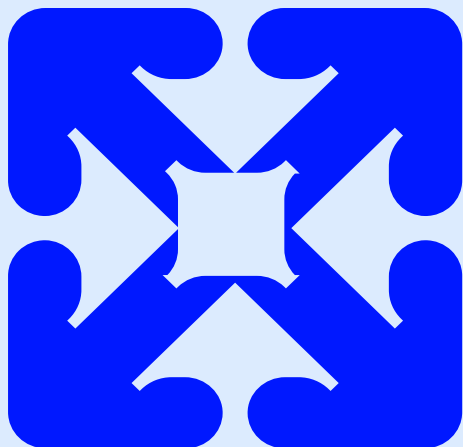
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## REPUBLIC NOTE RESERVES

Republic Core has minted 800 million Republic Notes (the “Total Republic Note Supply”) at its token generation event (“TGE”), both on testnet and in its initial version on mainnet. Many of these minted Republic Notes will be held in four reserves (the “Reserve Republic Notes”). Reserve Republic Notes will not be eligible for any dividend distributions until they are sold, granted, or otherwise issued (the “Issued Republic Notes”). No more than 800 million Republic Notes will ever be minted or issued.

TOTAL REPUBLIC  
NOTE SUPPLY

# 800M

### I. GENERAL RESERVE (PRE-SALES AND SALES)

Republic Core has sold and will sell up to 43.75% of the Total Republic Note Supply in four phases: Republic Note pre-sales to accredited investors and public offerings to both accredited and non-accredited investors globally. Any unsold Republic Notes from the 350 million allotted to public and private sales will be kept in the General Reserve, from which Republic Notes may be issued at any time.

II. LOCKED RESERVE

30% of the Total Republic Note Supply has been allocated toward a locked reserve (the “Locked Reserve Republic Notes”). The Locked Reserve Republic Notes have been locked until January 1, 2023, at which point they will be released following the release schedule detailed below. The managers of Republic Core may, in their business judgment, decide to issue Locked Reserve Republic Notes for future offerings to investors, community incentive grants, or team and associate incentive grants or sales. Locked Reserve Republic Notes will not be considered Issued Republic Notes until they are formally issued after the lockup period ends.

PAGE NOTES

This chart assumes that 40% of the Total Republic Note Pool is sold and distributed in Phases 1-4 as described above.



TRANCHE	RELEASE SCHEDULE	TOTAL LOCKED
0	2019-2022	240,000,000
1	01-01-2023	220,000,000
2	04-01-2023	200,000,000
3	07-01-2023	180,000,000
4	10-01-2023	160,000,000
5	01-01-2024	140,000,000
6	04-01-2024	120,000,000
7	07-01-2024	100,000,000
8	10-01-2024	80,000,000
9	01-01-2025	60,000,000
10	04-01-2025	40,000,000
11	07-01-2025	20,000,000
12	10-01-2025	0

III. COMMUNITY INCENTIVE RESERVE

16% of the Total Republic Note Supply will be allocated for issuance to partners, users, and other Republic community members. The amount, timing, process, and pricing of these reserve grants will be determined at the sole discretion of Republic Core’s management.

IV. ASSOCIATE RESERVE

10% of the Total Republic Note Supply will be allocated for issuance to Republic’s current and future employees, advisers, equity investors, contributors, and other associated persons and entities. The amount, timing, process, and pricing of these reserve grants will be determined at the sole discretion of Republic Core’s management.



GOVERNANCE AND ADMINISTRATION

Proceeds from various stages of previous Republic Note offerings will be used as general operating capital to support the continued development and implementation of the legal, technical, and governance framework for the Republic Note, and to support the growth of the Republic business as a whole. Republic may, at any time and in our sole judgment burn or cancel without replacing any Republic Notes issued or transferred to third parties in substantial violation of anti-money laundering protocols or sanctions imposed by the Office of Foreign Assets Control; burn, cancel, clawback and when practicable, replace any Republic Notes as needed to comply with applicable laws and regulations governing the custody and transfer of digital securities and currencies; cancel the Republic Note program with the approval of Republic Core’s management team if certain conditions are met; and repurchase or burn Republic Notes, to the extent practical, in the event of a change of control of our parent company.

In the event of the liquidation of Republic Core prior to the repayment of all amounts owed to the Republic parent company, the parent company will have priority and therefore would be entitled to repayment prior to Republic Note Holders. Accordingly, if Republic Core dissolves or liquidates and if amounts owed to Republic Parent exceed Republic Core’s available assets, Republic Parent will receive those assets with priority to Republic Note Holders.

