



NewCurr Limited Company

Confidential Private Placement Offering Memorandum

***Purchase Rights for Tokens pursuant to
Simple Agreement for Future Tokens***

THE OFFERING PERIOD OF THE PLACEMENT WILL EXPIRE ON THE EARLIER TO OCCUR OF: (I) THE DATE ON WHICH THE MAXIMUM PLACEMENT AMOUNT HAS BEEN SUBSCRIBED FOR AND ACCEPTED BY THE COMPANY AND A FINAL CLOSING IS CONDUCTED OR (II) April 25, 2018, UNLESS EXTENDED BY UP TO 60 DAYS IN THE DISCRETION OF THE COMPANY.

This Confidential Private Placement Offering Memorandum (this “*Memorandum*”) has been prepared by NewCurr Limited Company for use by accredited investors to whom NewCurr Limited Company is offering (the “*Offering*”) the opportunity to purchase the right to acquire in the future pursuant to a Simple Agreement for Future Tokens (the “*SAFT*”) units of Pallas Coin tokens to be developed, produced and offered by NewCurr Limited Company (“*Pallas Coin*,” “*PAL*” or the “*Tokens*”). Unless the context requires otherwise, in this Memorandum the terms “*NewCurr*,” “*NC*,” “*the Company*,” “*we*,” “*us*” and “*our*” refer to NewCurr Limited Company and its subsidiaries and all dollar (\$) amounts set forth herein refer to United States dollars. The SAFT or Pallas Tokens are not available to or offered to any United States citizen, resident or Green Card holder.

This confidential Private Offering Memorandum (the “*Memorandum*”) has been prepared solely for use by the prospective purchasers of Pallas Coin tokens pursuant to a Simple Agreement for Future Tokens (“*SAFT*”) to be issued by NewCurr Limited Company (“*NC*” or the “*Company*”) with respect to certain units of Pallas Coin of the Company (the “*Tokens*”) and shall be maintained in strict confidence. Each recipient hereof acknowledges and agrees that (i) the contents of this Memorandum constitute proprietary and confidential information, (ii) NC and its affiliates derive independent economic value from such confidential information not being generally known, and (iii) such confidential information is the subject of reasonable efforts to maintain its secrecy. The recipient further agrees that the contents of this Memorandum are a trade secret, the disclosure of which is likely to cause substantial and irreparable competitive harm to the Company. Any reproduction or distribution of this Memorandum, in whole or in part, or the disclosure of its contents, without the prior written consent of the Company, is prohibited. Each person who has received this Memorandum is deemed to agree to return this Memorandum to the Company upon request. The existence and nature of all conversations regarding the Company and this offering must be kept confidential.

This Memorandum has been prepared in connection with a private offering to accredited investors of the SAFT. Each investor will be required to execute a SAFT (as amended, restated and/or otherwise modified from time to time) and investor questionnaire to effect its future investment in the Tokens. This Memorandum contains a summary of the SAFT, the Tokens and certain other documents referred to herein. However, the summaries in this Memorandum do not purport to be complete and are subject to and qualified in their entirety by reference to the actual text of the relevant document, copies of which will be provided to each prospective investor upon request. Each prospective investor should review the SAFT and such other documents for complete information concerning the rights, privileges and obligations of SAFT investors. If any of the terms, conditions or other provisions of the SAFT or such other documents are inconsistent with or contrary to the descriptions or terms in this Memorandum, the SAFT or such other documents shall control. The Company reserves the right to modify the terms of the offering and the SAFTs and the Tokens described in this Memorandum, and the SAFTS are offered subject to the Company’s ability to reject any commitment in whole or in part.

The SAFTs and the Tokens have not been and will not be registered under the United States Securities Act of 1933, as amended (the “*Securities Act*”), or any United States state securities laws or the laws of any foreign jurisdiction. The SAFTs are not offered in any way to or are available to United States Citizens, Residents or Green Card Holders. The SAFTs will be offered and sold under the exemption provided by Section 4(A)(2) of the Securities Act and Regulation D promulgated thereunder, or to non-U.S. Persons who are not purchasing for the account or benefit of a U.S. Person as defined under Regulation S under the Securities Act, and other exemptions of similar import in the laws of the states and other jurisdictions where the offering will be made. The Company will not be registered as an investment company under the United States Investment Company Act of 1940, as amended (the “*Investment Company Act*”). Consequently, investors will not be afforded the protections of the Investment Company Act.

The SAFTs described in this Memorandum are subject to restrictions on transferability and resale and may not be transferred or resold. Investors should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time.

An investment in the SAFT and the Tokens involves a high degree of risk, volatility and illiquidity. A prospective purchaser should thoroughly review the confidential information contained herein and the terms of the SAFT, and carefully consider whether an investment in the SAFT is suitable to the investor’s financial situation and goals.

No person has been authorized to make any statement concerning the Company or the sale of the SAFTs discussed herein other than as set forth in this Memorandum, and any such statements, if made, must not be relied upon.

Investors should make their own investigations and evaluations of the SAFT and the Tokens that will be delivered pursuant thereto, including the merits and risks involved in an investment therein. Prior to any investment, the Company will give investors the opportunity to ask questions of and receive answers and additional information from it concerning the terms and conditions of this offering and other relevant matters to the extent the Company possesses the same or can acquire it without unreasonable

effort or expense. Investors should inform themselves as to the legal requirements applicable to them in respect of the acquisition, holding and disposition of the SAFTs and the Tokens upon their delivery, and as to the income and other tax consequences to them of such acquisition, holding and disposition.

This Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, an interest in any jurisdiction in which it is unlawful to make such an offer or solicitation. Neither the United States Securities and Exchange Commission nor any other federal, state or foreign regulatory authority has approved an investment in the SAFT. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Memorandum, nor is it intended that the foregoing authorities will do so. Any representation to the contrary is a criminal offense.

Investments in the SAFT are denominated in United States dollars (\$) and Investors may tender United States dollars, Bitcoin or Ether in exchange for the SAFT. Such currencies are subject to any fluctuation in the rate of exchange and, in the case of digital assets, the exchange valuations. Such fluctuations may have an adverse effect on the value, price or income of an investor's investment.

Cautionary Statements Regarding Forward-Looking Statements

Certain statements in this Memorandum constitute forward-looking statements. When used in this Memorandum, the words "may," "will," "should," "project," "anticipate," "believe," "estimate," "intend," "expect," "continue," and similar expressions or the negatives thereof are generally intended to identify forward-looking statements. Such forward-looking statements, including the intended actions and performance objectives of the Company, involve known and unknown risks, uncertainties, and other important factors that could cause the actual results, performance, or achievements of the Company in its development of The Pallas-Athena Network to differ materially from any future results, performance, or achievements expressed or implied by such forward-looking statements. No representation or warranty is made as to future performance or such forward-looking statements. All forward-looking statements in this Memorandum speak only as of the date hereof. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in its expectation with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

Prospective investors are not to construe this Memorandum as investment, legal, tax, regulatory, financial, accounting or other advice, and this Memorandum is not intended to provide the sole basis for any evaluation of an investment in an interest. Prior to acquiring an interest, a prospective investor should consult with its own legal, investment, tax, accounting, and other advisors to determine the potential benefits, burdens, and other consequences of such investment.

