

# SOMA.finance

First Compliant Multi-Asset DEX  
& Token Issuance Platform



# Who Are We?

**SOMA.finance** is the first fully-compliant, multi-asset decentralized exchange (DEX) and capital raising platform.

Founded in 2021 as a partnership between the founders of the multi-platform decentralized finance (DeFi) protocol MANTRA and the broker-dealer Tritaurian Capital, the purpose of SOMA.finance is to offer a secure bridge between DeFi and TradFi for anybody, anywhere in the world.

Through SOMA.finance, users will get access to a first of its kind legal and regulated framework for the trading of tokenized equities, token issuances and exclusive projects. With our secure onboarding process and comprehensive encryption protocols, SOMA.finance aims to build a community of empowered and educated investors with an accessible, regulated financial platform.

With the introduction of regulated securities to the DeFi market, SOMA.finance is set to usher in the next evolution of decentralized finance as the mass adoption of blockchain technology unfolds in the years ahead.

# To Offer a Secure Bridge Between DeFi and TradFi for Anyone, Anywhere in the World.



## **Innovation**

We deliberately and persistently innovate, bringing new ideas and possibilities to Finance.



## **Integrity**

In an industry oftentimes characterized by predation, integrity keeps us accountable to end users all over the world.



## **Dynamism**

DeFi is in constant motion, always evolving; our dynamism must match, if not exceed, this pace.



## **Empowerment & Education**

To empower investors around the world, we educate, understanding that our ideal user is an informed one.

# We Offer the Best of DeFi and TradFi

## DeFi

Improved transparency through blockchain

Frictionless transactions

Enhanced transaction speeds

Non-custodial offering

Diverse suite of financial products

## TradFi

User protection from a FINRA and SEC licensed broker-dealer

Fairness and equity - no trading against the user

Protection with SIPC insurance

Reduced risk due to comprehensive KYC/AML process

# We Address Regulatory Challenges

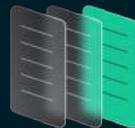
If you can buy U.S. equities, you are eligible to open an account on **SOMA.finance**



A **U.S. regulated broker-dealer** specifically licensed for blockchain technology under FINRA and the SEC



Unlike unregulated or centralized crypto exchanges, **user's accounts are segregated** under a bankruptcy



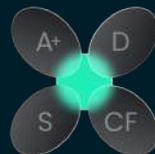
As **regulated issuances**, SOMA products will have disclosures, risks outlined and assets will be **fully backed**, unlike risky "synthetics"



User's accounts are **protected by SIPC insurance**



SOMA can issue tokens to **retail investors as well as accredited and institutions, including in the U.S.** using a variety of offerings



U.S. securities issued under **Reg CF / A+ / S / D**

# What Is a Reg CF / A+ / S / D ?

## CF

**Maximum Raise**

\$5 million per 12 months; limits are based on investor income and net worth

**Permitted Investors**

Anyone (including retail and non-accredited investors)

**General Solicitation**

Permitted (public advertisement allowed); promote a prepared offering to the public

**Testing the Waters**

Permitted

## A+

**Maximum Raise (Tier I)**

\$20 million per 12 months; no investor limits

**Maximum Raise (Tier II)**

\$75 million per 12 months; non-accredited investors can invest the greater of ten percent of their income or net worth

**Permitted Investors**

Anyone (including retail and non-accredited investors)

**General Solicitation**

Permitted (public advertisement allowed); promote a prepared offering to the public

**Testing the Waters**

Permitted; search and examine the market for potential investors before an offering is ready

## S

Provides an exclusion from the Section 5 registration requirements of the Securities Act for offers made outside the United States by both U.S. and foreign issuers to non-U.S. persons

## D

**Maximum Raise**

Unlimited

**Permitted Investors**

Accredited investors only

**General Solicitation**

Permitted (public advertisement allowed); promote a prepared offering to the public

**Testing the Waters**

Permitted; search and examine the market for potential investors before an offering is ready

# We Protect Our Users

Using KYC/AML, we mitigate the risk of anonymous bad actors exploiting our users. We protect our users from FX scams, Ponzi schemes, stock manipulation and financial fraud.