UPCOMING OFFERINGS

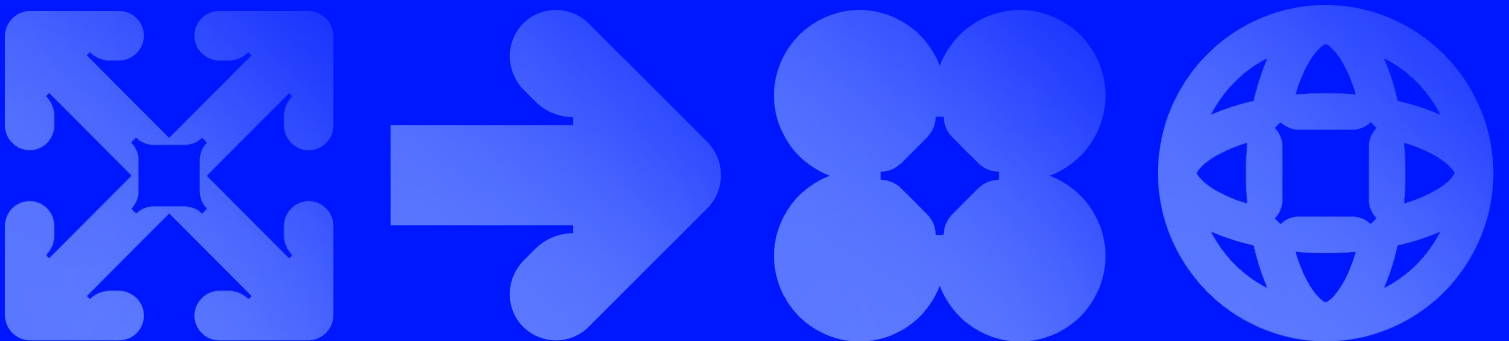
Republic strives to make private investing accessible to everyone, regardless of income, net worth, or socioeconomic background. As such, Republic Notes will be made available through a series of offerings available to both accredited and non-accredited investors around the world.

The Republic Note is a security under US securities laws, which impose complex parameters and restrictions on the offering, sale, and resale of securities to US persons—particularly non-accredited investors. There will be some limits on the number of Republic Notes a non-accredited US person may purchase, and there will be some restrictions on the resale or listing of the Republic Note in the US and other jurisdictions. In virtually all countries, laws and regulations governing the initial offering of tokens and their subsequent listing and trading remain uncertain and may shift frequently. Republic’s tokenization initiatives navigate this complex landscape with a few guiding principles: vigilant compliance, open participation, and broad application to the fullest extent permitted by law.





# The Republic Ecosystem



# Republic

3A

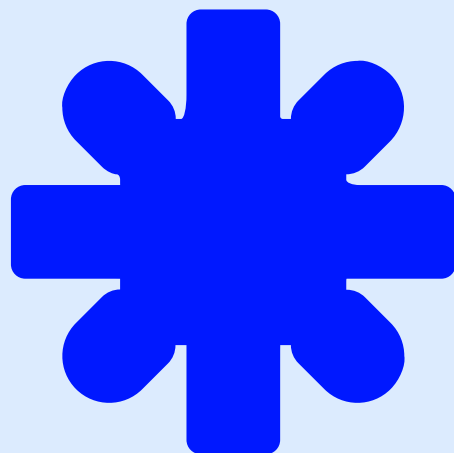
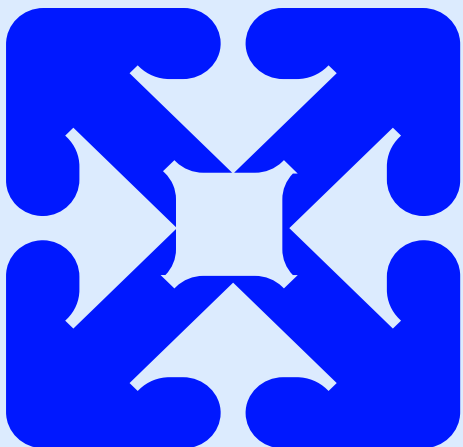
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## ORIGIN STORY

In spring of 2016, Title III of the JOBS Act of 2012 went into effect, providing pathways for non-accredited investors to invest in private companies. At the time, AngelList—a platform for connecting angel investors and venture firms with startups—had emerged as one of the buzzy tech startups of its time. Inside AngelList, an attorney named Kendrick Nguyen identified an important insight: while his employer had actively contributed to the 2016 legislation, the company’s infrastructure and strategic focus would constrain its ability to take advantage of all the JOBS Act of 2012 had to offer.