NEWCURR, INC.

SIMPLE AGREEMENT FOR FUTURE TOKENS

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THIS OFFERING IS LIMITED SOLELY TO ACCREDITED INVESTORS WHO ARE NOT UNITED STATES CITIZENS RESIDENTS OR GREEN CARD HOLDERS AS DEFINED IN REGULATION D UNDER THE SECURITIES ACT. ONLY PERSONS OF ADEQUATE FINANCIAL MEANS WHO HAVE NO NEED FOR PRESENT LIQUIDITY WITH RESPECT TO THIS INVESTMENT SHOULD CONSIDER PURCHASING THE PURCHASE RIGHTS SET FORTH IN THE SAFT OFFERED HEREBY BECAUSE: (I) AN INVESTMENT IN THE SAFTS INVOLVES A NUMBER OF SIGNIFICANT RISKS (SEE “RISK FACTORS”); AND (II) NO MARKET FOR THE SAFTS OR THE PURCHASE RIGHTS CONTAINED THEREIN, AND NONE IS LIKELY TO DEVELOP IN THE REASONABLY FORESEEABLE FUTURE. THIS OFFERING IS INTENDED TO BE A PRIVATE OFFERING THAT IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE

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IN THE EVENT OF A NETWORK LAUNCH FAILURE, THE COMPANY MAY WIND UP ITS OPERATIONS AND DISTRIBUTE ITS ASSETS TO INVESTORS, INCLUDING HOLDERS OF SAFTS, AS MORE FULLY SET FORTH IN THE SAFT. AN INVESTOR WHO RECEIVES COMPANY ASSETS IN EXCHANGE FOR ITS RIGHTS UNDER THE SAFT GENERALLY SHOULD RECOGNIZE TAXABLE GAIN OR LOSS IN AN AMOUNT EQUAL TO THE DIFFERENCE BETWEEN THE FAIR MARKET VALUE OF THE ASSETS THE INVESTOR RECEIVES AND ITS ADJUSTED TAX BASIS IN ITS SAFT (WHICH WILL GENERALLY EQUAL THE AMOUNT OF CASH IT ADVANCED UNDER THE SAFT).....	26

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COMPANY OVERVIEW

Overview of NewCurr

NewCurr Limited Company is a Wyoming Limited Liability Company. Our goal is to build protocols, systems, tools, and applications to improve blockchain technology, data use, media applications and certain payment and Internet functions. Founded in 2017 by Jonah and Bob Blake, we operate a research, development, and deployment lab for network protocols and an incubator for decentralized apps running these protocols.

Projects led by NewCurr include Proof of Information, the decentralized blockchain, payment, and web protocol built for security measures; Olympus (Architect Ranking), a tiered infrastructure for efficient data integration in a modular network design for peer-to-peer apps, systems, protocol infrastructure; Double Helix, a blockchain data organization and filing system for P2P data intake and block explorer; and Pallas Coin, a decentralized Utility and protocol token reflective of our in house research and development. NewCurr implements its protocols, systems, tools, and applications based on open-source technologies and systems and generally publishes its works via white papers.

Summary of Pallas Coin

Pallas Coin is designed as a decentralized utility token reflective of access to multiple or one network system, powered by a blockchain and a protocol token (the “*Pallas Coin*”). The objective of The Pallas Coin utility token is to unlock existing in house or partnered decentralized apps that are deployed on our protocol to meet the growing demands of more optimal and real use case needed products and services. Our goal is to make Pallas Coin the leading mechanism for creating, unlocking, distributing, and applying active decentralized apps into a working marketplace and suite. By combining NC’s existing inventions in decentralized data distribution and attributions with new inventions for blockchain verification and reward, we believe that we have the ability to build a network that is more efficient, resilient and cost effective as compared to today’s centralized and powerful cloud computing organizations.

In addition to this Memorandum, we encourage you to read Pallas Coin’s White Paper, attached to this Memorandum as Exhibit A.

Why Pallas Coin?

- ***The future of data demands infrastructure and efficiency.*** As the amount of interconnected raw data within multiple markets enters the blockchain space, we believe that Pallas Coin has the potential to create a node network that can create payment equality and proper blockchain infrastructure for data integration (which is converted into research and more services) which can reside in the node network or in data centers. With the work supply created by Pallas Coin, we believe that this could integrate a vast margin of the normal financial markets, which creates viable global economic solutions that meet the demand for decentralized technology while reducing its implementation cost and energy consumption.

- ***Decentralization and community can create better economics and trust in data.*** Pallas Coin uses POI (Proof of Information), a peer-to-peer data distribution and integration protocol. Each Node (Architect) has a unique identifier based on the level of data (Gene, Chroma, Helix ETC.) submitted to our network called a IIP Signature” (Information Intellectual Property Signature). By implementing these filing systems in association with cryptographic hashing enables us to not only find and distribute high volumes of data with high efficiency, and maintain integrity in the system, but it also allows us to move along our block timeline and constantly update data that has grown stale or is no longer practical for the overall balance of the node network. The peer-to-peer network can rebalance and recover in response to events, which can keep data safe. They can also engage with the community in a validation process, which means real and transparent data for everyone within this system.

- ***Pallas Coin is a utility token related to real world value.*** The Pallas Coin (PAL) token will be the native crypto token of the Pallas-Athena Network (our developing blockchain using POI), similar to Bitcoin and Ethereum. Today's most valuable blockchains use outdated and cost consuming proof-of-work consensus for the mining system (which is unequal naturally) or a proof-of-stake system that works on chance only without merit. As currently envisioned, in the Pallas-Athena Network, 'Architects' will earn Pallas Coin tokens by providing useful work types relating to our tiered ranking. Such works includes distribution, recall, manifestation, project assistance in the community. The goal is for Pallas Coin tokens to eventually be stored in cryptocurrency wallets and freely transacted as users see fit.

The Pallas-Athena Ecosystem

NewCurr' goal is to engage key Pallas-Athena ecosystem (the "***Pallas-Athena Ecosystem***") stakeholders by offering certain benefits to clients, architects, partners and vendors.

- ***Pallas Coin for clients.*** NewCurr envisions Pallas Coin as offering a blockchain payment and access solution with advantages over today’s utility token options, including the possibility of lower costs in consumption, offer engaging coin allocation to real community network relations between nodes, offer unlocking methods for real world services, and resilience to some kinds of failures and attacks relating to bad actors and improper asset transactions. Furthermore, NewCurr plans to allow clients to tailor their network experience in a decentralized application suite to benefit their everyday needs, and to balance between applicable products, services, speed vs. security of asset transaction, and cost. For example, clients engaging in multiple apps within the community may tailor their experience and unlocking mechanism within the utility token to attribute to their most used apps, consolidated node power in the network, redistributing payment to architects, then increasing their access to features in those select decentralized apps.

