

Delphos MMJ L.P.

Customer Relationship Summary

Delphos MMJ L.P. (“Delphos”) is registered with the Securities and Exchange Commission as a broker-dealer and is also a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC). Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences. Delphos acts solely in a broker-dealer capacity when engaging with retail investors.

Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](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?

The services we offer to retail investors are limited to selling private placement securities and providing merger and acquisition advisory services. We do not open brokerage accounts, buy or sell securities on your behalf, hold retail investor cash, clear trades, or offer financial planning, investment advisory or monitoring services. Other brokerage firms will be able to provide a wider range of services for the average retail investor.

We do not provide investment advice or ordinarily provide investment recommendations subject to Regulation Best Interest. Further, we do not: (i) monitor investments, (ii) have discretionary authority over accounts, (iii) offer advice related to proprietary products, or (iv) set account minimums. Delphos offers investments in private placement offerings to certain retail investors who qualify as accredited investors by introducing investors to issuers.

Private placements are not registered with the SEC and involve a high degree of risk, including possible loss of your entire investment and limited ability to resell. Each private placement offering will have documentation that provides details surrounding the particular offering, including but not limited to its risks, suitability and investment minimums. You should always receive, read, and understand the offering documentation in order to understand the investment you are making. If you do not understand or you feel that the investment is not in your best interest, do not make the investment. While we do not provide investment recommendations to you, we may assist you in completing the subscription agreements for the investment offering if requested.

For additional information about our services, please see our website at www.delphosmmj.co or speak with your firm contact.

Conversation Starters. Ask Your Financial Professional:

- ✓ **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?

We do not directly charge fees to retail investors for brokerage services (e.g., transaction fees, account opening fees or the like). Investors are indirectly assessed fees through the structure of the private securities offering the investor purchases, which is disclosed in the respective offering documentation. In connection with the placement of private securities, we typically receive certain fees, which may include closing or success fees. We receive these fees from the Issuing Company (associated with the offering). We may also provide other services for fees related to the offering for the Issuer, which would be disclosed in the offering documentation.

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.

Conversation Starters. Ask Your Financial Professional:

- ✓ 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 must act in your best interest and not place our interest ahead of yours. However, the way we make money creates conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendation(s) we provide you. Here are some examples to help you understand what this means.

- *Cash and Non-cash Compensation:* In addition to a sales commission paid by the issuer of any private placement we offer you, we may also receive non-cash compensation in the form of equities or equity derivatives such as placement warrants of the issuer. Because the firm receives compensation, we have an incentive to encourage you to invest in the offerings presented.
- *Mergers & Acquisitions Advisory:* Our firm earns fees for advising corporate clients on merger and acquisition transactions and sales. We may also act in the capacity as a placement agent for those corporate clients who wish to raise capital via a private placement offering where we will also earn fees and other compensation in this capacity. This creates a conflict because we have an incentive to make these offerings successful and to encourage you to invest in these offerings.
- *Limited Investment Offerings:* Our investment services are limited to private placement offerings; therefore, other firms may provide a broader range of services or lower-cost options.

Conversation Starter. Ask Your Financial Professional:

- ✓ 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 compensated either based on a salary and/or a commission basis. They may also receive non-cash compensation from issuers, such as equity, warrants, or paid travel to issuer-sponsored meetings.

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

Yes. Details of our disciplinary history are available at Investor.gov/CRS or by contacting us directly.

Conversation Starter. Ask Your Financial Professional:

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

Additional Information

You can request up-to-date information or a copy of this summary by visiting www.delphosmmj.co, or emailing compliance@delphosmmj.co.

Conversation Starters. 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?