



# We launch **big ideas**

We partner with inventors, universities, entrepreneurs, and early-stage public companies to launch big ideas and create new technology leaders.

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This presentation contains “forward looking” information. Such information indicate expected future business and financial performance and financial condition. Forward looking statements address matters that are uncertain. Forward looking statements are not guarantees of future performance, and are only based on management’s current expectations, assumptions, estimates and projections about the Company and the industries in which the company and its subsidiaries operate. The statements that are forward looking are subject to the risks and uncertainties that the Company will face, many of which are discussed in the Registration Statement on Form S-1 (#333-268318), filed with the Securities and Exchange Commission, for the offering. You are urged to consider these factors in evaluation of your investment in the Company.

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The offering will be made only by means of a registration statement . A registration statement on Form S-1 relating to these securities has been filed with the U.S. Securities and Exchange Commission and has become effective. The securities offered by MDB Capital Holdings are highly speculative. Investing in shares of MDB Capital Holdings involves significant risks. The investment is suitable only for persons who can afford to lose their entire investment. Furthermore, investors must understand that such investment could be illiquid for an indefinite period of time.

Prior to this offering, there has been no public market for MDB Capital Holdings’ class A common shares. MDB Capital Holdings has applied to list its class A common shares on The Nasdaq Capital Market, sometimes referred to as Nasdaq, under the symbol “MDBH.” The listing will not be approved until the time of the closing of the offering. No assurance can be given that their application will be approved or that an active trading market for the class A common shares will develop. Although there is no minimum amount of class A common shares required to be subscribed for by investors for a closing to occur and for the release of funds to the Company, MDB Capital Holdings will not consummate and close this offering without a listing approval letter from the Nasdaq Capital Market. If the Company do not receive a Nasdaq listing approval, they will terminate the offering and, following such a termination, MDB Capital Holdings will promptly return all escrowed funds to the subscribers without interest or offset; or, if a subscriber has an account with My IPO (or another broker with client funds held at a clearing firm), funds for such unsold shares in the terminated offering will not be debited from the subscriber’s account.

Listing securities on a national exchange entails significant ongoing corporate obligations including but not limited to disclosure, filing and notification requirements, as well compliance with applicable continued quantitative and qualitative listing standards. For additional information on MDB Capital Holdings, the offering and any other related topics, please review the registration statement on Form S-1 (#333-268318) that can be found at the following location EDGAR Entity Landing Page ([sec.gov](https://www.sec.gov)). Additional information concerning Risk Factors related to the offering, including those related to the business, government regulations, intellectual property and the offering in general, can be found in the risk factor section of the Form S-1 registration statement.

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## ABOUT US

# Leaders In Launching Big Ideas Via Public Venture

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Founded in 1997 to back visionary technology, inventors and technology entrepreneurs

## OUR FOCUS

### Universities

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Technology developed at universities or research centers.

## FINANCING

### Integrated Two-Step Approach

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We invest early capital between \$5-\$15MM, followed by raising \$20-\$60MM via public offering.

## COMPANY STAGE

### Early/Seed

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Past companies have been early/seed stage and virtually all pre-revenue with little or no management team.

## NO-FUND

### Community-Financing

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We have had no fund and the capital was largely raised from our community of sophisticated individual investors.

## OUR ROLE

### Co-Founders

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We have acted as co-founders and facilitated the initial commercialization, IP, business and financing strategy and providing management.

WHY DOES IT MATTER?

# Everyone Wins

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Holistic model built for long-term sustainability

## **Inventors, Universities and Co-Founders**

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- ▶ Co-imagining and creating commercialization paths for early-stage big ideas
- ▶ Enabling financing for complex technology platforms
- ▶ Ownership stakes may provide greater value than with traditional venture capital
- ▶ Enhanced funding and liquidity opportunities

## **MDB Employees**

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- ▶ Our approach has created wealth for our long-term employees

## **MDB Investors/Shareholders**

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- ▶ Our model seeks to provide substantial returns without venture capital fund illiquidity and enable investors to balance risk
- ▶ A collaboration to create a sense of purpose and a strong community

## **Society and Economy**

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- ▶ Focus on investments that benefit society
- ▶ Enables advancement of valuable scientific discoveries
- ▶ New innovations create potential for high value jobs and economic growth