- ***Pallas Coin for architects.*** Architects will be the core community workers and providers of Pallas Coin. NewCurr’ plan is for architects to use the Pallas Coin allocation to generate new blocks of data (which are divisible by their comprised fragments of data), process transactions, distribute requested data, verify accuracy range of assets based on trust mechanisms, store data long term, update data from our block timeline over an extended period of time, service recall requests, provide commitment to clients that need assistance, help in decentralized app creation, and receive payment for such services in the form of Pallas Coin tokens. The Pallas-Athena Network is designed to reward participants at multiple levels of node commitment— from large scale work pools to local engaged users with mining rigs, to your everyday person with a simple computer. Once the network launches, NewCurr’ goal is for Pallas Coin to be freely transacted, allowing architects to retain tokens or exchange them for other currencies like ETH, BTC, USD, RMB, EUR, and more.

- ***Pallas Coin for partners and vendors.*** The Pallas-Athena Network will seek to yield opportunity for additional parties in the block data ecosystem. We believe that Pallas Coin may drive additional demand for smart IOT devices and programs applicable to blockchain hardware. Furthermore, NewCurr envisions a scenario where Pallas-Athena Network Architect registration software will come pre-installed on smart IOT devices that provide a decentralized marketplace for apps such as our design, creating a new class of devices optimized for the Pallas-Athena Network and a revolution in data absorption across the consumer market. NewCurr plans for Dapp partners, satellite network providers, data center partnerships, distribution affiliates and data warehouses may participate both as architects.

Pallas Coin will be built on top of POI

The Proof of Information System (POI) is intended to be a next-generation blockchain payment, data and security distribution protocol developed by NewCurr that seeks to make the search systems faster, safer, decentralized and permanent. Since the POI has been in development since 2015, it has gained strong traction and attention in a variety of industries and organizations. Today, POI will be working exclusively with a series of businesses with mainstream app functions as a proof of concept upon large scale launch. Based on NewCurr’ own internal private development and work, we have done initial partnered development testing for the POI use cases in student debt, data creation and incubation apps, major satellite TV news network IPTV work, and handling initial work with a highly confidential POS creation transaction product.

Pallas Coin is made possible by combining POI with new research developments from NewCurr

POI and Pallas Coin are complementary modes. POI addresses and moves data assets appropriately, and the object of Pallas Coin is to serve as the unlocking mechanism for these new working systems.

As part of POI, NewCurr has developed several methods for data recall within a blockchain search system, where a block explorer allows movement and updates backwards in time for architect work and

payout;

1. “IIP Signature” (Information Intellectual Property Signature) addresses the tier level system that is created and implemented for the Pallas-Athena blockchain. By creating signatures for divisible information structures layered into a full block, the community can build upon immutable transactions, further validating that already existing block. This creates further trust and security in the community.

2. “OP Signature” (Olympus Contract Signature) addresses the Olympus Contract Library where members of our community can earn Pallas Coins for providing new variations of crypto transaction contracts. These variations include aspects of contracts relating to any NewCurr Limited Company affiliated entity or user generated content. This signature provides query system where members on the blockchain can access a platform presenting user created assets.

These combined signatures within our proposed chain structure create the similarity to a routing directory. Where moving backwards in time on a blockchain can be instant for architect movement or searchable inquiries. Unlike other explorers, this block in the past can be updated or manipulated while still assuming fundamental trust infrastructure and security, this is because moving backwards in time can still maintain consensus protocol which was reaffirmed into our allocated architect payout methods. It is fundamental to understand that moving backwards in a timeline in consensus also affects the speed and integrity of the forward moving time line for block creation, which may see increases in security through root alterations in consensus.

Additional information is available in the technical documents published at <https://NewCurr.com>

Initial Launch of Pallas Coin and Pallas-Athena Network

At the time of the public Token distribution event, NewCurr' goal is for the Pallas-Athena Network to have the following functionality (the “*Minimum Viable Product*”):

- ***Pallas Coin for Clients.*** Clients will be able to unlock a multitude of features in relation to the minimum viable product and service that is launched in tandem with the Pallas-Athena Network. The ability to “Unlock” refers to using the Pallas Coin to access partnered apps that will release accordingly and exclusively.

- ***Pallas Coin for Architects.*** Architects will be able to begins genesis operations in accordance with our partnered application that will “unlock” with the Pallas Coin utility token. These operations may refer to the management of their earned allotted amount in token for work, monitor network activity, communicate with clients through service-based transaction and manner. Please be aware that this operation may change for architects and is different than most blockchain structures, since their work commitment is contingent with the progress or minimum viable product and service of initial partner application, please be aware and refer to the whitepaper for this acknowledgement.

Governance by the Athena Organization

NewCurr envisions that the Athena Organization an as yet to-be-formed independent entity, will act as the long-term governance body for the Pallas-Athena network and Ecosystem (the “*Athena Organization*”). As currently planned, the Athena Organizations mandate will be to grow an open ecosystem for the buying and selling of decentralized applications and future implementation of decentralized coding and smart contracts, while giving developers an open and sustainable platform to build, enhance and monetize those services. Establishing an independent entity for governance, organization, and legal and financial support is considered a sound and established practice for foundational open source projects; examples include the Apache Software Foundation, the Mozilla Foundation and the Linux Foundation, which is the structure that NewCurr is aiming to replicate with the Athena Organization.

Potential Future Competitive Landscape

The data distribution market and the creation of new blockchain technology is a significant, highly complex and competitive field. Such technologies are subject to rapidly evolving new concepts, changing customer needs and desires, as well as the constant introductions of new apps and products. Pallas Coin will face competition from a collection of technology providers and app developers, from large established organizations and companies to smaller and more concentrated businesses. The basis of this competition may be based on a range of factors including packaged asset security, efficiency of blockchain community, speed of transaction, speed of retrieval, levels of consumption, reliability, cost, energy consumption, computational needs and establish node requirements.

We also expect Pallas Coin to face competition from other blockchain-based distributed data companies. Some of these competitors have already launched their underlying tokens, while others may develop and compete in the future.

We believe the value proposition of the Pallas-Athena Network to its potential clients, architects and partners will enable it to be sufficiently differentiated from the competition. NewCurr believes that Pallas Coin's advantages in the areas of technical creativity and community app development, coupled with the automatic incentive structure of its underlying token, will enable it to compete effectively in the large and growing blockchain market. We also believe our reimagining of structure for architects, coupled with our intensive action to build apps for the network, allows us to stand out as a leader in our own right.

The NewCurr Team and Community

The NewCurr core and overall team holds vast experience in distributed systems, app development, satellite systems, IPTV models, debt payment infrastructures, data collection and analysis, blockchains, security, fintech, economics, software engineering. The team's experience includes leaders in the app creation, satellite networks, fintech, business management, news services, and the data integration space.