Using an Automated Market Maker (AMM), **we won't trade against you, manipulate the trades or prices, wash trade**, or use any of the other centralized exchanges tactics against investors – we won't sell your trades to 3rd party funds to exploit.

The SOMA platform will **scan for outside illegal activities** on the AMM such as "front running" or other manipulations and ban offenders.

Because **we report to FINRA and the SEC**, there are policies and prohibitions against insider trading and other violations that other platforms ignore.

Additional features for tokens SOMA issues like "**positive control functionality**" – if the keys to the tokens are lost or stolen, the tokens can be replaced like a lost stock certificate.



# What Is a Non-Custodial Platform?

With a **custodial platform** (like a centralized exchange), a third party has direct control over your assets. The extent of this control and the flexibility of the third party to make use of your assets varies by provider, but there can be increased risk involved if assets are misappropriated.

## Non-custodial platforms

(like SOMA.finance), you maintain control over your wallet keys and digital assets. This gives you the freedom to trade as you wish, with the option to withdraw your assets from the platform at any time.

**We put the control back in your hands, reducing the need to place trust in third party organizations with your digital assets.**

How a **stock exchange** works



How a **centralized crypto exchange** works



How **SOMA.finance** works



# Investors



Gate Ventures

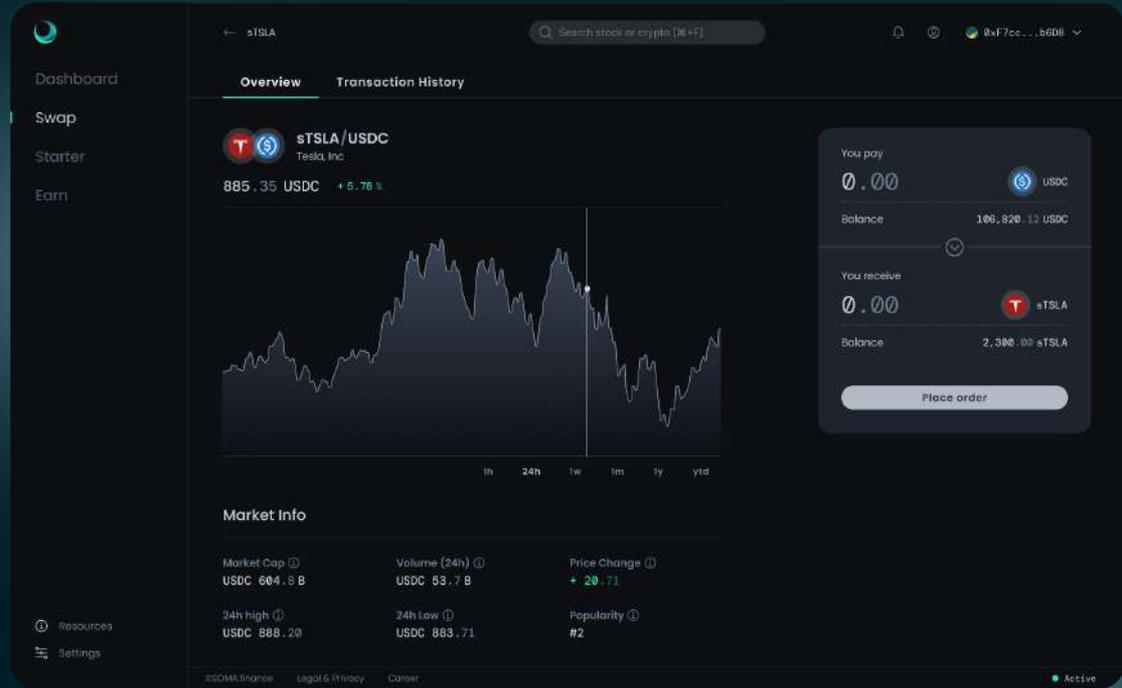


# SOMA.finance Platform



# Swap

Our multi-asset AMM supports the trading of tokenized equities, crypto, digital securities & NFTs, giving you the flexibility to build a diverse portfolio and earn yield any time, anywhere.



