

PRELIMINARY DRAFT:
LEAFCOIN WHITE PAPER

August 14th, 2023



Powering Financial
Accessibility in Cannabis

WHITE PAPER



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IMPORTANT ADVISORIES: THIS IS NOT AN OFFERING OR OPPORTUNITY FOR INVESTMENT. THIS IS A NOTICE OF THE CREATION OF A CRYPTOCURRENCY UTILITY COIN DESIGNED TO BE OF SERVICE TO THE CANNABIS INDUSTRY. IT IS IMPERATIVE THAT YOU DO YOUR OWN RESEARCH IN ALL RESPECTS. FURTHER, WHEN PURCHASING CRYPTOCURRENCY OF ANY SORT, IT IS INCUMBENT UPON THE PURCHASER TO VERIFY THE WALLET TYPE, WALLET NETWORK, WALLET ADDRESS, AND/OR EXCHANGE IN WHICH COINS WILL BE HELD, AS WELL AS VERIFYING THE CONTRACT ADDRESS THROUGH WHICH THE COIN MAY BE PURCHASED AND THE WALLET ADDRESS TO WHICH THE COIN MUST BE DELIVERED. IN ADDITION TO THE ETHEREUM REQUIREMENT TO PURCHASE CERTAIN COINS, YOU MAY ALSO BE REQUIRED TO HAVE ETHEREUM AVAILABLE IN YOUR WALLET TO PAY FOR TRANSACTION FEES, KNOWN AS “GAS FEES.”

EXECUTIVE SUMMARY

Cannabis is one of the fastest growing industries in the United States.

INTRODUCTION

According to industry research group New Frontier Data, a global authority in data analytics and business intelligence for the cannabis industry, the U.S. cannabis market is projected to reach \$70 billion annually by 2030. Accompanying this projected exponential growth are unresolved challenges, the three largest being financial integration, business compliance, and consumer safety. LeafCoin delivers a viable and powerful solution through both its dedicated coin and its App, which is currently in development.

Due to federal banking laws there is currently no widely accessible financial system across the cannabis system that does not create significant barriers to entry due to excessive banking fees, significant reporting requirements (many imposed only on the cannabis industry), and exorbitant insurance costs - all of which make the cost of doing business prohibitive for many new entrants (particularly for unserved and underserved communities). These limitations restrict and severely hinder capital investment for existing stakeholders, prospective entrepreneurs, and community advocates. Indeed, opportunity equalization has historically fostered good will and broad-based and cultural adoption.

COMMERCIALIZATION

As a utility coin created to service the cannabis industry, LeafCoin delivers the most effective industry solution. LeafCoin was designed, programmed, and tested as a powerful response to the financial and safety problems faced at every step by vendors and consumers. Covering every stage in the process, from growing and harvesting, to transporting, dispensing and retail, LeafCoin resolves the financial and safety challenges faced by both industry stakeholders and consumers.

COMPLIANCE

Cannabis is one of the fastest growing industries in the United States. LeafCoin can also solve compliance issues for businesses operating in states where the industry is legalized. LeafCoin's technology on the Ethereum platform tracks all transactions, making it easier to track transactions and obligations efficiently. Through the LeafCoin App, smart contracts residing on the blockchain can automatically submit taxes to state and local governments in accordance with their tax laws at the point of transaction.

LeafCoin will also support government compliance by providing businesses with management tools to run their businesses more effectively, allowing them to remit taxes in a more seamless manner, and ensuring adequate tracking

of the supply chain to avoid fraudulent usage. These business tools will ensure upfront business compliance and minimize the need for government audits and reduce the expenses of government oversight at all steps in the process.

COMMUNITY

LeafCoin creates the opportunity to overcome barriers to entry for unserved and underserved communities. Wherever consumers and dispensaries are located, particularly in communities where personal and business safety is a concern, LeafCoin increases safety in transactions by entirely avoiding cash. It also creates certainty in transactions, avoiding fraud and loss. Further, LeafCoin reduces barriers to entry to new entrepreneurs by reducing the need for cash in transactions, which greatly reduces transaction fees (especially the 4% to 15% fees associated with dealing in large blocks of cash). By formulating a compliance scheme within the LeafCoin App, would-be entrepreneurs can meaningfully reduce overhead and expenses. LeafCoin adoption will shorten the timeline from business startup to breakeven, further reducing the need for cash infusions. During operations, this same compliance scheme provides excellent documentation on a continuous basis, reducing the risk of and from government audits.