Concurrent with our development work in satellite TV, relative to NewCurr' internal analysis, over 270 million individuals from all walks of life across the globe can possibly be reached and addressed with our project creation through satellites in the first year of live distribution. This will help us grow an amazing community of bright individuals that will contribute to our network, apps and concepts.

Legal Proceedings

From time to time, NC may be involved in legal proceedings on behalf of and for the benefit of NC or in defense of NC. The results of such legal proceedings and claims cannot be predicted with certainty, and regardless of the outcome, legal proceedings could have an adverse impact on NC's business or the development of the Pallas Athena Network because of defense and settlement costs, diversion of resources and other factors.

Complaints for Patent Infringement

While at this time there are no such proceedings against the company, in the future NC could be the target of patent infringement suits, typically brought by so-called non-practicing entities (as known as patent trolls). Although these suits must be taken seriously, and NC intends to defend itself vigorously in suits alleging patent infringement, suits involving non-practicing entities often involve non-material monetary settlements

DIRECTORS AND MANAGEMENT

As is common practice in the open source software community, NewCurr maintains a flat organization with distributed leadership, with Jonah Blake serving as the Managing Member.

Mr. Blake is 22 years old and has served as the Company's Manger since he founded the Company in 2017. He is the inventor of POI, Pallas Coin, Social Finance Network system, and orchestrator of multiple data search systems for NewCurr R&D. He wrote the provisional patent for the Social Finance Network and is currently developing a highly confidential new system in the crypto space called the SIN protocol. Having previously attended Sarah Lawrence College, Mr. Blake is finishing his B.S. in Multimedia and digital arts from Florida Atlantic University, where his other research focuses in computer theory, digital arts, and the implementation of UX design in distributed applications.

TERMS OF THE PURCHASE RIGHTS AND THE SAFTS

The summary below describes the principal terms of the SAFTs and the rights to purchase Tokens contained therein. Certain of the terms and conditions described below are subject to important limitations and exceptions. Prospective investors should review the entirety of form of SAFT, available from the Company. The summary below is qualified in its entirety by reference to the actual text of the form of SAFT.

Company:

NewCurr, Inc.

Securities:

Right to purchase in the future certain units of Pallas Coin of the Company (the “**Token**” or “**Pallas Coin**”) pursuant to a Simple Agreement for Future Tokens (each a “**SAFT**” and together the “**SAFTs**”) issued to investors (each, an “**Investor**”). Each Investor: (a) must not live in the United States, or be a U.S. citizen or green card holder (as defined in Regulation S under U.S. Securities Act of 1933, as amended (the “**Securities Act**”). Any Investor must be an accredited investor, as defined in Regulation D under the Securities Act or (b) if in Canada, such Investor must be an accredited investor as defined under applicable Canadian securities laws, or (c) if outside of the United States, must be a non-U.S. Person who is not purchasing for the account or benefit of a U.S. Person as defined under Regulation S under the Securities Act

Form of Payment for SAFT:

U.S. dollars, Bitcoin, Ether and ZCash. The SAFTs shall be deemed in U.S. dollars, and payments in Bitcoin, Ether and Zcash shall be valued in U.S. dollars at an exchange ratio equivalent to the volume-weighted average hourly price of Bitcoin, Ether and ZCash across exchanges in the one hour preceding the entry into this SAFT; *provided, however,* that in the event that such exchanges experience technical issues in such period that affect the accuracy of the volume-weighted average price, the Company will use its reasonable best efforts to determine the volume-weighted average price of Bitcoin, Ether and Zcash for such period.

Use of Proceeds:

A significant portion of the proceeds of the Offering will be used by the Company to achieve the Minimum Viable Product and subsequently to build-out a decentralized data intake network, powered by a blockchain and the Proof of Information protocol with Pallas Coin.

Automatic Conversion:

The bona fide public release of the Pallas Coin Genesis Block and a fully functioning and secure Pallas-Athena blockchain running a client that conforms to the Proof of Information Protocol as ratified by NewCurr.

Conversion Price:

The conversion price will increase depending on the market for Pallas Coin SAFTs. You will be able to view the conversion price through a link at NewCurr.com

Vesting and Discounts:

All Tokens issued as part of this Offering will be subject to a six month vesting period whereby the Investor's will be unable to use any unvested Tokens on The Pallas-Athena Network. The Tokens will begin to vest upon in equal portions as each block of Pallas Coin is architected following the Network Launch, such that all Tokens acquired pursuant to this Offering shall be fully vested at the end of the six month period (as measured starting from the Network Launch). Investors will have the option to extend the vesting period according to the table below. In exchange for opting into any additional vesting periods, the Company will offer the Investors a discount on the conversion price of the Tokens as indicated in the table below:

<u>Total Vesting Discount Rate</u>	
Six months (minimum)	0%
One years	7.5%
Two years	15%
Three years	20%

Termination:

The SAFT shall terminate upon the earlier of (i) the Network Launch; (ii) March 27, 2023, if the Network Launch has not occurred by such date, provided that, the Company shall have the right to extend by sixty (60) days, in its sole discretion, or (iii) the payment or setting aside of payment of amounts due to the Investor upon a Dissolution Event, which shall include (a) a voluntary termination of operations of the Company, (b) a general assignment for the benefit of the Company's creditors or (c) any other liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

Priority of Payment:

If, immediately prior to the consummation of the Dissolution Event, the assets of the Company that remain legally available for distribution to the Investors, as determined in good faith by the Company's Board of Directors, are insufficient to permit the return to the Investors of their respective Purchase Amounts, then the remaining assets of the Company legally available for distribution will be distributed with equal priority and pro rata among the Investors in proportion to the Purchase Amounts they would otherwise be entitled to receive.

Documentation:

Purchase and sale of the rights shall be on the terms and conditions set forth in the SAFT, which shall be prepared by Company's counsel, and which will contain certain representations, warranties and covenants of the Company and the Investors, closing conditions and other provisions.

Token Distribution:

The Pallas Coin Token will be distributed to the 5 major participating groups in The Pallas-Athena Network. These groups are critical to the network's creation, development, growth, and maintenance.

50% to Pallas Coin Architects (Architect block reward) for providing data intake service, maintaining blockchain, and more.

17.47% to NewCurr for research, engineering, deployment, business development, marketing, distribution, and more.

1.53% to Investors for funding network development, business development, partnerships, support, and more.

1% to Engagement Reward for community collection and awareness towards research and development and deployment for new consumers

30% to Token Distribution for long-term network growth, support, funding, recruitment, new R&D, public works, community building, et cetera.

RISK FACTORS

An investment in the SAFT involves a high degree of risk. You should consider carefully the risks described below, together with all of the other information contained in this Memorandum and the SAFT, before making an investment decision. The following risks entail circumstances under which, our business, financial condition, results of operations and prospects could suffer.

Risks associated with an investment in the SAFT

NC may not successfully develop, market and launch the Minimum Viable Product and Investors may not receive Tokens.