## **Company Management & Board Members**

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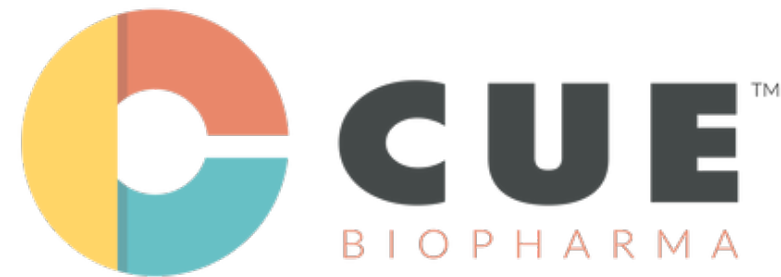
- ▶ Enabling much easier capital formation
- ▶ Providing a better platform for attracting the best employees

# Ideas To Billion-Dollar Plus Market Valuations

Our process and platform has enabled our companies that began as ideas or early-stage companies to finance their launch towards commercialization



Co-founded 2016  
Acquired by Sanofi for \$2.9B



Co-founded 2014



Co-founded 2014

# What Is Our **Secret To Success?**

**1**

**Our Criteria**

**2**

**Our Process**

**3**

**Our Community**

# Our Investment Criteria

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Early-stage companies that can thrive in the public markets that have a high probability of commercial success

## Tech Leadership Potential

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- ▶ Well defined differentiation enables a new technology category

## Platform Technology

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- ▶ Core technology can be deployed across different vertical markets or indications

## Large Market Potential

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- ▶ Large market opportunity and solves big unmet needs

## Early Inflection Point

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- ▶ Reasonable timeline and cost required to validate technology feasibility in commercial marketplace.

## Clear Market Insertion

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- ▶ Technology disruption is sufficient to incentivize channel partners or gatekeepers to easily adopt and enter the market

## Strong IP Position

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- ▶ Robust, defensible IP position with broad claims covering the invention enable a sustainable competitive advantage

# Our Process

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Transforming ideas into investable assets

## 1. Define

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- ▶ Understand what has been developed
- ▶ Define the space for analysis

## 2. Analyze

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- ▶ Players in the space
- ▶ Map IP and new inventions via PatentVest IP intelligence platform
- ▶ Compare how they relate to our company's innovations

## 3. Differentiate

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- ▶ Gain firm understanding of competitive advantages and differentiation
- ▶ Clearly define the “Theory of Opportunity” to gain buy in of subject matter experts and leaders in the field
- ▶ **Complete first stage funding**

## 4. Conceive

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- ▶ Develop a business, IP, innovation, R&D, and financing strategy to:
  - ▶ **Create a new vertical or**
  - ▶ **Establish a leadership position in an existing category**
  - ▶ **Seek value realization including IPO 12-18 months later**

## 5. Innovate

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- ▶ Re-evaluate and innovate continuously to:
  - ▶ Maintain category leadership or
  - ▶ Pivot to new strategy when necessary



# Our Community

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Approximately 500 sophisticated investors that now have significant experience in public venture

## Thought-Leaders

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- ▶ These people are influencers in multiple industries
- ▶ Have access and reach that is invaluable to all our companies

## Engaged

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- ▶ Engaged
- ▶ Want to help these companies where they can

## Advocates of Our Mission

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- ▶ Help us to make better decisions
- ▶ Creates the reach to expand the community

## Long-Term Focus

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- ▶ Patient investors and not interested in quick, small returns
- ▶ Key to building value for early-stage ventures in the public markets

# Leadership Development Platforms

Platforms for launching big ideas and developing early-stage companies into technology leaders



## MDB Capital Holdings

- Seed stage startups
- Co-founders
- Significant value creation



## Public Ventures

- Community-driven micro and small cap financings
- Follow-on financings: \$5-50MM
- Select IPOs: \$20-50MM