LeafCoin removes barriers to entry and barriers to growth.

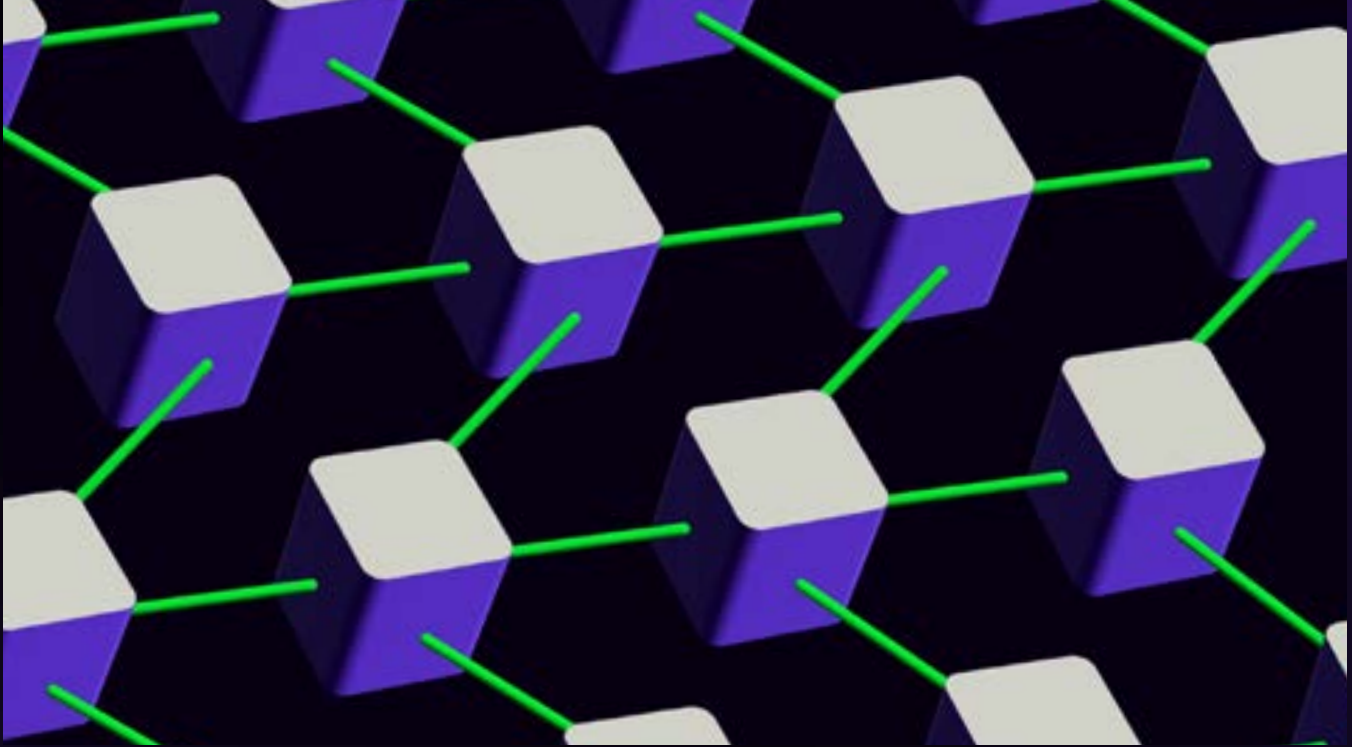
LEAFCOIN'S UTILITY AND VALUE PROPOSITION

LeafCoin removes barriers to entry and growth. LeafCoin promotes consumer confidence, supports entrepreneurship, encourages industry growth, creates cooperation between business and government, and benefits commercialization, minority-owned businesses, and government tax revenues. LeafCoin is powered by the diversity of its management team, which is more than 50% minority.