# What Is a DEX?

A Decentralized Exchange (DEX) is a peer-to-peer marketplace where **transactions occur directly between traders, removing the need for a broker or intermediary.**

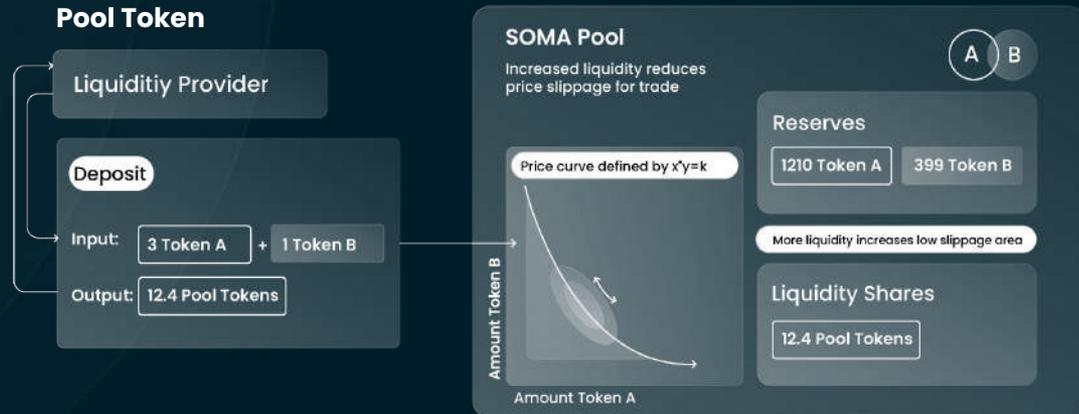
The majority of DEXs use an AMM (Automated Market Maker) protocol and **smart contracts to establish the price of digital assets and execute transactions directly on the blockchain.**

DEXs have a number of advantages over centralized exchanges or organizations including **increased transparency, lower fees, faster transactions and greater control over your own assets.**

## How SOMA.finance works



## Pool Token



# What Is Tokenized Equity?

Tokenized stocks are digital securities or crypto tokens issued on a blockchain, and like the certificates of yesteryear, **they represent equity shares in companies who have gone public on the NYSE, Nasdaq, or any other stock market** around the world.

**Tokenized stocks possess the rising or falling value of their underlying stock**, so if TESLA stock doubles in value, its tokenized equivalent doubles in value as well. This means the token that verifies asset ownership also possesses the value of its underlying asset, equity shares in a company.

All tokenized equities on the SOMA.finance platform are **backed 1:1 to their underlying asset** and each token on the exchange can be withdrawn to a personal wallet at any time. This means no synthetics, no derivatives or contracts for difference.

## What This Means for Investors:

1

### Low Fees

Minimal or reduced fees compared to traditional brokerages.

3

### Increased Flexibility

Increased flexibility to manage personal and client portfolios across markets.

5

### Better Transparency

More transparent transactions from blockchain and ledger technology.

2

### Better Reactivity

Faster response times to global events and current affairs.

4

### Fractional Shares

Access to fractions of any tokenized stocks.

6

### 24/7 Trading

No market hours, no closing bell. Trade when you want, where you want.

# Starter

The screenshot shows a web interface for 'SOMA Token'. At the top, there's a search bar with the text 'Search stock or crypto [K+F]' and a user profile icon with the address '0xF7ce...b608'. On the left, a sidebar contains 'Dashboard', 'Swap', and 'Starter'. The main content area features a large banner with the text 'Coming soon' and 'SOMA Token'. Below this, there's a 'SOMA' logo and two buttons: 'Participate' (highlighted in red) and 'Website'. A navigation bar below the banner has three tabs: 'PROJECT & TEAM' (selected), 'POOL INFO', and 'MY OVERVIEW'. Under 'PROJECT & TEAM', there's a 'Highlights' section with two bullet points: 'First legally issued and compliantly structured digital security that is open to US retail investors' and 'Token holders are eligible to receive dividends from the'. On the right side of the page, there's a 'YOU PAY' section showing '50%' (with a 'Max' button) and 'USDC' with a balance of '0.00'. Below that, it shows 'Balance' as '106,820' with a 'USDC' icon.