The Pallas-Athena Network has not yet been developed by the Company and will require significant capital funding, expertise of the Company's management, time and effort in order to develop and successfully launch The Pallas-Athena Network. The Company may have to make changes to the specifications of The Pallas-Athena Network or Tokens for any number of legitimate reasons or the Company may be unable to develop The Pallas-Athena Network in a way that realizes those specifications or any form of a functioning network. It is possible that the Tokens and The Pallas-Athena Network may not ever be released and there may never be an operational Token or that the Network Launch will not occur. The Pallas-Athena Network or Tokens, if successfully developed and maintained, may not meet investor expectations at the time of purchase. Furthermore, despite good faith efforts to develop and launch The Pallas-Athena Network and subsequently to develop and maintain The Pallas-Athena Network, it is still possible that The Pallas-Athena Network will experience malfunctions or otherwise fail to be adequately developed or maintained, which may negatively impact The Pallas-Athena Network and Tokens.

The Company will use the proceeds of this Offering to make significant investments to develop and launch a viable Pallas-Athena Network and subsequently to build a fulsome network upon which users can realize utility and value. The Company may not have or may not be able to obtain the technical skills and expertise needed to successfully develop The Pallas-Athena Network and progress it to a successful Network Launch. While the Company has sought to retain and continue to competitively recruit experts, there is a general scarcity of management, technical, scientific, research and marketing personnel with appropriate training to develop and maintain Pallas Coin and The Pallas-Athena Network. If the Company is not successful in its efforts to demonstrate to users the utility and value of The Pallas-Athena Network, there may not be sufficient demand for the Tokens for the Company to proceed with the Network Launch. As a result, or if the Network Launch does not occur, Investors may lose all of their investment. "**Network Launch**" means the release of software that allows buyers and sellers to interact with the blockchain and data intake, using the technologies and market incentives described above in *Company Overview*.

Investments in startups including NewCurr involve a high degree of risk. Investments in token pre-sales including the Pallas Coin Pre-sale may involve an even higher degree of risk.

Financial and operating risks confronting startups are significant: NewCurr is not immune to these. The startup market in which NewCurr competes is highly competitive and the percentage of companies that survive and prosper is small. Startups often experience unexpected problems in the areas of product development, marketing, financing, and general management, among others, which frequently cannot be solved. In addition, startups may require substantial amounts of financing, which may not be available through institutional private placements, the public markets or otherwise.

NC may be forced to cease operations or take actions that result in a Dissolution Event.

It is possible that, due to any number of reasons, including, but not limited to, an unfavorable fluctuation in the value of cryptographic and fiat currencies, the inability by the Company to establish the Minimum Viable Product or the Tokens' utility, the failure of commercial relationships, or intellectual property ownership challenges, the Company may no longer be viable to operate and the Company may dissolve or take actions that result in a Dissolution Event.

The SAFTs may not be transferred.

The terms of the SAFT prohibit transfer of the SAFT. As a result, Investors will be required to hold their SAFT until the earlier of the Network Launch and the delivery of all of the Tokens, or the termination of the SAFT pursuant to the provisions set forth therein. Consequently, Investors must be prepared to bear the risk of an investment in the SAFT until the termination of the SAFT pursuant to the terms set forth therein.

The tax treatment of the SAFT, the purchase rights contained therein and the Token distribution is uncertain and there may be adverse tax consequences for Investors upon certain future events.

The tax characterization of the SAFT and the Tokens is uncertain, and each Investor must seek its own tax advice in connection with an investment in the SAFT. An investment pursuant to the SAFT and the purchase of Tokens pursuant thereto may result in adverse tax consequences to Investors, including withholding taxes, income taxes and tax reporting requirements. Each Investor should consult with and must rely upon the advice of its own professional tax advisors with respect to non- U.S. tax treatment of an investment in the SAFT and the purchase rights contained therein.

Risks associated with the Tokens and The Pallas-Athena Network

The Pallas-Athena Network may not be widely adopted and may have limited users.

It is possible that The Pallas-Athena Network will not be used by a large number of individuals, companies and other entities or that there will be limited public interest in the creation and development of distributed ecosystems (such as The Pallas-Athena Network) more generally or distributed applications to be used on The Pallas-Athena Network. Such a lack of use or interest could negatively impact the development of The Pallas-Athena Network and therefore the potential utility of Tokens.

Alternative networks may be established that compete with or are more widely used than The Pallas-Athena Network.

It is possible that alternative networks could be established that utilize the same or similar open source code and protocol underlying The Pallas-Athena Network and attempt to facilitate services that are materially similar to The Pallas-Athena Network's services. The Pallas-Athena Network may compete with these alternative networks, which could negatively impact The Pallas-Athena Network and the Tokens.

The open-source structure of The Pallas-Athena Network protocol means that The Pallas-Athena Network may be susceptible to developments by users or contributors could damage The Pallas-Athena Network and NC's reputation and could affect the utilization of The Pallas-Athena Network and the Tokens.

The Pallas-Athena Network will operate based on an open-source protocol maintained by NC and other contributors. As an open source project, The Pallas-Athena Network will not be represented, maintained or monitored by an official organization or authority. The open-source nature of The Pallas-Athena Network protocol means that it may be difficult for the Company or contributors maintain or develop The Pallas-Athena Network and the Company may not have adequate resources to address emerging issues or malicious programs that develop within The Pallas-Athena Network adequately or in a timely manner. Third parties not affiliated with the Company may introduce weaknesses or bugs into the core infrastructure elements of The Pallas-Athena Network and open-source code which may negatively impact The Pallas-Athena Network. Such events may result in a loss of trust in the security and operation of The Pallas-Athena Network and a decline in user activity and could negatively impact the market price of the Tokens.

The Pallas-Athena Network may be the target of malicious cyberattacks or may contain exploitable flaws in its underlying code, which may result in security breaches and the loss or theft of Tokens. If The Pallas-Athena Network's security is compromised or if The Pallas-Athena Network is subjected to attacks that frustrate or thwart our users' ability to access The Pallas-Athena Network, their Tokens or The Pallas-Athena Network products and services, users may cut back on or stop using the Pallas Athena Network altogether, which could seriously curtail the utilization of the Tokens and cause a decline in the market price of the Tokens.

The Pallas-Athena structural foundation, the open-source protocol, the software application and other interfaces or applications built upon the Pallas-Athena Network are still in an early development stage and are unproven, and there can be no assurances that The Pallas-Athena Network and the creating, transfer or storage of the Tokens will be uninterrupted or fully secure which may result in a complete loss of users' Tokens or an unwillingness of users to access, adopt and utilize The Pallas-Athena Network. Further, The Pallas-Athena Network may also be the target of malicious attacks seeking to identify and exploit weaknesses in the software or The Pallas-Athena Network which may result in the loss or theft of Tokens. For example, if Pallas Coin and The Pallas-Athena Network are subject to unknown and known security attacks (such as double-spend attacks, 51% attacks, or other malicious attacks), this may materially and adversely affect The Pallas-Athena Network. In any such event, if the Network Launch does not occur or if The Pallas-Athena Network is not widely adopted, Investors may lose all of their investment.