The cannabis industry spans across the globe. In the United States, the rate of marijuana legalization for medicinal and adult/recreational use is increasing yearly, but many states and the federal government remain resistant. There has also been a growing adoption of these marijuana-based products for the treatment of chronic ailments. With the growth, expansion, and maturation of the cannabis industry - and given that the industry has continuing challenges across the United States particularly at the federal level, the financial relationship between growers, distributors, buyers, and sellers has become increasingly interdependent.

In the wholesale and intermediary channels, growers and distributors seek to operate legally, safely, and have their businesses flourish. For both consumers and vendors, cash is no longer the simplest or preferred method of payment. Cash lends itself to theft and other physical barriers, and federal banking laws make regular banking activities difficult to impossible to conduct. LeafCoin is the perfect solution for this industry. Every transaction can occur "online" even when conducted in person, instead of customers or vendors being concerned about the nature of transactions. Specifically, there are ongoing and known concerns regarding the safety of making payments on the consumer side and the entrepreneur's subsequent ability to legally pay expenses, taxes, obtain profits, and build successful businesses.

Benefits of Blockchain



Decentralized Finance (DeFi) allows for both financial transactions and the existence and implementation of financial instruments without relying on intermediaries such as brokerages, exchanges, or banks, by using “smart contracts” on an advanced recording spreadsheet known as a ledger, using a tracking and matching technology known as “blockchain”. DeFi gives users the ability to borrow, lend, and trade assets directly with one another without the involvement of banks. Universal access is provided to users in developed and emerging markets alike.

SMART CONTRACTS have their contractual terms built into their programming on the blockchain, and when the condition triggering a transaction occurs, the transaction is made based upon the terms in the Smart Contract, but independent of the creators. This ensures that not only transactions take place as agreed, but only those transactions that are pre-approved occur (avoiding fraudulent transactions). By using smart contracts, cannabis businesses can better comply within ecosystem partnerships with local and state governments, reducing the need for additional administrative recordkeeping and providing a powerful auditable transaction chain available when the government seeks to review records.

BLOCKCHAIN is a digital ledger of decentralized data that enables data sharing on a dedicated but widely distributed and duplicated cloud network. By design, the blockchain protocol reduces fraud, as transactions are almost impossible to fake or replicate. Each transaction on a blockchain ledger has a complex transaction stamp, unique from all others, including dates, times, and tracking of and matching with previous transactions. The blockchain system uses cryptography mathematics and multiple blockchain copies across many computer networks to ensure successful recordation and prevent false transactions. This dimensional recording system creates a powerful safety wall, as no block of information can be changed or deleted without interrupting the ongoing recording as verified by multiple systems at the same time. This recognition requirement across multiple dimensional systems delivers what may be the most powerful financial and data security system yet created.

In a centralized financial system, users have many limitations including operating on the bank's timeline, withdrawal and transfer limits, and being subject to various internal processes that impose roadblocks. Users must accept everything from delays to hidden fees to inflation. Alternatively, DeFi on the blockchain has many advantages. On blockchain, transactions

are controlled by those making them, so that no single entity has the authority to reject the payment or take interest off the back end. Blockchain transactions are final within minutes, and operate 24 hours a day around the world. At its core, digital currency and the blockchain are the future in how we must handle transactions for businesses and individuals.

By July 2021, there were over 70 million blockchain user wallets, up from just under 11 million in December 2016. In 2021, global blockchain business solutions reached \$6.6 billion. Statista forecasts global spending will reach over \$18 billion by 2024. The Gartner Group estimates that the value-added business market of blockchain technology will reach \$176 billion by 2025 and surpass \$3 trillion by 2030.

As explained further below, LeafCoin leverages Ethereum-based smart contracts to execute on the recordation of taxes owed to taxing authorities at the time point of transaction, with the agreement terms between a buyer and a seller written directly into the smart contract's programming code.

By utilizing the smart contract, all records are held immutably, and permanently available at the contract's address. In this case, the smart contract will execute a command at the point of payment for cannabis products and, ultimately, remit taxes directly to the specific government entity that oversees revenue and finances. In other words, in addition to operating as a B-2-B and B-2-C transactional tool, the LeafCoin App's product suite will relieve the business owner of certain recordkeeping chores, reduce or eliminate concerns about accounting miscalculations and the resulting fines and penalties, and improve cash flow and point-of-sale collections for taxing authorities at all levels of government.

