

TerraNova Capital Equities, Inc.

Client Relationship Summary – Amended March 15, 2024

Introduction

TerraNova Capital Equities, Inc. (TNCE) is a broker-dealer registered with the U.S. Securities and Exchange Commission ([SEC](#)) and is a member of the Financial Industry Regulatory Authority ([FINRA](#)) and the Securities Investor Protection Corporation ([SIPC](#)). TNCE provides middle-market investment banking services that primarily focus on four lines of business: Investment banking to small and medium sized businesses in high growth sectors; middle market mergers and acquisitions advisory services, secondary trading, and merchant banking services. TNCE does not engage in traditional retail brokerage or account management services. It is important for the *retail investor* to understand that brokerage and advisory services differ. A *retail investor* is a “natural person, or the legal representative of a natural person, who, if they did receive a recommendation from TNCE would use it primarily for personal, family or household purposes. This disclosure is provided to comply with the SEC’s Form CRS disclosure requirements.

Free and simple tools are available to research firms and financial professionals at <https://www.investor.gov/CRS>, which also provides educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

- TNCE offers investment banking, mergers and acquisition, secondary trading and merchant banking services. Our banking clients generally consist of small to mid-sized businesses in high-growth sectors, such as healthcare, clean energy, technology, consumer products and manufacturing.
- We may recommend investments for you, based on your stated investment objectives, risk profile, level of experience and sophistication. The ultimate investment decision as to your investment strategy and the purchase or sale of investments will be yours. We generally limit the sale of private placements to “Accredited Investors” only, as that term is defined in the securities laws. On an infrequent basis, we may solicit or sell certain private securities to non-accredited investors.
- When we act as placement agent for issuers seeking to raise capital, we offer our services to them as investment bankers, and assist with deal structuring, valuation and capital raising.
- We do not offer investment monitoring services. Once you purchase a private offering from us, we do not provide any ongoing information concerning the issuer, unless the issuer specifically requests us to send information to its investors.
- We do not provide you with any monthly or periodic statements concerning the value of our investments.
- We offer a limited selection of investments. For example, we do not offer stocks, bonds, mutual funds, exchange traded funds or variable annuities. We only offer private placements. We do not offer proprietary products.
- We maintain certain requirements concerning minimum investor qualifications such as income, prior investment experience, amount of investment and suitability requirements before we solicit an investment or approve any client to participate in any particular investment. Issuers may have additional requirements and/or restrictions as to whom may participate in an investment in their placements and required minimum investments, which may vary by offering.

Conversation Starter – Questions to ask your financial professional:

Given my financial situation, why 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?

- *Description of Principal Fees and Costs:* There are no fees or commissions paid by you to participate in any private offering. All fees and commissions are paid to us by the issuers and are built into the investment amount. The amount retained by the issuer is “net” of its costs and fees involved in the offering process, including our placement agent fees and expenses. You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.
- The commissions and fees we receive from any particular issuer differ from offering to offering and are negotiated between us and the issuers at the inception of the placement agency process. While there is no specific commission or fees for all transactions, a typical commission could be in the approximate range of five percent (5%) to ten percent (10%) of the gross amount raised, plus an additional three percent (3%) fee for the placement agents’ fees and expenses, both accountable and non-accountable.
- In addition to the cash compensation earned from the placement issuer, may also receive additional non-cash compensation, such as shares of the same or a different class of the securities as being offered to our clients, and/or warrants or options to purchase additional shares of the securities of the issuer for a price that has been negotiated and agreed to by and between the issuers and us as the placement agent, which may be less than the price at which the securities are being offered to investors.
- *The Form CRS is posted on the TNCE website at www.terracap.com and is also available in hard-copy format upon request.*

Conversation Starter – Questions to ask your financial professional: Help me understand how these fees and costs 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 have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask about these conflicts because they can affect the recommendations we provide you. Here are some examples to help you understand what this means.

- We raise capital for our issuer clients through securities offerings which we solicit and sell to our retail and institutional clients. Recommending the purchase of those securities offerings to our clients creates a conflict of interest for us.
- This conflict is significant as we owe a duty to both assist the issuer in raising capital for which we will be compensated, and we also owe a duty to our clients to only recommend investments that are in their best interests and suitable for their stated investment goals.
- As placement agent, we are paid a portion of our client's investment proceeds as commission and fees for our services to the issuers of securities, which also creates a conflict of interest for us.
- We have raised and may in the future, raise capital for our holding company and other related entities which poses a significant conflict of interest for us and our financial professionals in that we, or our related entity, will receive the benefit of our clients' invested funds to use for our/their business purposes at our/their full discretion.
- We seek to mitigate these conflicts by making full disclosure of these and other potential conflicts of interest, conducting extensive due diligence on our issuer-clients, and only recommending the purchase of private placements to clients who we deem to be suitable for the particular investments we recommend.
- From time to time, our investment professionals may also participate in the same offering that they are recommending to their clients. There is no incentive to do so and the representative does not receive additional compensation.

