

Uphorizon, LLC (“UH”) is a broker-dealer registered with the Securities and Exchange Commission (“SEC”) and a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). UH provides underwriting, private placement services of securities, and referrals to other broker-dealers or registered investment advisors to both retail and institutional customers and offers mergers and acquisitions (“M&A”) services to institutional clients.

This form outlines our broker-dealer services and fees, which differ from investment advisory services and fees. It is important for you to understand these differences. Free and user-friendly tools to research firms and financial professionals are available at www.Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

This form also includes required and relevant “Conversation Starters” that you may want to ask a representative of our broker-dealer regarding services, conflicts, or other information.

What types of investment services and advice do you offer?

UH is a limited-purpose broker-dealer. Due to our business model and regulatory permissions, we offer a limited range of services. We act as an underwriter, facilitating investments in IPOs and secondary offerings, and engage in private placements of securities. Additionally, UH provides M&A services to institutional clients.

We do not carry customer accounts or hold customer funds or securities. We will not provide you with personalized advice based on your overall portfolio regarding whether you should make a particular investment, or which types of investments may be better suited for you. We will not monitor your investments and do not have any discretion or investment authority over them. As the investor, you make the ultimate decisions regarding the purchase or sale of investments.

UH does not have the ability to invest using individual retirement funds.

Conversation Starters:

- Given my financial situation, should I choose a brokerage service? Why or why not?
- How will you choose investments to recommend to me?
- What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

What fees will I pay?

UH's fees are paid by issuers seeking to raise capital or by investors seeking access to investment opportunities.

For retail investors, the fees you pay to UH generally increase with the amount of your capital commitment because the fees represent a percentage of the total investment amount rather than a fixed transaction fee. These fees may be charged as a percentage of your subscription, contributed capital, invested capital, net asset value, or other similar metrics, and are detailed in the governing documents of each transaction.

Additional Information: Fees and costs will reduce any amount of money you make on your investments over time. If you do not understand the fees and costs you are paying, please ask your representative to explain them to you.

Conversation Starters:

Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflicts of interest do you have?

When we provide you with a recommendation, we are obligated to act in your best interest and not prioritize our interests over yours. However, the way we earn money can create conflicts with your interests. It's important that you understand these conflicts and feel free to ask us about them, as they may affect the recommendations we give you. For example, we have an incentive to refer clients to brokerage or investment advisory firms with which we have commission-sharing agreements.

Conversation Starters:

How might your conflicts of interest affect me and how will you address them?

How do your financial professionals make money?

UH financial professionals receive a salary and may earn additional compensation. This additional compensation is determined either by (a) a predetermined formula or (b) meeting minimum revenue goals, after which senior leadership may, at their discretion, consider factors such as the employee's role, contribution to the business, and client satisfaction. UH financial professionals do not receive any form of transaction-based compensation.

Do you or your financial professionals have legal or disciplinary history?

No, none of our representatives who work directly with retail clients have any reportable events. Disciplinary history regarding UH or its financial professionals can be viewed on FINRA's BrokerCheck® (<https://brokercheck.finra.org/>).

Conversation Starters:

As a financial professional, do you have any disciplinary history? For what type of conduct?

Additional information: For additional information about our broker dealer services or this relationship summary, please contact us at contact@uphorizon.us.

Conversation Starters:

- Who is my primary contact person?
- Is he or she a representative of an investment adviser or broker-dealer?
- Who can I talk to if I have concerns about how this person is treating me?