The Power of the Ethereum Platform



By July 2021, Ethereum (“ETH”) was processed on average more than 1.1 million times per day, compared with 250,000 daily transactions for Bitcoin. ETH has been tested at upwards of 1.4 million transactions per day, which is still orders of magnitude below its potential threshold.

Ethereum was created to improve on Bitcoin as a second-generation cryptocurrency. It is widely accepted for its extended use case capabilities more so than any other crypto currency to date. Smart contracts are a prominent feature of the Ethereum platform and a driving purpose in using it. Within the Ethereum blockchain, transactions go far beyond and above buying and receiving. There are no third-party entities censoring or controlling data, allowing users full freedom to execute transactions and be in control of their assets, investments, and activities. Ethereum smart contracts also offer significant flexibility, allowing for more user-friendly applications to be written on to the blockchain. Rather than just functioning as a storage system, the Ethereum blockchain offers longevity in decentralizing the Internet as we know it, placing apps, data, and funds in the control of users instead of corporate institutions.

The blockchain for Ethereum can run smart contracts simultaneously across all nodes, achieving verifiable consensus without the need for a court, intermediary, or other third-party. This cryptocurrency can be used for trading, securing, decentralizing, or codifying almost any type of transaction. Use cases demonstrate that Ethereum sustains value, as the blockchain can execute smart contracts that power decentralized applications (DApps), such as non-fungible tokens (NFTs), and DeFi.

In improving and innovating on its own ecosystem, Ethereum has moved into its next development phase, called Proof of Stake (PoS), reducing energy consumption and further securing its long-term market efficacy. Ethereum's technological and environment improvements benefit LeafCoin, promoting safety and adoption of both cryptocurrency in general and Ethereum and its corresponding blockchain in particular.

Management remains watchful over both new legislation, rule promulgation, and ongoing litigation, such as SEC matters regarding XRP and Coinbase, all of which may result in new rules or regulations. An orderly marketplace provides stability for both cryptocurrency and cannabis, creating additional value for the LeafCoin ecosystem.

The LeafCoin founder team continues to review and analyze additional blockchain platforms so that LeafCoin will remain at the forefront of digital technology, growing as markets grow, and remaining entrepreneurial and nimble in its response to market forces.

So far 23 states and Washington, D.C., have made marijuana legal for both recreational and medical use.

It is worth noting that several other states have legalized marijuana for medical use only while the marijuana landscape continues to fluctuate. The federal government and some remaining states generally support no legal use for medical or recreational marijuana.

The Cost of Cash

The legal U.S. cannabis industry generated roughly \$30 billion in sales in 2022, and is expected to surpass \$70 billion in sales by 2030. By ensuring access to this opportunity, LeafCoin will provide value to stakeholders and social equity to early adopters across the industry. This in turn will increase the base of stakeholders, the value of the cannabis industry overall, and secure tax revenues for governments. Currently, restrictive federal banking regulations force businesses to handle a majority of their transactions in cash. The cost of handling cash in the average retail space ranges from 4% to over 15%. The cannabis business is cash-intensive so these costs usually lean toward the high end of that range. The increased overhead of managing cash-intensive operations drives prices artificially high for consumers and stakeholders and creates another barrier of entry for those seeking to operate in the cannabis market legally.

Reliance on cash poses numerous problems, including:

1. Significant security issues, including becoming a target for armed robberies.
2. Cash businesses provide an easy front for money laundering, including for cartels, creating unnecessary risk in the industry.
3. Maintaining an accurate audit trail for accounting, compliance, and tax collection purposes is a challenge.
4. Legacy cash stockpiles remain problematic in newly legal states and are a challenge for dispensaries, banks, and regulators alike.
5. Physically handling and collecting such large quantities of cash is an administrative challenge.
6. Day-to-day operations, such as payroll or paying suppliers and other business expenses can be difficult, time consuming, and remain dangerous.