SOMAstarter is our globally compliant token issuance and capital raise platform.

Get first-mover advantage with access to all the latest projects.

# Earn

Earn is one of the first U.S. compliant staking and earning products, allowing for participation from a large base of investors, including U.S. retail.

The screenshot shows the 'Earn' dashboard with a sidebar on the left containing: Dashboard, Lockdrop, Swap, Starter, and Earn. The main content area is titled 'Earn' and includes a search bar and a toggle for 'Participated products only'. Five product cards are displayed in a grid:

Product	Status	Est. APR	Invested	Unrealized P/L
Polygon Earn (seMATIC)	Participated - Vesting till 3 Nov 23	18.25%	106,820.00 USDC	+ 212.00 USDC
Ethereum Earn (seETH)	Participated - Open: 30 days	20.00%	106,820.00 USDC	-- USDC
Cosmos Earn (seATOM)	Open: 30 days	38.00%	-- USDC	-- USDC
Flow Earn (seFLOW)	Open: 30 days	27.00%	-- USDC	-- USDC
Sand Earn (seSAND)	Closed	18.50%	-- USDC	-- USDC

At the bottom left, there is a 'Resources' link with an information icon.

# Key Features



## Tokenized Equities

Including after hours equities trading of key stocks and securities



## Crypto, STOs and NFTs

We will be the first globally compliant multi-asset DEX



## 24/7 Trading

Peer-to-peer trading round-the-clock



## 1:1 Backed & Redeemable

Ownership of the underlying Asset = not a synthetic or derivative asset



## Globally Compliant

Licensed & available for global retail and sophisticated investors



## DeFi to TradFi Bridge

Giving institutions on-chain DeFi access



## DeFi Primitives

Democratizing marketing making and yield farming for everyone



## FIAT Convertible

On/Off ramps for FIAT  
Conversations via MLT licenses



**SOMA Token**

# Security Structure and Offerings

Future financings utilizing **\$SOMA** will either be registered offerings or rely upon an exemption as the circumstances of the raise permits and requires.

The SOMA token is a security issued under the rules promulgated by the Securities Act of 1933 (as amended). As a security token, \$SOMA is subject to the securities rules and regulations of the United States.

As with all tokens issued on the SOMA.finance platform, the \$SOMA token was designed and issued specifically to be a financial instrument of SOMA Finance, LLC and to be regulated as such. As a security, issuances of \$SOMA to date and as anticipated, have relied upon various exemptions from Section 5 of the 1933 Act.



