

Liquidity for Restricted Shareholders— Before the Lockup Expires

A non-recourse lending structure that lets restricted shareholders access cash during their 6–12 month restriction period—U.S. Rule 144, Canadian escrow, HKEX/ASX lock-up, or equivalent—without an early sale and without disturbing the restriction.

THE OPPORTUNITY YOU'RE BRINGING US

The Problem

Founders, early employees, and PE/VC-backed holders worldwide sit on real equity they can't touch. U.S. issuers carry a 6-month Rule 144 hold; Canadian, Hong Kong, and Australian listings carry comparable escrow or lock-up periods.

The Old Options

Sell early and breach the restriction. Wait it out with no liquidity. Or find a lender who won't touch restricted or escrowed stock at all.

Our Structure

We lend directly against the restricted shares as collateral—a bona fide pledge, not a sale. Regulators in major markets (SEC Rule 144, HKEX Rule 10.07, Canadian NP 46-201) expressly permit pledging restricted shares as security for a bona fide loan.

Why It's Compliant

We do not swap, exchange, or front free-trading treasury shares for restricted stock in any market. We stay inside the pledge exemption—full stop, in every jurisdiction we lend into.

HOW THE DEAL IS STRUCTURED

1. Shareholder pledges vested restricted or escrowed stock as collateral—shares stay titled to them, no sale occurs, in any market we lend into.
2. We fund a non-recourse cash advance sized to the position, priced for illiquidity and restriction risk (lower LTV than free-trading collateral).
3. Term is set to roughly bridge the remaining restriction window, 6–12 months.
4. Once restrictions lapse, the shareholder can sell, refinance, or repay from other funds. The loan is non-recourse—if they default, our claim is limited strictly to the pledged shares, never the shareholder's other assets.

NON-RECOURSE

NO SALE REQUIRED

RESTRICTION
PRESERVED

US · CAN · HK · AU

WHAT THIS MEANS FOR YOU AS A PRP

This opens a segment most stock-lending desks turn away outright, in any market: pre-IPO employees, SPAC sponsors, PE co-invest holders, and controlling/escrowed shareholders on the ASX, TSX/TSXV, HKEX, or U.S. exchanges. As a PRP, your role stays exactly what it's always been—you refer the introduction. SCG underwrites, structures, and funds the loan directly with the shareholder. You are never a lender, borrower, or party to the loan document.

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