So, Nguyen started Republic—and undertook to democratize private investing for everyone—not just institutions and high net worth individuals. By July 2016, Republic officially opened its doors and began enabling early-stage startups to raise capital from retail investors through Reg CF offerings. At that time, Nguyen prioritized the development of a team with the robust legal and business experience necessary to support an important but complicated journey forward—through oft-changing regulation and fast-growing retail market adoption.

Naval Ravikant, an accomplished entrepreneur and renowned technology “philosopher” of sorts, witnessed the start of Nguyen’s journey during his time as AngelList’s founder and CEO. About Republic, Ravikant had this to say:



“That’s not an AngelList company.  
That’s a Kendrick company.”

– NAVAL RAVIKANT

## GROWTH STORY

After being seeded by AngelList to launch its retail funding platform, Republic's growth journey began in earnest. Today, while still considerably younger than a decade old, Republic has grown its product offerings substantially—in type, in size, and in geography. Similar to AngelList, Republic has always invested heavily in research and development, experimenting with satellite projects that might energize its unique corporate identity and growth trajectory.

This business model innovation first materialized in 2017, when Republic Capital and Republic Crypto took shape. While Republic Retail served a large and important audience, these complementary business lines emerged to broaden the impact of the Republic ecosystem. Republic Capital served to support the next step in the growth ladder for private companies, making large investments in later-stage private companies. Republic Crypto was designed to provide experienced crypto-native guidance to the web3 ecosystem's most ambitious builders.

Independently, these three pillars have grown immensely. In 2017, its first full year of operation, Republic Retail facilitated a total investment volume of approximately \$4 million. Since then, this figure has about doubled each year—reaching \$7.8 million in 2018, \$19.5 million in 2019, and \$38.5 million in 2020, the same year the first Republic Note offering open to the public was conducted. In the following two years, the gross transaction volume totaled over \$160 million. On the other hand, Republic Capital has grown to manage over \$1 billion in assets, which includes investments in blue-chip spacetechnology brands like Axiom and Firefly. Republic Crypto, which started as an advisory firm, now offers full-fledged blockchain infrastructure solutions, as well as operates an institutional digital asset management division.

Together, it's becoming clear that the symbiosis between Retail, Capital, and Crypto is creating a flywheel of growth and value. Several companies have already interacted with each pillar of Republic at various stages of their lifecycle. For example, Chingari—India's largest social media company—engaged the Republic ecosystem first through an investment from Republic Capital. Chingari then became a client of Republic Crypto who helped design the company's social token and built custom smart contracts for its DAO. Chingari later ran a public token offering on Republic Retail's platform, raising \$12 million from its community.

This is just one of many demonstrations of the full-stack services offered by the Republic ecosystem. The Republic team combines legal, technical, and venture expertise to build a fast-growing marketplace and digital merchant bank that serves builders and investors at any stage of their journeys. In the months and years ahead, Republic aims to drastically scale its current direct offering business model, while also deploying resources to continue expanding to international markets, developing secondary solutions for traditional and digital securities, and driving global adoption of private investing for anyone, anywhere around the world.

**2.5M+**

COMMUNITY MEMBERS

**150+**

COUNTRIES

**2000+**

FUNDED VENTURES

**\$2.5B+**

FUNDS DEPLOYED

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## REGULATORY FRAMEWORKS

Given its founder's prior career as an attorney, legal engineering has long been woven into Republic's corporate DNA. As the business has become more complex in structure, understandably, a supportive (but complex) legal structure has developed in parallel. Underlying Republic are several semi-autonomous subsidiaries, some with licenses to conduct offerings and sales of securities to both non-accredited and accredited persons in the United States. They include a funding portal, an investment adviser, and a broker-dealer—all of which are subject to oversight by the US Securities and Exchange Commission (SEC), the Financial Industry Regulatory Authority, Inc. (FINRA), and other regulatory agencies.

Because Republic has, for several years, navigated the fintech industry from the forefront, the company has embraced legal pragmatism while developing an ability to change the "legal status quo". This attitude is best exemplified by a range of new legal products introduced by the Republic team, designed to simplify the task of managing security offerings and token distribution for both companies and investors. Some of these products include:

### I. AIRDROPS

Republic Crypto released the legal and business frameworks for airdrops, a new tool for the digital economy. Read our full [report](#).