Important Legislation

Over the past decade, the push to legalize marijuana has been highlighted by critical pieces of legislation to legalize and decriminalize including:

THE COLE MEMORANDUM

The Cole Memorandum was released by then-acting attorney general James Cole and was sent to all U.S. attorneys in 2013. It states that the Department of Justice would not enforce federal marijuana prohibition in states that legalized it and that had effective regulatory and enforcement systems in place. Prosecutions would be undertaken where activity undermined federal law enforcement priorities, such as gang activity, violence, distribution to youth, and drugged driving. The Cole Memorandum was formally rescinded by then-attorney general Jeff Sessions in 2018, under what is now known as the Sessions Memorandum. Despite the Sessions Memorandum, Department of Justice practices under attorney general William Barr continue to operate as if the Cole Memorandum still stands, with no federal prosecutions of state-compliant activities.

FINCEN AND SUSPICIOUS ACTIVITY REPORT (SAR) FILINGS

Building on the legal basis of the Cole Memorandum, FinCEN offers guidance to banks that want to work with cannabis businesses. This guidance states that due to the federal prohibition of cannabis, banks involved in the sector must file SARs on any activity they have with a cannabis business, even if that business is only loosely aligned to the sector, every 90 days regardless of state laws. SARs fall into one of three categories - marijuana limited, priority, or termination - referring to whether the activity is fully state compliant, under investigation, or terminated. FinCEN requirements mean that due diligence of potential marijuana banking clients must be extensive and ongoing. Despite the Sessions Memorandum as described, FinCEN has not changed its guidance from the earlier Cole Memorandum.

THE SECURE AND FAIR ENFORCEMENT BANKING ACT

The Secure and Fair Enforcement Banking (SAFE) Act is legislation recently introduced (April 2023) in both the U.S. House and Senate with bipartisan support. The SAFE Act is intended to codify and provide protection to banks that serve legal cannabis businesses when they are fully compliant with all state laws. Despite growing public support for cannabis legalization, and rare bipartisan support, the bill faces an uphill battle in the Senate, and it is unclear when it may pass.

IRS 280E

IRS 280E is a federal law stating that any business engaging in the trafficking of a Schedule I or II controlled substance cannot take tax deductions. In practice, this means that cannabis businesses have no choice but to pay taxes on all of their expenses and cannot claim them as a tax deduction, except for the exception of some costs of goods sold. In many cases, this results in an effective tax rate of 75% to 80%. This limits profitability for cannabis businesses and creates a need for more complex accounting and tax support, which these businesses struggle to receive due to cannabis' Schedule I classification.

THE LEAFCOIN CRYPTO-BASED SOLUTION

LeafCoin is an ERC-20 token.

LeafCoin is an ERC-20 token. Ethereum is widely available on almost all exchanges worldwide. LeafCoin is available in MetaMask, Trust Wallet, and other similar wallets where “Alt” coins may be purchased, swapped, or traded for Ethereum.

When purchasing cryptocurrency of any sort, it is incumbent upon the purchaser to verify the type of wallet, network, or exchange in which coins will be purchased and held, as well as verifying the contract address through which a coin may be purchased.

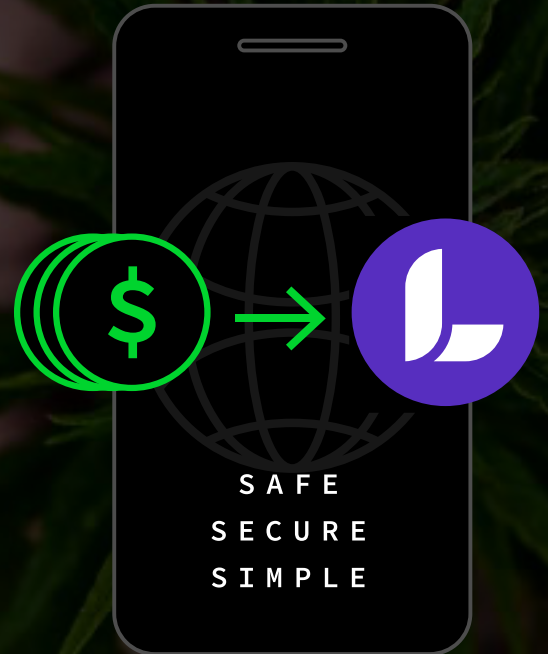
The official and only contract address for Leaf Coin is:

0x2c4eE689C6e04DF2921c305094105F1703c76b5a

You must re-confirm this address prior to taking any action in regard to LeafCoin.