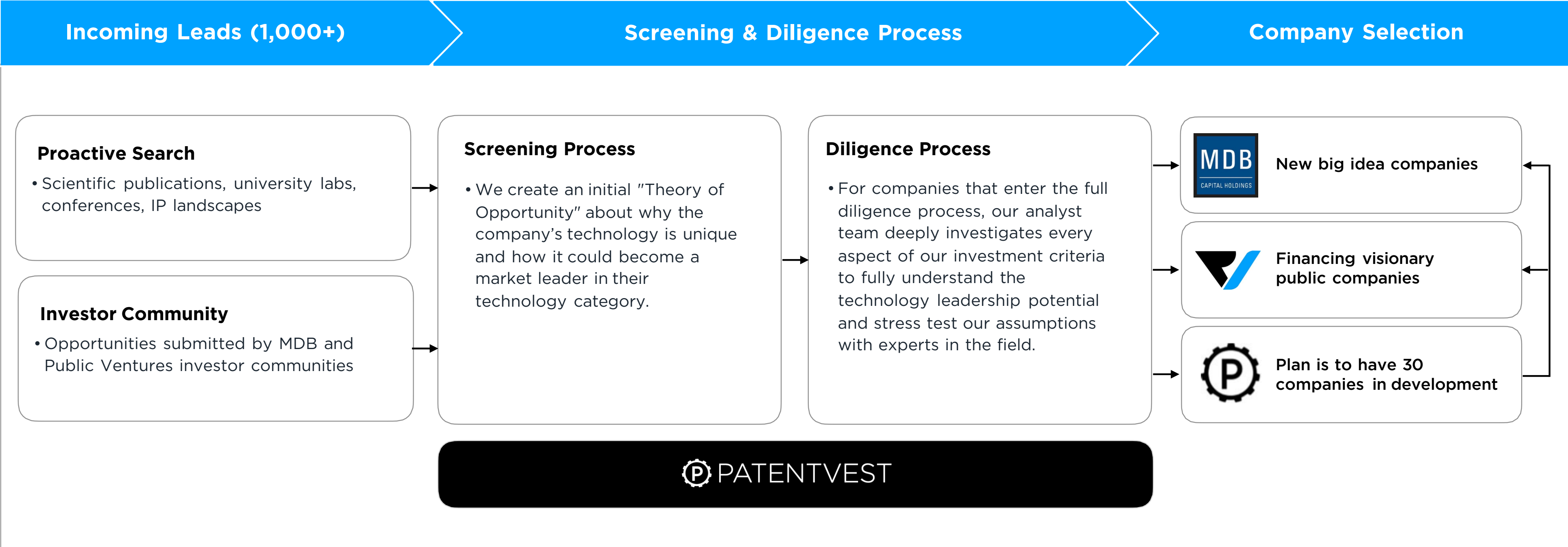
## PatentVest

- Integrated IP Solution Platform
  - Law Firm
  - Strategy Development
- Enabling promising technology companies to become leaders in their space
- Curating the best opportunities for MDB and Public Ventures



# Our Vetting Process

We screen thousands of investment opportunities annually to identify companies with the best potential to become market leaders in their technology category



# Unique Structure Enables Platform

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## Publicly-Traded LLC

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- ▶ Pass through of gains and losses
- ▶ Avoid double taxation of distributions
- ▶ Spin-outs may qualify for beneficial tax treatment (e.g. QSBS Section 1202)
- ▶ Distribute cash or securities to maintain discipline and return on assets

## Capital "Efficient"

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- ▶ Significant value creation without significant capital
- ▶ Use funds to instill life and build organization then spin out or realize value through other means
- ▶ Cash used sparingly to create biggest impact
- ▶ Return excess capital to shareholders

## "Community" IPOs via Rights Offerings

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- ▶ Shareholders may get pro-rata rights to participate in spin-out IPOs or realize distributions from other value realizations
- ▶ Participate in subsequent rounds of private financing
- ▶ Brings strong "community" foundation to each new company to build upon

# Platforms For Value Creation

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**We launch big ideas.** We partner with inventors, universities, entrepreneurs, and early-stage public companies to launch big ideas and create new technology leaders.



**A community dedicated to backing the technology leaders of the future.** We finance and support visionary public companies with the potential to become market leaders in their technology category.



**We create technology leaders.** Enabling university spin-outs and early-stage companies to develop into technology leaders.

# Public Ventures

A community dedicated to backing the technology leaders of the future

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## Community

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Community of sophisticated investors focused on investing in public venture and micro and small cap equities

## Financing Platform

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Financing platform for development stage public companies for follow on equity offerings and to launch and finance new public companies via IPOs and private companies via pre-IPO financings

## Clearing and Trading Platform

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Creating service platform to make investing in microcap and/or small cap segment more accessible and efficient

## Alignment of Interests

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Holistic approach by aligning interests with the community and the companies by taking a portion or all fees in equity

## Market of Members

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Built to create a "Market of Members" like Lloyds of London where the diligence and process enables the community to properly "price the risk"



OPERATING SUBSIDIARY

# PatentVest

We create technology leaders

## Leadership Development

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- Teams of leading strategists, patent attorneys, and IP analysts focused on identifying and building promising technology companies into technology leaders