### II. CROWD SAFE

Republic Retail created an adapted version of the SAFE, a financial instrument initially created by Y Combinator and widely used by angel investors and venture capital firms when investing in early-stage startups. The Crowd SAFE is designed specifically to work for investment campaigns accepting hundreds or even thousands of investors and is being adopted by a growing number of industry participants.

### III. TOKEN DPA

Republic Crypto created a token presale instrument for blockchain companies to fund their growth with investments from everyone. View our [full analysis](#).

### IV. S-NFT

Republic Crypto combined NFT technology with an innovative investing framework to make it possible for fans to invest capital toward a new song or album and, in return, get a financial stake in the royalty rights.

## LEADERSHIP

Across our family of companies, every team member at Republic plays an instrumental role in implementing and growing our token ecosystem. Ours is a group with deep and diverse experience across investments, blockchain, law, engineering, and community building. The Republic team of over 300 full-time team members honed their expertise at reputable tech startups, respected law firms, and leading financial institutions.

### I. EXECUTIVES

**Kendrick Nguyen**, CEO, OpenDeal Inc.

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Previously General Counsel at AngelList. Worked at Permal Group and Goodwin Procter. Former Stanford Fellow and securities litigator.

**Andrew Durgee**, EVP, Head of Republic Crypto, OpenDeal Inc.

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Previously Partner at leading blockchain advisory group TLDR Capital. Pioneered early blockchain technologies including an industry-first multi-signature wallet.

**Jeff Kelisky**, EVP, Republic Retail, OpenDeal Inc.

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CEO of Seedrs. Previously held leadership positions at IBM, AT Kearney, Multimap, Microsoft, Fidelity, Merlin Entertainments, and Warner Bros.

**Chuck Pettid**, EVP, Global Partnerships, OpenDeal Inc.

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Led Republic Retail through exponential growth between 2017 and 2022. Repeat founder. Previously worked at Merrill, Pinnacle.

**Youngro Lee**, EVP, Republic Asia, OpenDeal Inc.

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Founder and CEO of NextSeed. Previously, private funds attorney at Cleary Gottlieb and Kirkland Ellis. BS, JD and LLM from Cornell.

**Ian Epstein**, EVP, Distribution and Capital Markets, OpenDeal Inc.

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Previously President of Enigma Securities, Head of Digital Assets at Makor Group, and Portfolio Manager of Autonomy Capital.

**Jon Knipper**, Principal Executive and Accounting Officer, Republic Core LLC

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Previously Partner at leading blockchain advisory firm TLDR. Worked at Goldman Sachs as interest rates derivatives specialist and in Morgan Stanley's capital markets division.

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## ADVISORS

Republic has also fostered a growing network of advisors who are leaders in tech (such as Naval Ravikant of AngelList), government (such as Jack Bienko of the US Small Business Administration), media (such as Randi Zuckerberg), and impact (such as Shiza Shahid, former CEO of the Malala Fund). Republic's advisors and partners are mentors and allies to its core team, sharing their experience, wisdom, and influence in support of Republic's lofty mission.



## INVESTORS AND PARTNERS

In industries as impactful, but as heavily regulated as blockchain and private investing—and for a company with a vision as far-reaching as Republic’s—it becomes critical to align oneself with similarly ambitious, reputable partners.

### I. REPUBLIC

First seeded by AngelList and founded by AngelList alums, Republic maintains a close relationship with AngelList and its affiliated companies CoinList and Product Hunt. In fact, Republic was the first company to receive a seed investment from AngelList. Later, in 2021 and leveraging early traction, Republic closed two funding rounds—including a \$36 million Series A round led by Galaxy Interactive, followed by a \$150 million Series B round in November led by Valor Equity Partners.

### II. REPUBLIC NOTE

Beyond investments into the broader Republic ecosystem, the Republic Note itself has been an important capital-raising instrument for Republic Core, attracting world-class investors into the blockchain space. The Republic Note was also one of the first investments made by Binance Labs, Binance’s venture arm.

## LEGAL REPRESENTATION

Republic is represented by Morrison Foerster, Ellenoff Grossman Schole LLP, Ketsal (formerly Blakemore Fallon PLLC), together with other corporate and tax counsel.