Risks related to blockchain technologies and digital assets

The regulatory regime governing the blockchain technologies, cryptocurrencies, tokens and token offerings such as Pallas Coin Network and the Tokens is uncertain, and new regulations or policies may materially adversely affect the development of The Pallas-Athena Network and the utility of the Tokens.

Regulation of tokens (including Pallas Coin) and token offerings such as this, cryptocurrencies, blockchain technologies, and cryptocurrency exchanges currently is undeveloped and likely to rapidly evolve, varies significantly among international, federal, state and local jurisdictions and is subject to significant uncertainty. Various legislative and executive bodies in the United States and in other countries may in the future, adopt laws, regulations, guidance, or other actions, which may severely impact the development and growth of The Pallas-Athena Network and the adoption and utility of the Tokens. Failure by the Company, NewCurr Limited Company or certain users of The Pallas-Athena Network to comply with any laws, rules and regulations, some of which may not exist yet or are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines.

As blockchain networks and blockchain assets have grown in popularity and in market size, federal and state agencies have begun to take interest in, and in some cases regulate, their use and operation.

In the case of virtual currencies, state regulators like the New York Department of Financial Services have created new regulatory frameworks. Others, as in Texas, have published guidance on how their existing regulatory regimes apply to virtual currencies. Some states, like New Hampshire, North Carolina, Massachusetts and Washington, have amended their state's statutes to include virtual currencies into existing licensing regimes. Treatment of virtual currencies continues to evolve under federal law as well. The Department of the Treasury, the Securities Exchange Commission, and the Commodity Futures Trading Commission, for example, have published guidance on the treatment of virtual currencies. The IRS released guidance treating virtual currency as property that is not currency for US federal income tax purposes, although there is no indication yet whether other courts or federal or state regulators will follow this classification. Both federal and state agencies have instituted enforcement actions against those violating their interpretation of existing laws. There is no SAFT offering here to any United States Citizen, Resident or Green Card holder as a part of this memorandum. However, United States regulations may impact this SAFT offer despite best efforts to comply with all regulations by NewCurr.

The regulation of non-currency use of blockchain assets is also uncertain. The CFTC has publicly taken the position that certain blockchain assets are commodities, and the SEC has issued a public report stating federal securities laws require treating some blockchain assets as securities. To the extent that a domestic government or quasi-governmental agency exerts regulatory authority over a blockchain network or asset, The Pallas-Athena Network and the Tokens may be materially and adversely affected.

Blockchain networks also face an uncertain regulatory landscape in many foreign jurisdictions such as the European Union, China and Russia. Various foreign jurisdictions may, in the near future, adopt laws, regulations or directives that affect The Pallas-Athena Network. Such laws, regulations or directives may conflict with those of the United States or may directly and negatively impact our business. The effect of any future regulatory change is impossible to predict, but such change could be substantial and materially adverse to the development and growth of The Pallas-Athena Network and the adoption and utility of the Tokens.

New or changing laws and regulations or interpretations of existing laws and regulations, in the United States and other jurisdictions, may materially and adversely impact the value of the currency in which the Tokens may be exchanged, the value of the distributions that may be made by the planned Athena Organization, the liquidity of the Tokens, the ability to access marketplaces or exchanges on which to trade the Tokens, and the structure, rights and transferability of Tokens.

(viii) Any entity all of whose equity owners are accredited investors

The term “net worth” means the excess of total assets over total liabilities, exclusive of the value of your primary residence net of any mortgage debt and other liens. In determining income, you should add to your adjusted gross income any amounts attributable to tax-exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depreciation, contributions to an IRA or Keogh retirement plan, alimony payments and any amount by which income from long-term capital gains had been reduced in arriving at adjusted gross income.

You will be required to represent to the Company in writing that you are an accredited investor under Regulation D, as described above, and may also be required to provide certain documentation in support of such representation. In addition to the foregoing requirement, you must also represent in writing that you are acquiring the SAFT for your own account and not for the account of others and not with a view to resell or distribute such securities

Other Requirements

The USA PATRIOT Act	What is money laundering?	How big is the problem and why is it important?
<p>The USA PATRIOT Act is designed to detect, deter and punish terrorists in the United States and abroad. The Act imposes new anti-money laundering requirements on brokerage firms and financial institutions. Since April 24, 2002, all United States brokerage firms have been required to have comprehensive anti-money laundering programs in effect. To help you understand these efforts, the Placement Agent wants to provide you with some information about money laundering and the Placement Agent’s efforts to help implement the USA PATRIOT Act.</p>	<p>Money laundering is the process of disguising illegally obtained money so that the funds appear to come from legitimate sources or activities. Money laundering occurs in connection with a wide variety of crimes, including illegal arms sales, drug trafficking, robbery, fraud, racketeering and terrorism.</p>	<p>The use of the United States financial system by criminals to facilitate terrorism or other crimes could taint our financial markets. According to the United States State Department, one recent estimate puts the amount of worldwide money laundering activity at \$1 trillion a year.</p>

What the Company is required to do to help eliminate money laundering?	
<p>Under new rules required by the USA PATRIOT Act, the Company’s anti- money laundering program must designate a special compliance officer, set up employee training, conduct independent audits and establish policies and procedures designed to detect and report suspicious transaction and ensure compliance with the new laws and rules.</p>	<p>As part of the Company’s required program, it may ask you to provide various identification documents or other information. Until you provide the information or documents that the Company needs, it may not be able to effect any transactions for you.</p>

You should check the Office of Foreign Assets Control (the “OFAC”) website at <http://www.treas.gov/ofac> before making the following representations: You represent that the amounts invested by you in this Offering were not and are not directly or indirectly derived from any activities that contravene Federal, state or international laws and regulations, including anti-money laundering laws and regulations. Federal regulations and Executive Orders administered by the OFAC prohibit, among other things, the engagement in transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. The lists of the OFAC-prohibited countries, territories, individuals and entities can be found on the OFAC website at <http://www.treas.gov/ofac>. In addition, the programs administered by the OFAC (the “OFAC Programs”) prohibit dealing with individuals¹ or entities in certain countries, regardless of whether such individuals or entities appear on any OFAC list;

- (i) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this investment is a country, territory, entity or individual named on an OFAC list, or a person or entity prohibited under the OFAC Programs. Please be advised that the Placement Agent may not accept any subscription amounts from a prospective investor if such investors cannot make the representation set forth in the preceding sentence. You agree to promptly notify the Company and the Placement Agent should you become aware of any change in the information set forth in any of these representations. You are advised that, by law, the Placement Agent may be obligated to “freeze the account” of any investor, either by prohibiting additional subscriptions from it, declining any redemption requests and/or segregating the assets in the account in compliance with governmental regulations, and that the Placement Agent may also be required to report such action and to disclose such investor’s identity to the OFAC;
- (ii) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this investment is a senior foreign political figure², or any immediate family³ member or close associate⁴ of a senior foreign political figure, as such terms are defined in the footnotes below; and
- (iii) if you are affiliated with a non-U.S. banking institution (a “Foreign Bank”), or if you receive deposits from, make payments on behalf of, or handle other financial transactions related to a Foreign Bank, you represent and warrant to the Company and the Placement Agent that: (1) the Foreign Bank has a fixed address, and not solely an electronic address, in a country in which the Foreign Bank is authorized to conduct banking activities; (2) the Foreign Bank maintains operating records related to its banking activities; (3) the Foreign Bank is subject to inspection by the banking authority that

¹ These individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs.