Conversation Starter:

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

How do your financial professionals make money?

Our financial professionals are paid a commission (or other transaction-based fees as described above) based on the investments in the private offerings that they recommend and sell to their clients. Of the total commissions generated by TNCE for its work as the placement agent, our financial professionals receive a portion of those fees, generally in the range of 70% to 80% of the total fee earned by TNCE from its placement agent services. Payouts to representatives are established at the time of TNCE's engagement in each transaction and do not change based on sales amount. Our firm does not engage in any practice that favors one type of investment over another. We also do not participate in sales contests, sales quotas, bonuses, or provide non-cash compensation to our representatives based on the amount of invested money raised. However, TNCE may sometimes allocate a portion of its non-cash compensation earned as placement agent (i.e. restricted stock, warrants or options), to its registered representatives who participated in the transaction, in its sole discretion.

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

Yes. Visit investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

Conversation Starter – Questions to ask your financial professional:

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

Additional information

The Form CRS is posted on the TNCE website at www.terracap.com and is also available in hard-copy format upon request.

For additional information about our financial professionals and services, visit <https://www.investor.gov/introduction-investing/getting-started/working-investment-professional/using-brokercheck> (<https://www.brokercheck.finra.org/>) or our website (<https://www.terracap.com/>). Our phone number is (212) 381-7391 if you would like to receive additional information and a copy of this summary of our relationship. To report a problem to the SEC, visit Investor.gov or call the SEC's toll-free investor assistance line at (800) 732-0330. To report a problem to FINRA, you can call 301-590-6500. If you have a problem with your investments or financial professional, contact us in writing, TerraNova Capital Equities, Inc., Attention: Compliance Department, 420 Lexington Avenue, Suite 1402, New York, N.Y. 10170, telephone (212) 381-7391 or by email at info@terracap.com.

Conversation Starter – Questions to ask your financial professional:

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

TerraNova Capital Equities, Inc.
Client Relationship Summary Amended March 15, 2024
Disclosure of Material Changes

TerraNova Capital Equities, Inc. (“TerraNova” or “the Firm”) has amended the Form CRS as of March 15, 2024. The initial version of the Firm’s Form CRS was dated May 21, 2021. The following is a summary of material changes made:

- 1) Introduction - The Firm created hyperlinks in the Introduction for the U.S. Securities and Exchange Commission (SEC), the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC). In addition, the Firm added the definition of a “retail investor” as defined by the SEC.
- 2) The heading in Item 2 - *“What investment services and advice can you provide me?”* – was rephrased to conform with the instructions for Form CRS.
- 3) The conversations starters within Item 2 – *“Given my financial situation, why should I choose a brokerage services? 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?”* - were rephrased as required by Form CRS instructions.
- 4) The required disclosure in Item 3A – *“You will pay fees and costs whether you make or lose money on your investments. Please makes sure you understand what fees and costs you are paying.”* – was rephrased as required by the Form CRS instructions.
- 5) The conversation starter within Item 3(A) – *“Help me understand how these fees and costs might affect my investment. If I invest \$10,000 in a private placement offering, how much will go to the fees and costs, and how much will be invested for me?”* - was rephrased correctly as required by Form CRS instructions.
- 6) The required disclosure in Item 3(B) – *“When we provide you with a recommendation, we have to act in your best interests and not put our best interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask about these conflicts because they can affect the recommendations we provide you.”* - was rephrased correctly as required and includes the emphasized text as required by Form CRS instructions.
- 7) The conversation starter within Item 4 – *“As a financial professional, do you have any disciplinary history? For what type of conduct?”* - was rephrased correctly as required by Form CRS instructions.

A complete marked-up copy of the text of the Amended Form CRS dated March 15, 2024, is available upon direct -request from the Firm.

Please contact the Firm as follows:

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Member FINRA/SIPC

Via telephone at 212.381.7391 or via email at Compliance@terracap.com