## Integrated IP Solution Platform

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- Proprietary global patent database and software platform that enables our team to rapidly understand a company's technology landscape to guide and optimize business, IP, and R&D strategies
- **IP Legal firm owned by a publicly traded US company that allows us to integrate technology expertise with patent prosecution services**

## Market Dysfunction In Prosecution

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- Too many issued patents being worthless and companies focusing R&D and product development efforts on areas with low ROI and where they cannot protect with patents

## Our Goals

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- **Enable promising technology companies to become leaders in their category by creating and executing an integrated IP, business, and financing strategy that allows for increased market values and efficient financing**
- Screen and diligence leads to strengthen MDB and Public Ventures deal pipeline



BIG IDEA SPIN-OUT

# Invizyne Technologies

The leading designer of novel enzyme-based biomanufacturing systems

## Enzymatic Biomanufacturing

- We use enzymes to create valuable chemicals and the next generation of drugs for pharma and chemical companies using natural or renewable inputs

## Validated Approach

- We have demonstrated the manufacturing feasibility of our approach and are moving toward commercial-scale production and commercialization via licensing agreements, joint ventures, and spin-outs.

## Novel Chemicals and Spin-Outs

- Our systems create rare and new chemicals that do not exist in nature or cannot be produced cost-effectively via traditional chemical manufacturing or cell-based synthetic biology - generating new markets and new product companies

## Why It Matters

- Low production costs and linear scaling of our SimplePath systems enables broad commercialization
- Our technology overcomes limitations of traditional SynBio 1.0 (cell-based fermentation) and historical cell-free technologies
- Fast time to market via the rapid design and prototyping (3-6 months and \$1MM)
- Environmentally sustainable: Low carbon emissions, less pollutants, and uses renewable feedstocks

## Government Backed

- Over \$10MM+ in funding by US government agencies (DOE, NIH) has enabled us to design multiple systems for the production of 2nd gen biofuels, active pharmaceutical ingredients, industrial chemicals, and food, flavors and fragrances

## Upcoming Inflection Points

- Critical hires to scale R&D and begin true pilot production
- Partnerships with bulk enzyme producers
- Building out true pilot production facilities for isobutanol (2nd gen biofuel) and Active Pharmaceutical Ingredients (API's)
- Joint development, spin-outs, and licensees with Pharma and chemical companies to begin the commercialization of isobutanol for biofuels and active pharmaceutical ingredients



# MDB IPO Summary

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- ▶ Digital Offering as selling agent
- ▶ Up to \$20MM
- ▶ \$12.00 per share
- ▶ Up to 1,666,666 Class A Common Shares
- ▶ 4,295,632 Class A and 5,000,000 Class B shares post offering
- ▶ Trading expected on NASDAQ in early September

Prior to this offering, there has been no public market for MDB Capital Holdings' class A common shares. MDB Capital Holdings has applied to list its class A common shares on The Nasdaq Capital Market, sometimes referred to as Nasdaq, under the symbol "MDBH." The listing will not be approved until the time of the closing of the offering. No assurance can be given that their application will be approved or that an active trading market for the class A common shares will develop. Although there is no minimum amount of class A common shares required to be subscribed for by investors for a closing to occur and for the release of funds to the Company, MDB Capital Holdings will not consummate and close this offering without a listing approval letter from the Nasdaq Capital Market. If the Company do not receive a Nasdaq listing approval, they will terminate the offering and, following such a termination, MDB Capital Holdings will promptly return all escrowed funds to the subscribers without interest or offset; or, if I have an account with My IPO (or another broker with client funds held at a clearing firm), funds for such unsold shares in the terminated offering will not be debited from the subscriber's account.

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# Intended Use of Proceeds

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Expansion of self clearing operations of Public Ventures

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Initial operating expenses of PatentVest law firm

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Expansion of PatentVest marketing

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Evaluation of partner companies and seed funding

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Working capital and other general corporate purposes

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# Closing Thoughts

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- ▶ Proven platform for creating value from big ideas
- ▶ Scaling our capabilities and value creation via Public Ventures and PatentVest
- ▶ MDB historical big idea companies have created significant stakeholder value and could drive significant future shareholder value
- ▶ Opportunity to be part of community to help co-create value for humanity by funding and supporting impactful technologies
- ▶ Get access to big idea IPOs
- ▶ Preferred access to Public Ventures Financings
- ▶ Next big idea spin-out Invizyne expected later this year



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