² A “senior foreign political figure” is defined as a senior official in the executive, legislative, administrative, military or judicial branch of a foreign government (whether elected or not), a senior official of a major foreign political party, or a senior executive of a foreign government-owned corporation. In addition, a “senior foreign political figure” includes any corporation, business or other entity that has been formed by, or for the benefit of, a senior foreign political figure.

³ “Immediate family” of a senior foreign political figure typically includes such figure’s parents, siblings, spouse, children and in-laws.

⁴ A “close associate” of a senior foreign political figure is a person who is widely and publicly known to maintain an unusually close relationship with such senior foreign political figure, and includes a person who is in a position to conduct substantial domestic and international financial transactions on behalf of such senior foreign political figure.

licensed the Foreign Bank to conduct its banking activities; and (4) the Foreign Bank does not provide banking services to any other Foreign Bank that does not have a physical presence in any country and that is not a regulated affiliate.

The Company is entitled to rely upon the accuracy of your representations to each of them. The Company may, but under no circumstances shall it be obligated to, require additional evidence that a prospective investor meets the standards set forth above at any time prior to its acceptance of a prospective investor's subscription. You are not obligated to supply any information so requested by the Company, but the Company may reject a subscription from you or any person who fails to supply such information.

How to Subscribe

To invest in the Offering, Investors will need to first create an account and register on <https://AngelList.co>. Evidence of accreditation status pursuant to Section 506(c) of the Securities Act standards is required to invest. This can be satisfied by completing the accreditation process on Angel List in one of two manners: submitting evidence proving asset worth, or providing the contact information for their lawyer or CPA or a proper financial representative to attest on the investor's behalf. Additionally, investors will need to provide investment entity information such as address and social security number or tax ID number to pass a KYC (Know Your Customer) and AML (Anti Money Laundering) checks on links on the NewCurr website platform.

Once accreditation and KYC/AML steps are complete, Investors will follow the remaining link prompts at NewCurr website to specify investment amount and see estimated Pallas Coin amount, confirm their investment, and make payment to finalize the transaction.

Notice to Prospective Investors in Canada

Each Canadian purchaser who purchases securities on a private placement basis pursuant to this offering memorandum will be deemed to have represented to and agreed with the Company that such purchaser:

(i) is resident in Canada; (ii) is purchasing the securities with the benefit of the prospectus exemption provided by Section 2.3 of National Instrument 45-106 – *Prospectus Exemptions* (NI 45106) (that is, such purchaser is an “accredited investor” within the meaning of NI 45-106 and is either purchasing securities as principal for its own account, or is deemed to be purchasing the securities as principal for its own account in accordance with applicable securities laws); (iii) if not an individual, the purchaser was not created or used solely to purchase or hold securities as an accredited investor under NI 45106; and (iv) if required by applicable securities laws, the purchaser will execute, deliver and file or assist the Company in obtaining and filing such certificates, reports, undertakings and other documents relating to the purchase of the securities by the purchaser as may be required by any securities commission or other regulatory authority.

Canadian Resale Restrictions

The distribution of the securities in Canada is being made only on a private placement basis exempt from the requirement that the Company prepare and file a prospectus with the applicable securities regulatory authorities. The Company is not a reporting issuer in any province or territory in Canada and its securities are not listed on any stock exchange in Canada and there is currently no public market for the securities in Canada. The Company currently has no intention of becoming a reporting issuer in Canada, filing a prospectus with any securities regulatory authority in Canada to qualify the resale of the securities to the public, or listing its securities on any stock exchange in Canada. Accordingly, to be made in accordance with securities laws, any resale of the securities in Canada must be made under available statutory exemptions from registration and prospectus requirements or under a discretionary exemption granted by the applicable Canadian securities regulatory authority. **Canadian purchasers are advised to seek legal advice prior to any resale of the securities.**

Purchasers' Rights - Ontario

Securities legislation in certain of the provinces of Canada provides purchasers with rights of rescission or damages, or both, where an offering memorandum or any amendment to it contains a misrepresentation. A “misrepresentation” is an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made. These remedies must be commenced by the purchaser within the time limits prescribed and are subject to the defenses contained in the applicable securities legislation.

The following is a summary of the statutory rights of rescission or damages, or both, under securities legislation in Ontario, and as such, is subject to the express provisions of the legislation and the related regulations and rules and reference is made thereto for the complete text of such provisions. Such provisions may contain limitations and statutory defenses not described here on which the Company and other applicable parties may rely. The rights described below are in addition to, and without derogation from, any other right or remedy available at law to purchasers of the securities. Purchasers should refer to the applicable provisions of the securities legislation of Ontario for the particulars of these rights or consult with a legal adviser.

Ontario securities legislation provides that where an offering memorandum is delivered to a purchaser and contains a misrepresentation, the purchaser will, except as provided below, have a statutory right of action for damages or for rescission against the Company, without regard to whether the purchaser relied on the misrepresentation; if the purchaser elects to exercise the right of rescission, the purchaser will have no right of action for damages against the Company. No such action shall be commenced more than, in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action, or, in the case of any action other than an action for rescission, the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the date of the transaction that gave rise to the cause of action. The Ontario legislation provides a number of limitations and defenses to such actions, including: (a) the Company is not liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation; (b) in an action for damages, the Company shall not be liable for all or any portion of the damages that the Company proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the securities were offered.

These rights are not available for a purchaser that is: (a) a Canadian financial institution, meaning either: (i) an association governed by the *Cooperative Credit Associations Act* (Canada) or a central cooperative credit society for which an order has been made under section 473(1) of that Act; or (ii) a bank, loan corporation, trust company, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services cooperative, or league that, in each case, is authorized by an enactment of Canada or a province or territory of Canada to carry on business in Canada or a province or territory of Canada; (b) a Schedule III bank, meaning an authorized foreign bank named in Schedule III of the *Bank Act* (Canada); (c) the Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada); or (d) a subsidiary of any person referred to in clauses (a), (b) or (c), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary.

Notice to Prospective Investors in the United Kingdom

With respect to offers and sales of our securities that are the subject of this Memorandum:

- offers or sales of any of such securities to persons in the United Kingdom are prohibited in circumstances which have resulted in or will result in such securities being or becoming the subject of an offer of transferable securities to the public as defined in Section 102B of the Financial Services and Markets Act 2000 (as amended) (the “*FSMA*”);

- all applicable provisions of the FSMA must be complied with, with respect to anything done in relation to such securities in, from or otherwise involving the United Kingdom; and
- any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received in connection with the issue or sale of such securities shall only be communicated, or be caused to be communicated, in circumstances in which Section 21(1) of the FSMA does not apply to us.