# Token Utility



Dividends



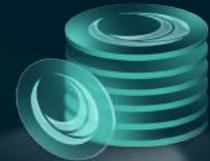
Yield Farming Opportunities



Governance & Token Holder Rights



Burns & Buybacks

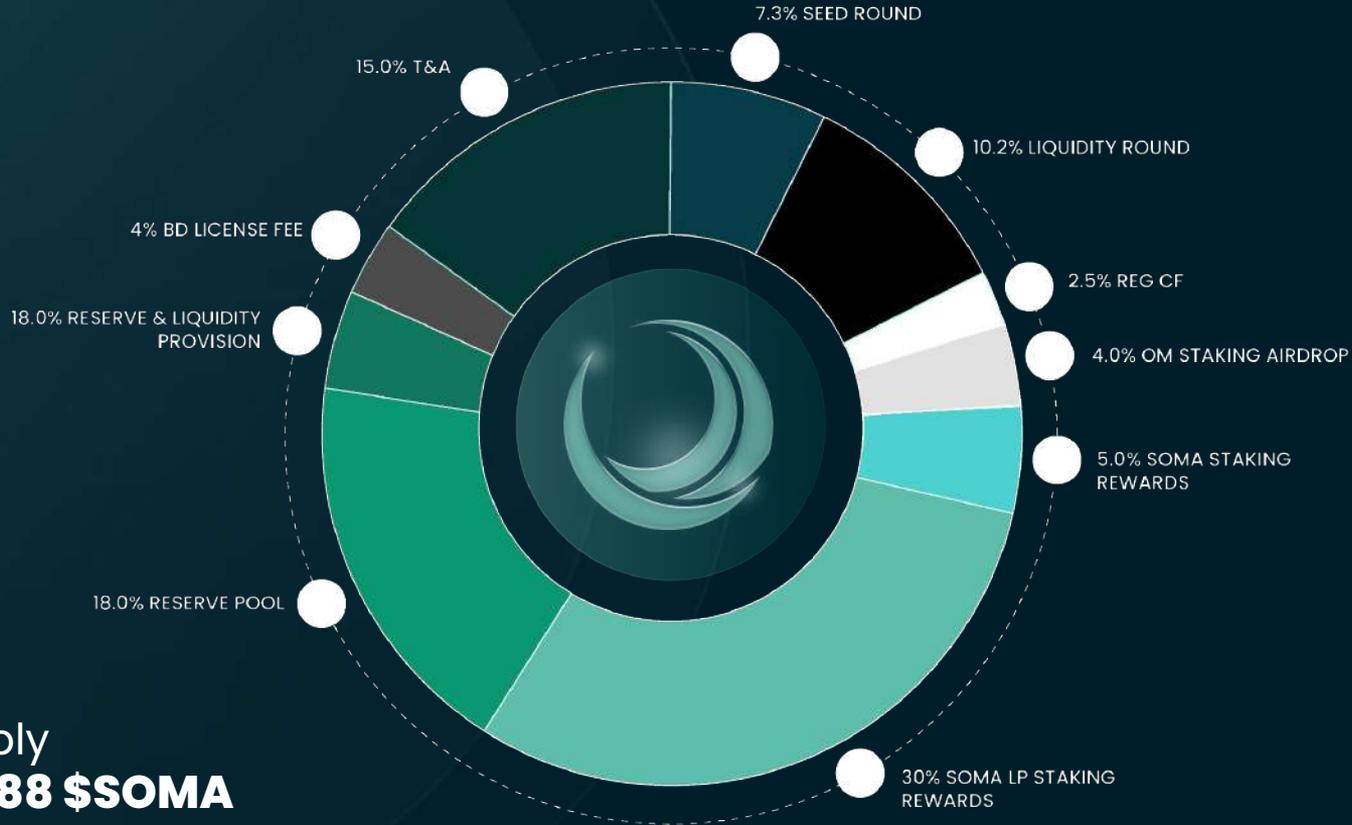


Staking

# Token Tranches

Distribution Tranches	Token Amount	%	Description
Seed Round	6,499,999.9 \$SOMA	7.3%	90 Day Cliff 3 year vest
Liquidity Round	9,055,555.5 \$SOMA	10.2%	45 Day Cliff 2 year vest
Reg CF+	2,222,222.2 \$SOMA	2.5%	1 year Cliff, unlock
OM Staking Airdrop	3,555,555.5 \$SOMA	4.0%	2.5% Day 7 - Linear for 2 years
SOMA Staking Rewards	4,444,444.4 \$SOMA	5.0%	
SOMA LP Staking Rewards	26,666,666.4 \$SOMA	30.0%	
Reserve Pool	15,999,999.8 \$SOMA	18.0%	
Reserve & Liquidity Provision	3,555,555.5 \$SOMA	4.0%	25% day 1 - Linear for remaining 75% Day 1 for 5 years
BD License Fee	3,555,555.5 \$SOMA	4.0%	

