RepuX Limited

Confidential Private Placement Offering Memorandum

Purchase Rights for RepuX 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) MARCH 5, 2018.

This Confidential Private Placement Offering Memorandum has been prepared by RepuX Limited for use by "accredited investors" to whom RepuX Limited is offering (the " **Pre-Sale**") the opportunity to purchase the right to acquire in the future, pursuant to a Simple Agreement for Future Tokens, tokens to be developed, produced and offered by RepuX Limited. Unless the context requires otherwise, in this Memorandum the terms "**RepuX**" "the "**Company**," "**we**," "**us**" and "**our**" refer to RepuX Limited and all dollar ($) amounts set forth herein refer to United States dollars.

This Confidential Private Placement Offering Memorandum (the "**Memorandum**") has been prepared solely for use by the prospective purchasers of tokens (the " **RepuX Tokens**") pursuant to a Simple Agreement for Future Tokens (a "**SAFT**") to be issued by RepuX Limited ("**RepuX**" or the "**Company**") 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) RepuX 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 Pre-Sale must be kept confidential.

This Memorandum has been prepared in connection with a private placement offering to "accredited investors" (as such term is defined in Rule 501(a) of Regulation D under the U.S. Securities Act of 1933, as amended (the "**Securities Act**")) of the right to acquire RepuX Tokens in the future, pursuant to a SAFT. Each investor will be required to execute a SAFT (as amended, restated and/or otherwise modified from time to time) and investor questionnaire (the "**Questionnaire**") to effect its future investment in the RepuX Tokens. This Memorandum contains a summary of certain terms of the SAFT, the RepuX 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 Pre-Sale, the SAFTs and the RepuX 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 RepuX Tokens have not been and will not be registered under the Securities Act, or any United States state securities laws or the laws of any foreign jurisdiction. 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 persons who are not "**U.S. Persons**" (as such term is defined in Regulation S under the Securities Act) and who are not purchasing for the account or benefit of a U.S. Person, and other exemptions of similar import in the laws of the states and other jurisdictions where the Pre-Sale 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 RepuX 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 RepuX 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 Pre-Sale 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 RepuX 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, Ether (or ETH) or Bitcoin in exchange for the SAFT. United States dollars will be converted to ETH or Bitcoin at a commercially reasonable exchange rate at the time of payment. 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.

This Memorandum, the SAFT and the White Paper may be translated into languages other than English. In the event and to the extent that the terms in the non-English versions of the documents conflict with the English language versions of the documents, the English language versions will control and govern.

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 RepuX Protocol 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.

REPUX LIMITED

SIMPLE AGREEMENT FOR FUTURE TOKENS

TABLE OF CONTENTS

FOR INVESTORS THAT ARE IN THE UNITED STATES OR ARE U.S. PERSONS (AS SUCH TERMS ARE DEFINED IN REGULATION S UNDER THE SECURITIES ACT), THIS PRE-SALE IS LIMITED TO ACCREDITED INVESTORS (AS DEFINED IN RULE 501(a) OF 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 EXISTS, AND NONE IS LIKELY TO DEVELOP IN THE REASONABLY FORESEEABLE FUTURE. THIS PRE-SALE IS INTENDED TO BE A PRIVATE OFFERING THAT IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS.

IN THE EVENT OF A FAILURE TO LAUNCH THE REPUX PROTOCOL, 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, AND 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).

COMPANY OVERVIEW

RepuX

RepuX Limited is an Belize company established in October 2017 with offices in New Horizon Building, Ground Floor, 3½ Miles Philip S.W. Goldson Highway, Belize City, Belize. References in this Memorandum to "**RepuX**" "the "**Company**," "**we**," "**us**" and "**our**" refer to RepuX Limited. The Company was established to develop the RepuX Protocol, as described below.

All outstanding RepuX Tokens will be managed by the RepuX Foundation. The RepuX Foundation is an Isle of Man non-profit organization established in October 2017 with offices in First Floor, 10-12 Prospect Hill, Douglas Isle of Man, IM1 1EJ. The RepuX Foundation was formed to develop, promote, and oversee the RepuX Protocol (as described below) and engage in activities in furtherance of those objectives.

Background Behind RepuX

Artificial Intelligence and Machine Learning

Data creation is taking place continuously and at an ever-increasing pace. That data has value. Currently, the collection, use and distribution of this data is dominated by certain large corporate entities. At the same time, investment in artificial intelligence (or AI) is growing at a very rapid rate. AI has the potential to significantly change many aspects of the economy. Within the AI field, machine learning capability has increased enormously in the past few years. This machine learning capability combined with decentralized access to data has enabled the industrialization of decentralized data-based applications. Since machine learning builds knowledge upon past data, the models that are created are only as good as the data that is fed into the models. We believe that the RepuX Protocol has the potential to eliminate the "digital divide" between those who have easy access to machine learning datasets and those who don't.

Big Data

Big data entails large datasets that are usually collected by a business or organization as a by-product of day-to-day operations. Unfortunately, because many big data datasets are often not directly related to the immediate operations of a business or organization, they are frequently dismissed and discarded. These datasets could be easily monetized and used by other companies that could potentially benefit from such data. We believe that what is missing is

- an immutable and transparent data market

- with reputable and useful data

- allowing for the monetization of data by both individuals and entities

- marketed and made available to those who really need it

- with pricing and value determined by the marketplace.