Notice to Prospective Investors in China

The SAFTs are not being offered or sold and may not be offered or sold, directly or indirectly, within the People's Republic of China (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities and other laws and regulations of the People's Republic of China.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

Set forth below is a discussion, in summary form, of certain United States federal income tax consequences relating to investment in a SAFT and the acquisition, ownership and disposition of Tokens issued pursuant to a SAFT. This summary does not attempt to present all aspects of the United States federal income tax laws or any state, local or foreign laws that may affect an investment in a SAFT or in Tokens. In particular, foreign investors, financial institutions, insurance companies, tax-exempt entities, investors subject to the alternative minimum tax and other investors of special status must consult with their own professional tax advisors regarding a prospective investment in the Fund. This summary is by nature general in nature and should not be construed as tax advice to any prospective investor. No ruling has been or will be requested from the Internal Revenue Service (the “*IRS*”) and no assurance can be given that the IRS will agree with the tax consequences described in this summary. The following discussion assumes that each prospective Investor will acquire Tokens as a capital asset (generally, property held for investment).

This description is based on the U.S. Internal Revenue Code of 1986, as amended, (the “Code”), existing, proposed and temporary U.S. Treasury Regulations and judicial and administrative interpretations thereof, in each case as available on the date hereof. All of the foregoing is subject to change, which change could apply retroactively and could affect the tax consequences described below.

The following discussion is limited to prospective investors who are “United States Persons” within the meaning of the Code.

Each prospective (Non USA) Investor should consult with its own tax adviser in order to fully understand the United States federal, state, local and foreign income tax consequences of an investment in a SAFT or in Tokens. No formal or legal tax advice is hereby given to any prospective Investor.

Transactions involving a SAFT and similar instruments, as well as Initial Coin Offerings (“ICOs”) and Token transactions, are relatively new and it is more than likely that the IRS will issue guidance, possibly with retroactive effect, impacting the taxation of investors in a SAFT, participants in an ICO, and holders of Tokens. Future tax guidance from the IRS (or guidance resulting from future judicial decisions) could negatively impact investors in the SAFT and holders of Tokens.

Tax Treatment of SAFT

The Company intends to treat the execution of the SAFT as the execution of a contract for the purchase of Tokens, to be delivered to an Investor upon Network Launch, as more fully described in the SAFT. The SAFT will not constitute either an equity or debt interest in the Company.

Treatment of Token Sale

Upon Network Launch, the Company shall issue Tokens to each holder of a SAFT pursuant to the terms of the applicable SAFT. The issuance of Tokens to an investor under a SAFT will be treated as a taxable sale of property by the Company to the investor. An investor should not be taxed upon the acquisition of Tokens pursuant to the SAFT. An investor should generally have a tax basis for U.S. federal income tax purposes in the Tokens it acquires from the Company equal to the amount of money such investor advanced under the SAFT. The investor’s holding period in the Tokens should begin on the day the Tokens are issued to the investor.

Disposition of Tokens

An investor who sells, exchanges, or otherwise disposes of the Tokens for cash or other property (including pursuant to an exchange of such Tokens for other convertible virtual currency) should,

pursuant to Internal Revenue Service Notice 2014-21, recognize capital gain or loss in an amount equal to the difference between the fair market value of the property received in exchange for such Tokens and the investor's adjusted tax basis in the Tokens. This capital gain may be long-term if the investor has held its Tokens for more than one year prior to disposition.

□ *Treatment of Conversion of SAFT upon failure of Network Launch*

In the event of a Network Launch failure, the Company may wind up its operations and distribute its assets to investors, including holders of SAFTs, as more fully set forth in the SAFT. An investor who receives Company assets in exchange for its rights under the SAFT generally should recognize taxable gain or loss in an amount equal to the difference between the fair market value of the assets the investor receives and its adjusted tax basis in its SAFT (which will generally equal the amount of cash it advanced under the SAFT).

EACH INVESTOR SHOULD SEEK, AND MUST DEPEND UPON, THE ADVICE OF HIS OR HER TAX ADVISOR WITH RESPECT TO THEIR INVESTMENT, AND EACH INVESTOR IS RESPONSIBLE FOR THE FEES OF SUCH ADVISOR. NOTHING IN THIS MEMORANDUM IS OR SHOULD BE CONSTRUED AS LEGAL OR TAX ADVICE TO AN INVESTOR. INVESTORS SHOULD BE AWARE THAT THE INTERNAL REVENUE SERVICE MAY NOT AGREE WITH ALL TAX POSITIONS TAKEN BY THE COMPANY AND THAT CHANGES TO THE INTERNAL REVENUE CODE OR THE REGULATIONS OR RULINGS THEREUNDER OR COURT DECISIONS AFTER THE DATE OF THIS MEMORANDUM MAY CHANGE THE ANTICIPATED TAX TREATMENT TO AN INVESTOR. THE COMPANY WILL NOT OBTAIN ANY RULING FROM THE INTERNAL REVENUE SERVICE WITH REGARD TO THE TAX CONSEQUENCES OF AN INVESTMENT IN THE NOTES.

TO ENSURE COMPLIANCE WITH TREASURY DEPARTMENT CIRCULAR 230, PROSPECTIVE INVESTORS ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF FEDERAL TAX ISSUES IN THIS MEMORANDUM IS NOT INTENDED OR WRITTEN TO BE RELIED UPON, AND CANNOT BE RELIED UPON, BY INVESTORS FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON SUCH INVESTORS UNDER THE CODE; (B) SUCH DISCUSSION IS WRITTEN IN CONNECTION WITH THE PROMOTION OR MARKETING OF INVESTMENTS IN THE COMPANY; AND (C) PROSPECTIVE INVESTORS SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES AND LOCATIONS FROM AN INDEPENDENT TAX ADVISOR.

THE TAX TREATMENT OF THE SAFT, THE PURCHASE RIGHTS CONTAINED THEREIN AND THE TOKEN DISTRIBUTION IS UNCERTAIN AND THERE MAY BE ADVERSE TAX CONSEQUENCES FOR INVESTORS UPON CERTAIN FUTURE EVENTS. AN INVESTMENT PURSUANT TO THE SAFT AND THE PURCHASE OF TOKENS PURSUANT THERETO MAY RESULT IN ADVERSE TAX CONSEQUENCES TO INVESTORS, INCLUDING WITHHOLDING TAXES, INCOME TAXES AND TAX REPORTING REQUIREMENTS. EACH INVESTOR SHOULD CONSULT WITH AND MUST RELY UPON THE ADVICE OF ITS OWN PROFESSIONAL TAX ADVISORS WITH RESPECT TO THE UNITED STATES AND NON-TAX TREATMENT OF AN INVESTMENT IN THE SAFT AND THE RIGHTS CONTAINED THEREIN.

EXHIBIT A

Pallas Coin White Paper