The LeafCoin team will be providing explicit instructions as to the exact methods by which to obtain LeafCoin.

The LeafCoin transaction process is simple and seamless.



The consumer uses the LeafCoin App to purchase or exchange LeafCoin and then uses the same App to purchase their desired cannabis products. LeafCoin is then automatically transferred to the vendor's wallet for further processing.

THE LeafCoin APP

The LeafCoin App in development is designed to be multi-functional and simple to use. It will contain multi-factor authentication, protecting coins and information directly within the App, including by face or touch identification. On the home screen, users will be able to buy, swap, or use LeafCoin with one touch. They will be able to link both bank accounts and credit cards to easily purchase LeafCoin within the App. Users will also be able to deposit LeafCoin from external wallets like MetaMask and Trust Wallet. Once in the dispensary, use can be as simple as scanning a QR code and confirming in the App to pay for products. Users receive notification through the App when a transaction or deposit is processed or when LeafCoin is running low.

LeafCoin's goal for the App is simple, one-touch use with seamless transactions for both the consumer and merchant. With adoption of LeafCoin from seed to table, growers and wholesalers can use the App to pay for supplies as well as receive payment from dispensaries. LeafCoin will form the backbone of a cannabis financial ecosystem that increasingly eliminates the need for cash transactions, simultaneously reducing risk to vendors and increasing compliance with governing bodies.

RISK MANAGEMENT FEATURES

LeafCoin protects consumers and vendors with the following built-in financial and security features:

1. Transactions are accurately recorded in the blockchain, reducing the risk of fraud.
2. Virtual currency substantially reduces the risk of cash theft from both the consumer and vendor.
3. Timely and accurate tax payments reduce the need for accountants or tax law interpretations.
4. User accounts created with anti-money laundering (AML) and know-your-customer (KYC) guidelines reduce fraud and aid the credibility of legal cannabis business operators.

TOKENOMICS AND ROADMAP

LeafCoin is a Utility Coin for use initially within the cannabis ecosystem, including seeders and growers, shippers and distributors, and dispensaries and consumers. The largest and fastest growing portion of the cannabis market remains the medical segment, adding to the legitimacy and increasing value of the cannabis industry. To facilitate stability and continuing growth, one of Management's goals is a well-ordered market.

The total Treasury consists of 420 billion coins. In August 2023, 76.9% (323 billion coins) of the total was released into the market ("Phase-I Initial Public Supply"). Sixty percent (252 billion coins) have been released to the public whereas 16.9% (71 billion coins) have been released to founders, early investors, and for marketing deals, all under Smart Contracts with an 18-month vesting schedule. In addition, 5% (21 billion coins) has been set aside for staking rewards ("Phase-II Ancillary Public Supply").

The remaining 10% (42 billion coins) has been set aside for Corporate Activities. The Corporate Activities include: ongoing Research & Development; Cyber-security Acceleration Protocols ("CAP"); vendor relationships and other metric-based relationships; sales and marketing fees and expenses (including social media and publicity professionals); professional services (such as accounting, legal (including IP protection), insurance, finance, consultants, etc.); strategic partnerships; infrastructure, scaling, and technology build outs (including bridging); and overhead, taxes, and administrative expenses.

Approximately 8.1% (34 billion coins) has been reserved for Brand Deals that support business partnerships with dispensaries, cannabis growers, and technology companies. In addition, some of these coins will be set aside for festivals, sponsorships, and other activities that build LeafCoin's brand, advance awareness of its utility, and support the growth of its business and consumer base.

The availability schedule is fully disclosed; therefore, participants in the market will have no reason to either rush to buy (avoiding artificially high prices) or panic sell (avoiding unnecessary price drops). Management cannot manipulate market forces or natural progressions, regardless of whether such movements are favorable.