# Tokenomics

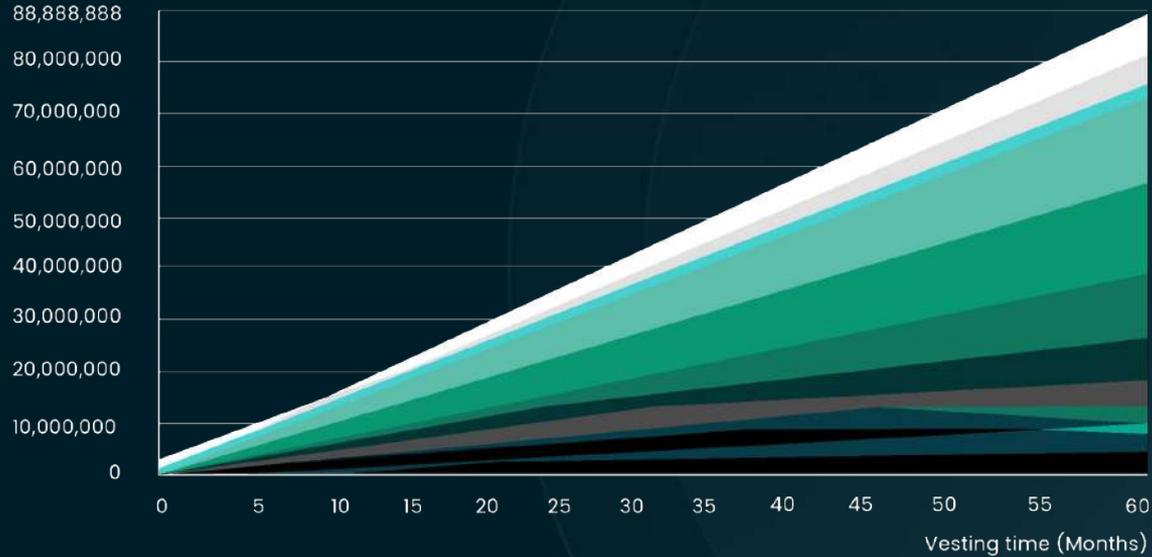


Total Supply  
**88,888,888 \$SOMA**

# Vesting Schedule

Token Amount

SOMA.finance 5 Year – Token Emission Schedule



# What Is Tokenomics?

Tokenomics – a combination of the words ‘token’ and ‘economics’ – is a term that incorporates all factors that determine the value of a token, including things like burning, market cap, supply, and utility.

It also covers the way that tokens are both generated and distributed, with various metrics measuring token supply – circulating supply (how many tokens are in the market), total supply (total amount of tokens that exist), and maximum supply (max. number of tokens that were coded to exist).

As with regular economics, supply and demand are the main factors that will determine the price of a token, with availability, distribution, utility etc. all affecting this supply and demand. Investors can look at the market cap of a token and the token supply to get an understanding of how valuable said token is.

## Factors Included in Tokenomics:

1

### Distribution

How a token can be accessed by investors.

2

### Burning

How tokens may be permanently removed from circulation. (Usually to maintain or increase value).

3

### Increased Flexibility

Increased flexibility to manage personal and client portfolios across markets.

4

### Market Cap

The total value of tokens based on price and circulating supply.

5

### Utility

The benefits, advantages or applications that the token brings with it (beyond pure value).

# Follow Our Updates On Our Channels.

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# Appendix



# FINRA Broker Check

[www.finra.org/brokercheck](http://www.finra.org/brokercheck)

User Guidance

## Firm Operations

### Types of Business

This section provides the types of business, including non-securities business, the brokerage firm is engaged in or expects to be engaged in.

**This firm currently conducts 7 types of businesses.**

#### Types of Business

Underwriter or selling group participant (corporate securities other than mutual funds)

Mutual fund retailer

Broker or dealer selling variable life insurance or annuities

Real estate syndicator

Broker or dealer selling oil and gas interests

Private placements of securities

Other - PRIVATE PLACEMENTS OF DIGITAL SECURITIES, INCLUDING THE USE OF DISTRIBUTED LEDGER (BLOCKCHAIN) TECHNOLOGY

- OTHER - MERGERS AND ACQUISITIONS SERVICES

### Other Types of Business

This firm does not effect transactions in commodities, commodity futures, or commodity options.

This firm does not engage in other non-securities business.

Non-Securities Business Description: