

OpenDeal Portal LLC (the “Firm”)

Business Continuity Plan (“BCP”)

Version 1.0

(updated as of January 1, 2019)

I. Executive Representative

The Firm’s Primary Emergency Contact Person is Chuck (Lee) Pettid, the Firm’s CEO (chuck@republic.co). His telephone number is (212) 349-7508. The Secondary Emergency Contact Person is Maxwell R. Rich, the Firm’s CCO (max@republic.co), whose telephone number is 212-401-6930. The Firm is a limited liability company wholly owned by OpenDeal Inc. The rules of the Financial Industry Regulatory Authority (“FINRA”) require that the name of the emergency contact person be updated within thirty (30) days in the event of a material change, and will be reviewed, and revised if necessary, within seventeen (17) business days of the end of each calendar year in accordance with FINRA Funding Portal Rule 300(d).

If FINRA requests contact information, it will be provided within fifteen (15) days of the request.

Rule: *FINRA Rule 300(b)*, *FINRA Rule 300(d)*

II. Firm Policy

The Firm’s policy is to respond to a Significant Business Disruption (SBD) by first safeguarding employees' or associated persons' lives and then safeguarding critical Firm property, making a financial and operational assessment, quickly recovering and resuming operations, protecting all of the Firm's books and records, and allowing the Firm’s clients and customers to transact business. In the event that the Firm determines that it is unable to continue its business, the Firm will attempt to notify promptly those of its clients and customers that might become immediately and adversely affected by such eventuality. The Firm’s policy is also to shift any responsibilities, privacy access, and general operations to key personnel at other Firm offices in the event that one office is compromised.

The Firm is aware of FINRA Bylaw Rule 4370. While the Firm understands that it is not subject to such a rule, the Firm has looked to this rule as an aspirational standard for which FP's to hold themselves to in their limited operations.

A. Significant Business Disruptions (“SBDs”)

The BCP anticipates two kinds of SBDs, internal and external. Internal SBDs affect only the Firm’s ability to communicate and do business, such as a fire in the Firm’s building. External SBDs prevent the operation of the securities markets or a number of firms, such as a terrorist attack, a city flood, or a wide-scale, regional disruption. The Firm’s response to an external SBO

relies more heavily on other organizations and systems, especially on public utilities and governmental authorities.

B. Approval and Execution Authority

Chuck Pettid, the Firm's CEO, is responsible for approving the BCP and for conducting the required annual review. He has the authority to execute this BCP.

C. Plan Location and Access

The Firm will maintain copies of its BCP and the annual reviews, as well as any changes that may have been made to it for inspection. An electronic copy of the Firm's plan will be available to all Firm associated persons at the Firm's office, on their laptops or in their homes, in addition to an electronic copy of the BCP that is located on the Firm's 'Notion' internal server.

Rule: *FINRA Rule 4370(a)*

III. Business Description

The Firm serves as a funding portal for the private placement of securities ("Private Placements"). The Firm does not hold customer funds or securities.

IV. Office Locations

The Firm's primary office is located at 335 Madison Avenue, Suite 7E, Madison, NY 10017, and its main telephone number is 212-401-6930. The Firm's registered satellite office is located at Three Embarcadero Center, Suite P5 San Francisco, CA 94111. The Firm's employees and associated persons may travel to that office by means of subway, bus, walking, taxi, ferry, train, bicycle, or by other means.

V. Alternative Physical Location(s) of Employees or Associated Persons

In the event of an SBD, the Firm will move staff from affected offices and have staff work remotely from home or any another location. The Firm will communicate with each other by telephone, cell phone or any other available means. The Firm's decisions will be based upon the extent of the disruption, convenience to them and accessibility to clients.

Rule: *FINRA Rule 4370(c)(6)*.

VI. Clients' Access to Funds and Securities

The Firm does not maintain custody of customer funds or securities since investments are made either directly or through the use of bank escrow accounts. The Firm relies on Prime Trust, LLC, as a registered escrow agent for all private placements with respect to consideration in such private placements. In the event the Firm or its offerings were suspended, Prime Trust, LLC would return funds to affected investors by contract.

Rule: *FINRA Rule 4370(c)(10)*

VII. Data Back-Up and Recovery (Hard Copy and Electronic)

The Firm does not main hard copy books and records. The Firm's electronic records at its main office, located at 335 Madison Avenue, New York, NY 10017. The Firm's CCO is responsible for the maintenance of these books and records.