Further, to prevent excess availability in the market, early owners, and adopters, such as pre-purchasers and Management are holding their interests in 18-month smart contracts with differing opening dates, generally seven days apart or more. As well, a maximum sale of 5.556% (1/18th) of a Smart Contract's holdings may be sold in any 30-day period.

To attract top-industry talent, reserves are set aside for new management, vendors, and potential employees, in a structured benefits plan to be developed by corporate counsel. The terms of these reserves will be subject to the structured benefits plan. Management may participate in this plan, subject to its structure.

To incentivize the talent pool, Management may also offer options for when participants attain certain performance metrics or thresholds, for longevity, as performance bonuses, or for other acts of service benefiting LeafCoinIO and the adopting community. These are commonly referred to as Key Performance Indicators” (or “KPIs”).

MARKETING AND ADVERTISING

LeafCoin has started to generate market interest through Management team contacts. Formal plans start with grass roots and “guerilla” marketing techniques, and scaling that include strategies such as:

1. Postings on and SEO activities for digital, social, and media outlets, including but not limited to, Facebook, Instagram, Twitter, YouTube, TikTok, and Discord, among others.
2. Meeting with local and state governments at executive, legislative, and agency levels.
3. Attending trade associations and exhibitions aligned with LeafCoin.
4. Community associations from both social and business perspectives.
5. Developing an online presence for both information and download links, starting in English and Spanish and increasing in languages based upon individual markets.
6. Expanding LeafCoin listings on cryptocurrency exchanges.
7. Presence and sponsorship at large attendance festivals with target populations.
8. Pre-launch events at locations associated with unserved, underserved, alt-, and minority communities.
9. Targeted place-based efforts including kiosks, strategic product placement, campus outreach and engagement.
10. Scaling, consistency, integrity, memorability, local community respect (e.g., no presence in states where cannabis use is not yet legal), and sentiment tracking through the lenses of responsiveness, \$exibility, and market response are paramount in generating - and maintaining - favorable press and community responses.

In addition to the website's informational offerings, it will also include instructions as to how or where to download the LeafCoin App, instructions for those who wish to obtain LeafCoin, and show both consumers and vendors how to use the App and LeafCoin in general. The website will also provide technical and development adoption support, as well as case studies and guidance regarding compliance opportunities.

LeafCoin's goal is to deliver informative and accurate information, clear use and obtainment directions, and meaningful use case examples.

CONCLUSION

1. So far 23 states and Washington, D.C., have legalized marijuana for both recreational and medicinal use. There is growing support for further legalization in more states which bodes well for those seeking to venture into the market. LeafCoin is properly positioned to take advantage of market changes, in part by offering financial compliance solutions.
2. Federal legality and regulations are the primary impediments to legal marijuana businesses having access to banking. Since marijuana is illegal on a federal level, banks shy away from offering financial services to these types of entities. LeafCoin solves this problem.
3. Legislation, such as the SAFE Banking Act, sought to give banks the federal leeway to offer their services in the cannabis industry, but thus far, Congress has failed to approve the legislation after multiple attempts. LeafCoin benefits from the uncertainty in the market as it fills a void left by this lack of regulation; however, LeafCoin will also benefit from regulations as being a solution to compliance in partnership with governing bodies.

4. Dispensaries are forced to find workarounds to their banking problems. Most have resorted to cash transactions, costing them 4 to 15% in additional fees. The predominance of cash transactions creates security, logistical, and efficiency issues for dispensaries. The costs of mitigating these issues provide a challenging barrier to entry into the market and make it difficult to develop sustainable business models. LeafCoin offers a solution for reducing transaction expenses, creating a safer environment by reducing or eliminating cash transactions, and by creating a transaction tracking system reducing bookkeeping and administration requirements.
5. The LeafCoin cryptocurrency and point-of-sale platform offers an effective solution to legal cannabis banking issues.

LeafCoin provides a comprehensive solution to the transactional needs of dispensaries, leveraging the strength of cryptocurrency and blockchain technology, and creating a self-regulated environment with built-in risk management features for security, fraud prevention, automated tax reporting requirements, and more.

LeafCoin has evolved since its inception and remains poised to impact the cannabis ecosystem from growers to end users across the entire supply chain and as a solution to the problems with the traditional banking system. With a world-class management team and key partnerships, we continue to grow our use cases and user adoption. We strive to not only create a safe user experience, but also a seamless receipt of sales tax for states and local governments. With the goal of LeafCoin becoming a global currency for the cannabis industry and beyond, we will continue to address persistent challenges for governments, merchants, and consumers.

If you need additional information or are interested in partnering with LeafCoin, please email info@leaf-coin.io.

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THIS CONFIDENTIAL PRESENTATION INCLUDES “FORWARD-LOOKING STATEMENTS” WITHIN THE MEANING OF THE “SAFE HARBOR” PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT (“PSLRA”) OF 1995. THE COMPANY’S ACTUAL RESULTS MAY DIFFER FROM ITS EXPECTATIONS, ESTIMATES, AND PROJECTIONS; CONSEQUENTLY, YOU SHOULD NOT RELY UPON THESE FORWARD-LOOKING STATEMENTS AS PREDICTIONS OF FUTURE EVENTS.

Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “might,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and including but not limited to these and similar expressions are intended to identify such Forward-Looking Statements. These Forward-Looking Statements include, without limitation, the Company’s expectations with respect to future performance. These Forward-Looking Statements also involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results.

Factors that may cause such differences include, but are not limited to: (1) the outcome of any governmental regulations; (2) the inability to complete any proposed business transactions; (3) the risk that any legislation or market conditions could disrupt current or future plans and operations; (4) markets and competition generally; (5) the ability of the Company to grow and manage growth profitably, maintain relationships with customers and business vendors, or obtain or retain key employees; (6) costs related to this or any other proposed business activities; (7) the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors; (8) the impact of the global health, geopolitical, or other such events (regardless of whether denominated as force majeure); (9) extreme market or economic volatility or upheavals, pressures from inflation or deflation, recession or depression; and, (10) other risks and uncertainties which have not been or cannot be foreseen.

The Company cautions that the foregoing list of factors is not exclusive, and the Recipient must not place undue reliance upon any Forward-Looking Statements, including projections, which address interpretations, judgements, reliance upon data from other sources, and conditions only as of the date they are made. The Company undertakes no obligation, and accepts no obligation, to release any updates of, or revisions to, any Forward-Looking Statements, to reflect any change in their expectations or any change in events, conditions, or circumstances upon which any such statement or statements may be based.

INDUSTRY, MARKET DATA AND PARTNERSHIPS

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This Confidential Presentation may contain descriptions of certain key business relationships. These descriptions are based upon the Company's management team's discussions with such counterparties, certain non-binding agreements, and the latest available information and estimates as of the date of this Confidential Presentation. These descriptions are subject to negotiation and execution of definitive agreements with certain counterparties, which descriptions and subsequent agreements have not been completed as of the date of this Confidential Presentation, and there is no guarantee that such agreements will be successfully negotiated or consummated. As well, while the Company endeavors to perform reasonable due diligence on its potential counterparties and other vendors, it does and cannot not guarantee or assure that such counterparties and other vendors are fiscally stable either at present or for the duration of the proposed or actual agreement with the Company.

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As stated in the section above titled “Forward-Looking Statements,” actual results may differ materially from the results contemplated by the projected information contained in this Confidential Presentation, and the inclusion of such information in this Confidential Presentation should not be regarded as a representation by the Company that the results reflected in such projections will be achieved. The Company’s management team and the consultants to the Company have not audited, reviewed, compiled, or performed any procedures with respect to the projections for the purpose of their inclusion in this Confidential Presentation and, accordingly, have not expressed any opinion or provided any other form of assurance with respect thereto for the purpose of this Confidential Presentation.

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This Confidential Presentation does not purport to suggest or relate to an offering under the Securities Act of 1933 as amended (“Securities Act”), or the securities laws of any jurisdiction. Nothing herein has been reviewed, approved, or recommended by any federal, state, or foreign authorities, nor have any such authorities passed upon the merits of this or determined that this Confidential Presentation is accurate or complete. Any representation to the contrary is false and may constitute a criminal offense.