Trust and Transparency

One of the major challenges to the sharing of datasets is the lack of trust between different parties in a data transaction. It is difficult for a person to determine if a specific dataset is well organized, precise

and insightful without first accessing the dataset to evaluate it. In addition, there may be issues related to the lack of a common platform where parties can meet in a data transaction.

If this issue of trust can be resolved adequately, fraud rates may significantly decrease while, at the same time, a whole host of other potential data transactions across various industries may be enabled, such as data transactions in insurance, international trade and micro loans.

Blockchains

By design, blockchains are inherently resistant to the modification of the data involved. A blockchain is a continuously growing list of records, called blocks, which are linked and secured using cryptography. Each block typically contains a hash pointer as a link to a previous block, a timestamp and transaction data. A blockchain can serve as an open, distributed ledger that can record transactions between two parties efficiently and in a verifiable and permanent way. For use as a distributed ledger, a blockchain is typically managed by a peer-to-peer network collectively adhering to a protocol for validating new blocks. Once recorded, the data in any given block cannot be altered retroactively without the alteration of all subsequent blocks, which requires collusion of the network majority. Blockchain technology allows for the elimination of fraud rates thereby enabling a whole host of potential applications.

The RepuX Protocol and the RepuX Vision

Our vision is to create a protocol (the "**RepuX Protocol**") which facilitates the monetization of data through efficient transfers between collectors, developers and users of data that will also allow the evaluation of data reliability and reputation over time. Through our RepuX Protocol, data collectors could transfer data to data users or to application developers in exchange for RepuX Tokens. Developers could build upon the RepuX Protocol, and use data transferred by collectors to generate products and services which could then be transferred to end users in various industries, in exchange for RepuX Tokens. With the development of the RepuX Protocol, we hope to provide data sharing and value creation opportunities among data collectors, application developers and data users which do not exist in the current marketplace.

The RepuX Protocol is a protocol level framework on which various types of immutable data can be commoditized and exchanged among different corporate and individual collectors, developers and users. The RepuX Protocol combines multiple decentralized technologies such as InterPlanetary File System (or IPFS), Sia, Ethereum, and EOS, and offers the potential to upgrade to a custom high-throughput blockchain. The RepuX Protocol would provide the opportunity to data producers to create value in their data through facilitating the provision of this data to users in multiple industries, while eliminating the need for intermediaries in this process.

With the development of the RepuX Protocol, RepuX is well poised to take advantage of the reliance of machine learning, big data and artificial intelligence on large-scale aggregate data and to drive innovation in these respective fields. By evaluating the reliability of each entity and each transaction with respect to the data, and with verification by an Oracle system, we can ensure integrity within the RepuX Protocol and provide data users with greater confidence in the content and quality of the data they are purchasing.

In addition to this Memorandum, we encourage you to read RepuX's White Paper, attached to this Memorandum as Exhibit A.

RepuX Goals

Our goals and objectives for the RepuX Protocol are as follows:

- To develop a high throughput system whereby data can be monetized directly between collectors, developers and users;
- To build a secure reputation infrastructure within RepuX Token transactions that allows users to apply a semi-permanent record in a mutual transaction;
- To develop easy-to-use application programming interfaces (or APIs) that enable third-party developers to build upon our RepuX Protocol to create a variety of different applications;
- To maintain scalability and speed as high priorities during RepuX Protocol design and development; and
- To integrate the RepuX Protocol with existing blockchain technology while building custom solutions in certain cases.

In summary, our ultimate goal is to build a secure, reliable, high-performance data transfer protocol that can be integrated with a wide variety of different applications developed by third parties for use by a number of different industries.

The RepuX Protocol Technology

Overview

The technology of the RepuX Protocol can be broken down into 4 separate layers.

Application Layer. The application layer is at the top of the RepuX Protocol. This front-facing layer consists of various decentralized applications, or Dapps, that third-party application developers can build on top of the existing RepuX API infrastructure. An example of this could be a service that allows individuals or entities to sell social media usage data in exchange for accessing a website.

Data Layer. The next layer of the RepuX Protocol is the data layer. This layer consists of all the data that can be purchased and sold within RepuX. By storing the data layer within a decentralized infrastructure such as IPFS, StorJ or Sia, we not only ensure the existence of the data, but also ensure that the data is stored in a decentralized fashion.

Logic Layer. In order to handle transactions occurring on the data layer, we employ a decentralized logic layer. This layer could be built on top of the existing Ethereum infrastructure; however, we are also exploring the use of EOS, or a custom blockchain infrastructure that could potentially scale to millions of transactions.

Value Layer. At the base of the RepuX Protocol, we build a value layer, which powers the layers above and ensures that people are compensated appropriately for what they do within the RepuX Protocol. We have created the RepuX Token as part of this value layer to allow parties to send value payments between one another for purchases and sales of data and other goods and/or services.

Application Layer and APIs

Blockchain leverages a peer-to-peer network to govern transactions and interactions across a distributed community, and manages this governance through a decentralized ledger that benefits from having a distributed computing infrastructure and a common protocol making it very difficult to create a fraudulent

transaction. With blockchain and decentralization, every entity is incorporated within the process and no one single entity has control over all of the process.

We designed RepuX to create an application programming interface (or API) where any application developer can work on the RepuX Protocol. This malleable protocol means that RepuX is not designed for one specific purpose, but rather to permit developers to build upon it for the potential benefit of many different industries.

We intend to use easy-to-use Web3.js + Metamask APIs that will allow third parties to easily access and rapidly build external applications upon the RepuX infrastructure. In addition to easy-to-use JS APIs, we can also enable more application-based APIs that third parties can use to develop upon.

Data Layer

In order to ensure user data is stored in a decentralized fashion, we will use a number of different technologies. We describe below an IPFS1 based infrastructure utilizing IPFS hashes. With the RepuX Protocol, we use IPFS in order to maintain the database of data referenced by hashes in our logic layer and APIs. By using IPFS, we not only ensure the decentralized nature of our data but also ensure that the data is permanent through IPFS hashes.

InterPlanetary File System (or IPFS) is a protocol designed to create a permanent and decentralized method of storing and sharing files. It is a content-addressable, peer-to-peer hypermedia distribution protocol. Nodes in the IPFS network form a distributed file system. IPFS addresses pieces of content by a unique "hash". IPFS enables the creation of fully decentralized technologies that can connect all computing devices within the same file system. IPFS is similar to how a bit torrent swarm exchanges information, in a decentralized yet organized way.

IPFS has the following key features:

- it defines a content-addressing file system;
- it coordinates content delivery;
- it has file systems and mounting;
- it can be accessed through common protocols such as HTTP;
- it guarantees integrity through the hash-addressed content system;
- connection can occur through many network protocols;
- there is no central point if failure; and
- it enables additional functionality through systems such as Filecoin.

However, as the infrastructure is still maturing at a rapid pace, we will continue to explore additional data infrastructure options, such as Storj and Sia, as we continue to develop the RepuX Protocol.

Logic and Value Layers

As the RepuX Protocol incorporates reputation evaluation and data purchases and sales, we would need to develop an algorithm that handles the transactions on our network. We describe below a way to utilize the smart contract capability of Ethereum to handle the logic in a decentralized and transparent manner.

Bitcoin introduced the idea of a blockchain, which enabled people to transact without a single organization in control. Building upon this, Ethereum developed the idea of a distributed computer. Ethereum is an open-source, public, blockchain-based distributed computing platform featuring smart contract (scripting) functionality. It provides a decentralized Turing-complete virtual machine, the

4

Ethereum Virtual Machine, which can execute scripts using an international network of public nodes. Ethereum also provides a cryptocurrency token called "ether" (or ETH), which can be transferred between accounts and used to compensate participant nodes for computations performed. In essence, Ethereum is a decentralized world computer that enables decentralized applications (or Dapps) to be executed within a globally-synchronized state. Since Ethereum enables the transfer of both value and information, we can develop a demonstration smart contract that enables the basic functionality of the RepuX Protocol.

Smart contracts are programs that run on an Ethereum blockchain and are triggered by transactions or other smart contracts. Smart contracts eliminate the friction associated with traditional payment systems, and ensure that all parties involved in a transaction are paid instantly, with irrefutable proof of the transaction. We store the IPFS data hash within a private data array inside the Ethereum smart contract. This can later be accessed by sending a pre-specified amount of RepuX Tokens to this smart contract.

While the smart contracts are currently run on Ethereum, we have considered many different solutions and currently believe a Proof of Authority (or POA) custom blockchain will most likely be the fastest, most secure method of blockchain in the longer term. However, it offers less decentralization than Proof of Stake (or POS) and Proof of Work (or POW). Ultimately, we will need to strike a balance between speed and security, on the one hand, and decentralization, on the other hand, in selecting among different logic systems in the final RepuX Protocol.

The issues of integrity and trust are central issues for online semi-anonymous marketplaces. Integrity and trust promote efficiency in trade. The main idea behind companies such as PayPal, Alibaba and eBay is to address the issue of trust in trade. In a decentralized system, such a rating mechanism would need to be conducted without this central authority. A cutting-edge solution to this is the Oracle system. With the Oracle system, every transaction, or unusually high or suspicious ratings, will pass through the Oracle before the rating is applied to the buyer and the seller's RepuX address. With the integration of the Oracle system into the RepuX Protocol, we are establishing a method whereby potential fraud, which is common with online market systems, can be reduced.

Additional information is available in the White Paper attached as Exhibit A to this Memorandum.

Initial Launch of RepuX Token and RepuX Protocol

At the time of the public RepuX Token distribution event, RepuX's goal is for the RepuX Protocol to have the following functionality (the "**Beta Platform Release**"):

- *RepuX Tokens for Data Collectors*. Data collectors will be able to add data to the RepuX Protocol with the desired anonymization, availability, and other parameters, and pay for this uploading with RepuX Tokens. Additionally, they will be able to monitor activity with respect to their data. This functionality will be available through command line software as well as via a web application.

- *RepuX Tokens for Data Users*. Data users will be able to purchase data through the RepuX Protocol with the desired type of information and other parameters in exchange for RepuX Tokens. This functionality will be available through command line software as well as via a web application.

RepuX Token Uses

Data Sales and Purchases

RepuX will allow RepuX Token holders to purchase data from sellers on the RepuX Protocol. The RepuX Protocol will also allow data sellers to receive payment from the individuals or entities that purchase their data. Raw data from data collectors and/or various value-added content developed by third party application developers may be bought and sold either via marketplaces or in bilateral transactions and data collectors will develop methods for valuing their data.

Apply Reputation

Each transaction, whether it is data related or otherwise, allows the user to give each other a "reputation". This key feature of the RepuX Protocol enables users to evaluate and determine who is a trustworthy counterparty and who is not, and will facilitate the filtering out of spam and other faulty datasets being offered on the RepuX Protocol. In cases where transactions between parties are disputed or the reputation is claimed to be incorrect, users would be required to submit evidence onto the Oracle system for further verification.

Run the Oracle Network

In cases where transactions or reputation ratings would need to be approved by the Oracles, RepuX Token holders could voluntarily put up RepuX Tokens and vote in the Oracle system. If the RepuX Token holder votes on the correct judgments, then they would be awarded a nominal fee of, for instance, 0.5%. This decentralized judgment system would not only provide a revenue source for RepuX Token holders, but also help the RepuX Protocol eliminate fraudulent transactions and reputation boosting which might otherwise harm the overall reputation and use of the RepuX Protocol.

Build on Top of the Network

Having RepuX Tokens will enable a holder to develop third party applications on top of the RepuX Protocol. For example, third party developers could create an application that allows users to sell their behavioral data and be paid in RepuX Tokens. By having more RepuX Tokens, this application would be able to aggregate a larger volume of data for business, research or otherwise.

Pre-Sale and RepuX Token Sale

RepuX is creating 500 million RepuX Tokens. RepuX will hold the Pre-Sale, followed by a more broadly marketed offering of RepuX Tokens once the RepuX Protocol is fully operational (the "**Token Sale**"). The RepuX Token is an ERC20 token which will represent the only method to pay for data services in connection with the RepuX Protocol. All RepuX Tokens offered and not sold by the end of the Token Sale will be locked up for one year. RepuX Tokens can be purchased by qualified purchasers during the Token Sale by transferring ETH or Bitcoin. Following the Token Sale, the RepuX team will seek to list the RepuX Tokens on certain public exchanges.

Each participant in the Pre-Sale will be required to provide information concerning their status as an "accredited investor" (or similar concept) under applicable securities law. Each Pre-Sale participant, as well as each purchaser of RepuX Tokens in the Token Sale, will be required to provide "know your client" (or KYC) information. RepuX will carry out certain checks to ensure that we are adhering to our anti-money laundering (or AML) requirements and procedures.

Examples of Potential Opportunities for RepuX Protocol

While RepuX was designed to be a protocol-level infrastructure with multiple different potential applications, we have provided some examples of the potential opportunities for the use of the RepuX

Protocol in the White Paper attached as Exhibit A to this Memorandum. These are examples of situations in which the RepuX Protocol could be used and built upon by third-party application developers, and should not be confused with the proposed features of the RepuX Protocol itself.

The examples include the following:

- The monetization of data contained in various archival databases, such as that owned by the Smithsonian;
- The use of data for machine learning companies to train machine learning algorithms, such as text recognition;
- The use of personal computer use data to provide advertisers with marketing information;
- The use of data and reputational information in facilitating efficient international trade;
- The use of data and reputational information in credit scoring;
- The use of data and reputational information in the provision of micro loans; and
- The use of data in the medical field for drug company market research.

The examples set forth in the White Paper are not an exhaustive description of the potential uses of the RepuX Protocol but are provided for illustrative purposes only.

Roadmap

We expect to accelerate development efforts in the short term. We have completed the specification of the RepuX Protocol level framework upon which various types of individual and entity data can be monetized and exchanged between different parties. We will be using our own Ethereum smart contracts and RepuX Token distribution web interface for our Token Sale planned for March of 2018.

In preparation for the Token Sale and beta platform release, we will be making a major distribution announcement in December of 2017.

Once the Token Sale is completed, we will be able to provide infrastructure to our Enterprise Integration partners for use in their token offerings and our immediate priority will be to hire a larger C-level executive team and complete our first Enterprise Integration with WorkHQ.

We intend to initially test the tools we have built internally and with our Enterprise Integration partners. We will then introduce our RepuX Protocol to the public when it has been thoroughly tested.

Potential Future Competitive Landscape

The data market is large, highly competitive, and subject to rapidly evolving technology, changing customer needs, as well as constant introductions of new products. RepuX will face competition from a broad spectrum of technology providers, from large established vendors to smaller and more specialized companies. The basis of this competition may be based on a range of factors including speed, availability of data, reliability, cost and security.

We also expect RepuX to face competition from other blockchain-based data marketplace 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 RepuX Protocol to its prospective data collectors, data users and third-party developers will enable it to be sufficiently differentiated from the competition. We believe that RepuX's performance in the areas of technical innovation and ecosystem development, coupled with the

automatic incentive structure of its underlying RepuX Token, will enable it to compete effectively in the large and growing data exchange market.

The RepuX Team Expertise

The RepuX core team holds deep expertise in distributed systems, cryptography, networks, blockchains, security, fintech, economics, software engineering and open source. The team's experience includes the top computer science universities, top technology and finance companies, and top systems and blockchain projects. RepuX will continue to foster this remarkable community.

Legal Proceedings

From time to time, RepuX may be involved in legal proceedings. 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 RepuX's business or the development of the RepuX Protocol because of defense and settlement costs, diversion of resources and other factors.

Complaints for Patent Infringement

From time to time, RepuX may be the target of patent infringement suits, typically brought by so-called non-practicing entities (also known as patent trolls). Although these suits must be taken seriously, and RepuX intends to defend itself vigorously in suits alleging patent infringement, suits involving non-practicing entities often involve non-material monetary settlements.

REPUX TEAM

Marcin Welner

Mr. Welner has twenty years of experience in the industry, with a twelve-year background in programming. Mr. Welner has led departments of up to 100 people. Mr. Welner enjoys the process of building projects from the ground up. Mr. Welner has strong business skills in warehousing, logistics, supply chain, E-commerce, inventory management, enterprise resource planning, and customer relationship planning systems.

Tomasz Tybon

Mr. Tybon has ten years of experience in the software-as-a-service industry, in the areas of marketing, sales and product development. Mr. Tybon has six years of experience in E-commerce, building one of the country's biggest brand and expanding it to India and Turkey. Mr. Tybon has served as Chief Marketing Officer and Chief Operating Officer. Mr. Tybon scaled annual recurring revenues by thirty times.

Aleksandra Staszewska

Ms. Staszewska has over ten years of experience working as a business analyst in projects in the banking, public administration and telco sectors. Ms. Staszewska worked for national census data analyzing, processing and reporting. Ms. Staszewska is a big data enthusiast having an in-depth knowledge of business intelligence and data warehouse systems.

Daniel Kmak

Mr. Kmak has five years of frontend experience and one year of consulting experience for a U.S. company. Mr. Kmak has been a course author for Packt Publishing about React, Vue and Angular. Mr. Kmak is a top 3% Stack Overflow contributor with 12,000 reputation. Mr. Kmak is a Hacker Noon author, HackHands expert and an Ember teacher.

Przemyslaw Kocznur

Mr. Kocznur has ten years of experience as a senior software engineer for companies such as Proctor & Gamble, Bruno Banani, Mexx, Tom Tailor, Puma Fragrances, Replay, Philips, Bigstar, Hipp, Always, Tchibo, Konica Minolta, Crunchips, Plus, Sygnity and Allegro.

Krzysztof Duralek

Mr. Duralek is a senior user interface engineer with over 10 years of experience in the media and fintech industries. Mr. Duralek specializes in modern web technologies with focus on performance, user experience and code quality.

Dawid Rashid

Mr. Rashid has over 4 years of experience as Fullstack Engineer (JEE, PHP & JS). Mr. Rashid contributed to number of projects including the biggest European digital currency exchange platform and Marketing Automation software.

Taras Bazyshyn

Mr. Bazyshyn has six years of experience as a Senior Android Engineer in e-commerce industry. Mr. Bazyshyn worked with the usage of machine learning, image recognition, augmented reality, Bluetooth beacons & location solutions technologies for mobile app development.

Rafał Książek

Mr. Książek has thirteen years of experience as DevOps, Architect, Coach, Programmer, Leader. He is an unqualified advocate of agile delivery of high quality code. He has many years of practice in programming as per SOLID & TDD rules.

Damian Babula

Mr. Babula is a software developer. He is an early entrant into the bitcoin/blockchain arena, contributed on numerous cryptography-related projects, many of which were open-source. Currently, Mr. Babula is specializing in decentralized applications, development based on smart-contracts and stand-alone blockchains.

Pierre Benezech

Mr. Benezech has four years of experience in the Blockchain world, working on the integration of different Blockchain technologies for projects within the TelCo, Retail, and Finance industries, and more recently in two ICO initiatives. Mr. Benezech is a speaker at various conferences in the UK, Blockchain Practice Lead at Sytel Reply UK and leader of Blockchain training sessions for employees across Europe.

PARTNERS AND ADVISORS

Dr. Jay Best

Dr. Best was named top crypto strategist in the United Kingdom in 2017. Dr. Best is a seasoned C-level executive and board member, having pioneered deep learning on graphics processing units at the Massachusetts Institute of Technology. Dr. Best splits his time between London, Cambridge, Oxford and Edinburgh as a lecturer, advisor and investor.

Mateusz Mach

Mr. Mach was named as a Forbes top 30 under 30. Mr. Mach has acted as the Chief Operating Officer of the Opus Foundation's music streaming platform based on Ethereum and IPFS. Mr. Mach acts as an advisor to many blockchain based projects running his own Ethereum focused software development company.

Lee Hills

Mr. Hills has over a decade of experience in international corporate structuring and regulated businesses. Mr. Hills is particularly adept at dealing with new sectors, obtaining regulatory approvals and sourcing/designing banking solutions for sectors that are considered high risk. As a result, Mr. Hills has widened his scope of technology expertise to the blockchain sector, where he has been the lead advisor to the first blockchain gambling license and advising numerous initial coin offerings on jurisdictional matters, anti-money laundering/combatting the financing of terrorism compliance and post initial coin offering business structuring and growth.

Steven Ormond-Smith

Mr. Ormond-Smith is a qualified chartered certified accountant with over twenty years of offshore financial management and control experience. Mr. Ormond-Smith has gained extensive experience in outsourcing projects for banks, law firms, fiduciary, property and trading companies. Prior to founding Ormco, Mr. Ormond-Smith worked for a fund administration company for four years, managing the finance function for severally main market listed and AIM listed companies quoted on the London Stock Exchange. Mr. Ormond-Smith has also gained valuable experience working for two of the "big four" accounting firms.

WorkHQ

WorkHQ is a cloud-based software-as-a-sales platform for small and medium businesses. Its flagship product is its inventory management systems which connects with JD, Amazon and Taobao. WorkHQ plans to release its API to third-party developers to develop on top of its platforms while continuing to develop crucial core modules such as accounting, human resources and tax returns.

Troutman Sanders LLP

Founded in 1897, Troutman Sanders LLP is an international law firm with more than 650 attorneys practicing in sixteen offices located throughout the United States and Asia. The Firm's clients range from large multinational corporations to individual entrepreneurs and reflect virtually every sector and industry. The Firm's heritage of extensive experience, exceptional responsiveness and an unwavering commitment to service has resulted in strong, long-standing relationships with clients across the globe. In recognition of the Firm's strong service culture, Troutman Sanders has been on the BTI Client Service A-Team for 13 consecutive years.

TERMS OF THE PURCHASE RIGHTS AND THE SAFTS

The summary below describes the principal terms of the SAFTs and the rights to purchase RepuX Tokens contained therein. Certain of the terms and conditions described below are subject to important limitations and exceptions. Prospective investors should review in its entirety the 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:	RepuX Limited
Securities:	Right to purchase in the future certain tokens with respect to the Company (the "**RepuX Tokens**") 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 be an "accredited investor", as defined in Rule 501(a) of Regulation D under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), if such investor is in the "United States" or a "U.S. Person" (each as defined in Regulation S under Securities Act), or (b) outside the United States and not a U.S. Person, and not purchasing for the account or benefit of a person in the United States or a U.S. Person.
Form of Payment for SAFT:	The SAFTs shall be paid in U.S. dollars, in ETH or in Bitcoin, and payments in ETH and Bitcoin shall be valued in U.S. dollars at a commercially reasonable exchange ratio at the time of payment.
Minimum Investment:	A minimum investment of US$30,000 is required.
Use of Proceeds:	A significant portion of the proceeds of the Pre-Sale will be used by the Company for the development, marketing, partnerships and operations associated with the RepuX Protocol, including to achieve the Beta Platform Release powered by a blockchain and the RepuX Token.
RepuX Token Issuance:	The RepuX Token issuance will take place following the Beta Platform Release of the RepuX Protocol.

Discounts and Allocations:

Planned RepuX Token discounts over time in the Token Sale are as follows:

Day	Discount	Price
1 – 7	30%	$0.14
8 – 13	25%	$0.15
14 – 19	20%	$0.16
20 - 25	15%	$0.17
26 - 31	10%	$0.18

Planned RepuX Token allocations are as follows:

Event	Allocation
Pre-Sale	20%
Sold during Token Sale	30%
Rewards pool (VIP etc.)	10%
Reserve to be sold during second RepuX token offering (2 years min)	23%
Founding team, vested for 12 months	6%
Founding team, vested for 24 months	6%
Ambassadors	3%
Token Sale bounties	2%

The allocations of the RepuX Tokens set forth above are estimates, and are subject to change based upon demand for the Pre-Sale. The RepuX Token allocation will be finalized at the end of the Pre-Sale.

Termination:

The SAFT shall terminate upon the earlier of (i) the issuance of RepuX Tokens to the Investor; or (ii) the payment or setting aside of payment of amounts due to the Investor upon a dissolution event, which is (a) a voluntary termination of operations of the Company, (b) a general assignment for the benefit of

13

the Company's creditors or (c) any other liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "**Dissolution Event**").

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 amounts paid by the Investors to the Company pursuant to the SAFTs, 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 and the Questionnaire, which shall be prepared by Company's counsel, and which will contain certain representations, warranties and covenants of the Company and each Investor, closing conditions and other provisions.

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, the SAFT, and the White Paper 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

RepuX may not successfully develop, market and launch the Beta Platform Release of the RepuX Protocol and Investors may not receive RepuX Tokens.

