

**Wombat Capital Markets LLC**  
**Customer Relationship Summary (Form CRS)**  
Effective May 8, 2024

**Introduction**

**Wombat Capital Markets LLC (“the Firm”)** is registered with the Securities and Exchange Commission as a broker-dealer and is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities and Investor Protection Corporation. Brokerage and Investment Advisory fees differ, and it is important for you, the retail investor, to understand the differences. Free and simple tools are available to research firms and financial professionals at [www.investor.gov/CRS](http://www.investor.gov/CRS) which also provides educational materials about broker-dealers, investment advisers and investing.

**Relationships and Services**

***What investment services and advice can you provide me?***

**Wombat Capital Markets LLC** acts as a Broker-Dealer, offering private placement of securities to institutional investors. Our clients (“Issuers”) raise capital through private placements exempt from registration with the SEC. We act as a Broker-Dealer, introducing issuers to institutional investors. The issuer has sole discretion over whether to accept a proposed commitment by you. We also engage in Mergers and Acquisitions Advisory work with Institutional customers. **We do not offer** any other type of products, services, or investments to retail Investors. We do not provide recommendations. Should you, the retail investor, request information about a private placement of securities, we will provide you with documents such as an Offering Memorandum or Private Placement Memorandum. **There is a minimum** commitment on your part that is required to participate in a private placement of securities. These are determined by the Issuer and vary by Issuer. **We do not monitor your investment.**

**You, the investor, make the ultimate decision regarding the purchase or sale of investments.**

**Additional Information:** To learn more about the brokerage services that **Wombat Capital Markets LLC** offers, please visit our website at: [www.wombatcapital.com](http://www.wombatcapital.com) or speak directly with one of our Registered Representatives.

*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?*

**Fees, Costs, Conflicts, and Standard of Conduct**

***What fees will I pay?***

You do not pay any fees directly to Wombat Capital Markets LLC. Our primary revenue stream is derived from a pre-determined percentage of fees paid by the Issuer to the Firm, which in a private placement of securities, is based upon the total amount of investments made by the Investors, known as a “success fee.” Each Issuer determines the fees associated with each particular investment, as they differ. The fees are paid directly to the Firm. In M&A Advisory work, the Firm is also paid a “success fee” when the engagement is consummated. In both private placements and M&A Advisory work, the Firm could also receive retainer/advisory fees, paid by the Issuer.

Wombat Capital Markets LLC works with multiple Issuers. The fees paid to the Firm varies by each Issuer. There is a potential conflict for us to introduce you to private placement transactions with higher fees. The more commitments you make to issuers will result in larger fees being paid to us. A conflict of interest may exist by us doing so, which may materially affect your investment decision.

**Additional Information:** 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. Please speak with your Registered Representative for additional information.

*CONVERSATION STARTER: 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?**

We do not provide recommendations. The way we make money creates some conflicts with your interests. You should understand and ask about these conflicts because they can affect the services we provide to you. We will provide you with the most current version of the offering materials as provided to us by the Issuer. We are making an introduction to an Issuer for a potential investment in a private placement of securities. Here is an example to help you understand what this means:

The amount of “success fees” will be determined by each Issuer in our Engagement with them, therefore, acting as a Placement Agent, a conflict of interests exists to place investors with an Issuer paying greater “success fees.”

*CONVERSATION STARTER: How might your conflicts of interest affect me and how will you address them?*

**Additional Information:** Please feel free to discuss any questions that you have about conflicts of interests with your Registered Representative.

**How do your financial professionals make money?**

Our financial professionals are compensated in various ways. Some professionals with our Firm receive salary and bonus (which may or may not be discretionary and if not discretionary, is based upon a percentage of the fees earned). Our Registered Representatives that are consultants to the Firm receive a small percentage of the retainer paid by the client and a percentage of the “success” fees paid to the Firm. Management of the Firm do not receive a salary and on a discretionary basis, may withdraw funds from time to time. A conflict of interest is created through the receipt of compensation for the aggregate private placement fees based upon a percentage of the fees agreed upon with the Issuer, which may be a higher for some Issuers than others, when we act as a Placement Agent.

**Disciplinary History**

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

Yes. Please visit the following link for a free and simple search tool to research our firm and its financial professionals: [www.investor.gov/CRS](http://www.investor.gov/CRS).

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

**Additional Information:** You can find additional information about our brokerage services at [www.wombatcapital.com](http://www.wombatcapital.com) or by speaking with one of our Registered Representatives.

You can find a free copy of Form CRS on our website. You can request up-to-date information and request a hard copy of our Customer Relationship Summary (CRS) by contacting the firm at: 212-605-9956.

*CONVERSATION STARTER: 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?*