The Firm's e-mail is stored electronically and archived through a third-party vendor, Smarsh, which has provided a letter of undertaking for such services. In the event of an internal SBD, the Firm will be able to retrieve its electronically stored e-mail from the third-party archiver. Erado has its own back-up and recovery plan in effect.

The Firm maintains books and records in an electronic format on the Firm's file server and with third-party cloud-based provider, Box, which has provided a letter of undertaking for such services. In the event that the file server is damaged, the Firm may determine to rely on the cloud-based third-party document storage provider. With the assistance of the Firm's third-party IT consultants, all employees will be made equipped to connect to such data at that time.

Rule: *FINRA Rule 4370(c)(1)*

VIII. Financial and Operational Assessments

A. Operational Risk

In the event of an SBD, the Firm will immediately identify what means will permit it to communicate with clients, employees, and any critical business constituents, banks or counterparties, and regulators. Although the effects of an SBD will determine the means of alternative communication, the communications options the Firm will employ will include telephone, cell phone and e-mail, including the use of employees' personal email accounts if necessary, for example. In addition, the Firm will retrieve key activity records as described in the section above, Data Back-Up and Recovery (Hard Copy and Electronic).

Rule: *FINRA Rule 4370(c)(3)*

B. Financial and Credit Risk

In the event of an SBD, the Firm will determine the value and liquidity of its investments and other assets to evaluate its ability to continue to fund its operations and remain in capital compliance. The Firm will contact critical banks, and investors to apprise them of its financial status, if appropriate. If the Firm determines that it may be unable to meet its obligations to those counter-parties or otherwise continue to fund its operations, the Firm will request additional financing from its bank or other credit sources to fulfill its obligations. If the Firm cannot remedy a capital deficiency, it will file appropriate notices with its regulators and immediately take appropriate steps, deciding on those steps after due deliberation and possible consultation with its attorneys and other advisers.

Rule: *FINRA Rule 4370(c)(3)*

IX. Mission Critical Systems

The Firm does not have any mission critical systems since disruptions are likely to either be temporary or, if permanent, the Firm is likely to be able to carry on its business operations using resources generally available. Additionally, the Firm's most important systems are web-based systems. Such systems can be accessed through the internet and can therefore be accessed outside of the office in the event of an SBD.

The Firm has primary responsibility for establishing and maintaining its business relationships with its customers and clients.

Rule: *FINRA Rule 4370(c)(2)*

A. The Firm's Mission Critical Systems

1. Subscriptions

The Firm allows users to subscribe to private placement exclusively via electronic means, in the event of an SBD, such systems may be suspended, but, no user harm would occur as this would not affect their consideration, ability to participate at a desired price or ability to withdraw their commitment.

2. Order Entry

The Firm does not handle orders for the purchase and sale of regularly-traded securities.

3. Order Execution

The Firm does not handle orders for the purchase and sale of regularly-traded securities.

4. Other Services Currently Provided to Clients

Based upon the nature of the SBD and the resources available to the Firm at the time of the SBD, will decide at that time how to service its clients' needs, if any.

X. Alternate Communications Between the Firm and Clients, Employees, and Regulators

A. Clients

The Firm's clients are the issuers it host for private placements. The Firm communicates with clients via the telephone, e-mail, U.S. mail, and in-person visits at the Firm's office or mutually agreed upon locations. In the event of an SBD, the Firm will assess which means of communication are still available, and use the means closest in speed and form (written or oral) to the means that it has used in the past to communicate with the other party. For example, if the Firm has communicated with a party by email but the Internet is unavailable, the Firm will call them on the telephone and follow up where a record is needed with paper copy using the U.S. mail, overnight delivery services or messengers.

If a prolonged SBD is expected to occur, the Firm may, if deemed appropriate under the circumstances, proactively contact clients to inform such clients of pertinent information deemed necessary related to the Firm's BCP, such as alternate contact information for key personnel.

B. Customers

The participants in the Firm's hosted Regulation Crowdfunding offerings may be considered customers. The Firm communicates with customers primarily through the firm's electronic services, which are email and the Firm's website. In the event of an SBD, the Firm will assess which means of communication are still available, and use the means closest in speed and form (written or oral) to the means that it has used in the past to communicate with the other party. For example, if the Firm has communicated with a party by email but the Internet is unavailable, the Firm will call them on the telephone and follow up where a record is needed with paper copy using the U.S. mail, overnight delivery services or messengers.

If a prolonged SBD is expected to occur, the Firm may, if deemed appropriate under the circumstances, proactively contact customers to inform such clients of pertinent information deemed necessary related to the Firm's BCP, such as alternate contact information for key personnel.

C. Employees

The Firm communicates with its employees via telephone, cell phone, e-mail, and in person. In the event of an SBD, the Firm will assess which means of communication are still available, and use the means closest in speed and form (written or oral) to the means that have been used in the past to communicate with the other party. The Firm will also employ a call tree so that senior management can reach all employees quickly during an SBD. The call tree includes all staff home and cellular phone numbers, in addition to personal e-mail addresses. The two Emergency Contacts are responsible for initiating the use of this call tree, which can be found as Exhibit A.

Rule: *FINRA Rule 4370(c)(5)*

D. Regulators

The Firm is currently a member of FINRA. The Firm communicates with its regulators using the telephone, cell phone, e-mail, fax and U.S. mail. In the event of an SBD, the Firm will assess which means of communication are still available, and use the means closest in speed and form (written or oral) to the means that it has used in the past to communicate with the other party.

Rule: *FINRA Rule 4370(c)(9)*

X. Critical Business Constituents, Banks, and Counter-Parties

A. Business Constituents

The Firm has determined that its escrow agent is critical to its operations. However, the Firm may switch escrow agents through contract and proper regulatory filings. In the event of an SBD, the Firm will contact its escrow agent as appropriate to determine the extent to which it can continue its business relationship with them if an internal or external SBD occurred. The Firm will quickly establish alternative arrangements if a business constituent can no longer provide the needed goods or services when it needs them because of an SBD.

Rule: *FINRA Rule 4370(c)(7)*

B. Banks

The Firm currently does not engage any banks or lenders to help provide capital to support its day to day business. The Firm receives capital contributions from its parent company, OpenDeal Inc., which maintains primary accounts at Silicon Valley Bank,

Rule: *FINRA Rule 4370(c)(7)*

C. Counter-Parties

In light of the Firm's business, it has been determined that it does not have critical counter-parties not already covered by this BCP.

Rule: *FINRA Rule 4370(c)(7)*

XI. Regulatory Reporting

The Firm is subject to regulation by FINRA and the SEC. The Firm files reports with its regulators using paper copies in the U.S. mail, and electronically using fax, e-mail, and the Internet. In the event of an SBD, the Firm will check with the SEC and FINRA to determine which means of filing are still available to the Firm, and use the means closest in speed and form (written, oral, or electronic) to its previous filing method. In the event that the Firm cannot contact its regulators, it will continue to file required reports using the communication means available to the Firm.

Rule: *FINRA Rule 4370(c)(8)*

XII. Disclosure of Business Continuity Plan

The Firm does not carry the accounts of customers or clients and does not handle critical time-sensitive securities trading for them. However, the Firm ensures that its BCP disclosure is available in electronic format on its website with links available in the Firm's electronic email signature.

Rule: *FINRA Rule 4370(e)*

XIII. Updates and Annual Review

The Firm will update this plan whenever it has a material change to its operations, structure, business or location within thirty (30) days of the change.

Rule: *FINRA Rule 4370(b)*

Epidemics and Pandemics

In response to FINRA's Notice Member 09-59, the Firm may take the necessary precautions to ensure the health and safety of its employees. In the event of an epidemic or pandemic, the Firm will notify its employees to stay at home while they are ill, and until the time they are

fully recovered and able to, work remotely from home. The Firm may also encourage the use of precautionary measures, if someone should become ill while at work.

XIV. Senior Manager Approval

I have approved this Business Continuity Plan as reasonably designed to enable the Firm to meet its obligations to clients in the event of an SBD.

Signed:  _____
Title: Chief Executive Officer
Date: 11/18/2019

Exhibit A: Call Tree

As provided in Section X(D) in the event of an SBD the following call tree shall apply. Each member shall be responsible for contacting the person below them. Maxwell Rich, Ahrham Cho or Peter Green will ensure contact is made with Chuck Pettid.