The RepuX Protocol has not yet been fully developed by the Company and it will require significant capital funding, as well as developer and management expertise, time and effort in order to develop and successfully launch the RepuX Protocol. The Company may have to make changes to the specifications of the RepuX Protocol or RepuX Tokens for any number of legitimate reasons or the Company may be unable to develop the RepuX Protocol in a way that realizes those specifications or any form of a functioning protocol. It is possible that the Beta Platform Release of the RepuX Protocol and the RepuX Tokens may not ever be released and there may never be an operational RepuX Token or that the RepuX Protocol will not occur. The RepuX Protocol or RepuX 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 Beta Platform Release of the RepuX Protocol and subsequently to develop and maintain the RepuX Protocol, it is still possible that the RepuX Protocol will experience malfunctions or otherwise fail to be adequately developed or maintained, which may negatively impact the RepuX Protocol and RepuX Tokens.

The Company will use the proceeds of the Pre-Sale to make significant investments to develop and launch a viable Beta Platform Release of the RepuX Protocol 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 RepuX Protocol and progress it to a successful RepuX Protocol Launch. While the Company has sought to retain and continue to competitively recruit experts, there may be a shortage of management, technical, scientific, research and marketing personnel with appropriate training to develop and maintain the RepuX Protocol. If the Company is not successful in its efforts to demonstrate to users the utility and value of the RepuX Protocol, there may not be sufficient demand for the RepuX Tokens for the Company to proceed with the RepuX Protocol Launch. As a result, or if the RepuX Protocol Launch does not occur, Investors may lose all of their investment. "***RepuX Protocol Launch***" means the release of the RepuX Protocol level framework upon which various types of individual and corporate data can be monetized and exchanged between sellers and purchasers, as described above in *Company Overview*.

Investments in startups including RepuX involve a high degree of risk. Investments in RepuX Token sales may involve an even higher degree of risk.

Financial and operating risks confronting startups are significant. The startup market in which RepuX 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 private placements, public markets or otherwise.

RepuX 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 a Beta Platform Release of the RepuX Protocol and the RepuX 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 RepuX Protocol Launch and the delivery of all of the RepuX 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 RepuX 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 RepuX 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 RepuX 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 U.S. and non-U.S. tax treatment of an investment in the SAFT and the purchase rights contained therein.

Risks associated with the RepuX Tokens and the RepuX Protocol

The RepuX Protocol may not be widely adopted and may have limited users.

It is possible that the RepuX Protocol 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 RepuX Protocol) more generally or distributed applications to be used on the RepuX Protocol. Such a lack of use or interest could negatively impact the development of the RepuX Protocol and therefore the potential utility of RepuX Tokens.

Alternative protocols may be established that compete with or are more widely used than the RepuX Protocol.

It is possible that alternative protocols could be established that utilize the same or similar open source code and protocol underlying the RepuX Protocol and attempt to facilitate data monetizing services that are materially similar to the RepuX Protocol's services. The RepuX Protocol may compete with these alternative protocols, which could negatively impact the RepuX Protocol and the RepuX Tokens.

The open-source structure of the RepuX Protocol means that the RepuX Protocol may be susceptible to developments by users or contributors that could damage the RepuX Protocol and the Company's reputation and could affect the utilization of the RepuX Protocol and the RepuX Tokens.

The RepuX Protocol will operate based on an open-source protocol maintained by the Company and other contributors. As an open source project, the RepuX Protocol will not be represented, maintained or

monitored by an official organization or authority. The open-source nature of the RepuX Protocol means that it may be difficult for the Company or contributors to maintain or develop the RepuX Protocol and the Company may not have adequate resources to address emerging issues or malicious programs that develop within the RepuX Protocol 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 RepuX Protocol and open-source code which may negatively impact the RepuX Protocol. Such events may result in a loss of trust in the security and operation of the RepuX Protocol and a decline in user activity and could negatively impact the market price of the RepuX Tokens.

The RepuX Protocol 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 RepuX Tokens. If the RepuX Protocol's security is compromised or if the RepuX Protocol is subjected to attacks that frustrate or thwart our users' ability to access the RepuX Protocol, their RepuX Tokens or the RepuX Protocol data monetization services, users may cut back on or stop using the RepuX Protocol altogether, which could seriously curtail the utilization of the RepuX Tokens and cause a decline in the market price of the RepuX Tokens.

The RepuX Protocol structural foundation, the open-source protocol, the software application and other interfaces or applications built upon the RepuX Protocol are still in an early development stage and are unproven, and there can be no assurances that the RepuX Protocol and the creating, transfer or storage of the RepuX Tokens will be uninterrupted or fully secure, which may result in a complete loss of users' RepuX Tokens or an unwillingness of users to access, adopt, utilize and build upon the RepuX Protocol. Further, the RepuX Protocol may also be the target of malicious attacks seeking to identify and exploit weaknesses in the software or the RepuX Protocol, which may result in the loss or theft of RepuX Tokens. For example, if the Company and the RepuX Protocol 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 RepuX Protocol. In any such event, if the RepuX Protocol Launch does not occur or if the RepuX Protocol 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 RepuX Protocol and the RepuX Tokens is uncertain, and new regulations or policies may materially adversely affect the development of the RepuX Protocol and the utility of the RepuX Tokens.

Regulation of tokens (including the RepuX Tokens) 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 RepuX Protocol and the adoption and utility of the RepuX Tokens. Failure by the Company, the RepuX Foundation or certain users of the RepuX Protocol 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, U.S. 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 U.S. states, like New Hampshire, North Carolina, and Washington, have amended their state's statutes to include virtual currencies into existing licensing regimes. Treatment of virtual currencies continues to evolve under U.S. federal law as well. The U.S. Department of the Treasury, Securities Exchange Commission, and Commodity Futures Trading Commission, for example, have published guidance on the treatment of virtual currencies. The U.S. Internal Revenue Service (the "**IRS**") released guidance treating virtual currency as property that is not currency for U.S. federal income tax purposes, although there is no indication yet whether courts or other U.S. 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.

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 U.S. 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 RepuX Protocol and the RepuX Tokens may be materially and adversely affected.

Blockchain networks also face an uncertain regulatory landscape in many non-U.S. jurisdictions such as the European Union, China and Russia. Various non-U.S. jurisdictions may, in the near future, adopt laws, regulations or directives that affect the RepuX Protocol. Such laws, regulations or directives may conflict with those of the U.S. 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 RepuX Protocol and the adoption and utility of the RepuX Tokens.

New or changing laws and regulations or interpretations of existing laws and regulations, in the U.S. and other jurisdictions, may materially and adversely impact the value of the currency in which the RepuX Tokens may be exchanged, the liquidity of the RepuX Tokens, the ability to access marketplaces or exchanges on which to trade the RepuX Tokens, and the structure, rights and transferability of RepuX Tokens.

This Issuance of RepuX Tokens May Constitute the Issuance of a "Security" Under U.S. Federal Securities Laws

The RepuX Token is a utility token that has a specific consumptive use – i.e., it allows participants in the RepuX Protocol to receive and pay value for data sharing by individuals and entities, and make data available, on a distributed network with significant advantages over current data sharing solutions. Due to the nature of the RepuX Token, we do not think it should be considered a "security" as that term is defined in the Securities Act.

On July 25, 2017, the United States Securities and Exchange Commission (the " **SEC**") issued a Report of Investigation under Section 21(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), describing an SEC investigation of The DAO, a virtual organization, and its use of distributed ledger or blockchain technology to facilitate the offer and sale of DAO Tokens to raise capital. The SEC applied existing U.S. federal securities laws to this new paradigm, determining that DAO Tokens were securities. The SEC stressed that those who offer and sell securities in the U.S. are required to comply with U.S. federal securities laws, regardless of whether those securities are purchased with virtual currencies or distributed with blockchain technology. The Commission's

18

announcement, and the related Report, may be found here: https://www.sec.gov/news/press-release/2017-131

After reviewing the Report, we believe that the RepuX Token is substantially different from DAO Tokens, and should not be considered a "security" under U.S. federal securities laws. Nevertheless, as noted by the SEC, the issuance of tokens represents a new paradigm and the application of the federal securities laws to this new paradigm is very fact specific. If the RepuX Token were deemed to be a security under U.S. federal securities laws then, prior to the issuance of RepuX Tokens pursuant to the SAFT, we may be required to register such issuance under the Securities Act. The registration of RepuX Tokens under the Securities Act would result in significant delay in the issuance of RepuX Tokens and would require us to incur substantial additional expense.

The Pre-Sale may be subject to registration under the Exchange Act if the Company has assets above $10 million and more than 2,000 Investors participate in the Pre-Sale.

Companies with total assets above $10 million and more than 2,000 holders of record of its equity securities, or 500 holders of record of its equity securities who are not accredited investors, must register that class of equity securities with the SEC under the Exchange Act. With the capital raised from the Pre-Sale, the Company may surpass $10 million in assets as it builds out the RepuX Protocol. Furthermore, the SAFTs are likely considered a security under U.S. securities law and because there is the possibility that this Pre-Sale may surpass 2,000 Investors, the Company may have more than 2,000 holders of record of its equity securities following the Pre-Sale. However, it is possible that the SAFT is not an "equity security" even if it is a "security". If the total assets and equity security holders conditions are met then RepuX will have to register the Pre-Sale with the SEC, which will be a laborious and expensive process. If such registration takes place, much of the information regarding the Pre-Sale will be available to the public. The Company would have the ability to avoid registration in such a scenario if the SAFTs convert into the RepuX Tokens prior to the last day of the Company's fiscal year, but, due to the unpredictable nature of complex software development such as the RepuX Protocol, there is no guarantee that the RepuX Protocol will have launched by such a date.

The Investors will have no control and the Company may only have limited control once the RepuX Protocol Launch occurs.

The RepuX Protocol is comprised of open-source technologies that depend on a network of computers to run certain software programs to process transactions. Because of this less centralized model, the Company has limited control over the RepuX Tokens and the RepuX Protocol once launched. In addition, the Investors are not and will not be entitled, to vote or receive dividends or be deemed the holder of capital stock of the Company for any purpose, nor will anything be construed to confer on the Investors any of the rights of a stockholder of the Company or any right to vote for the election of directors or upon any matter submitted to stockholders at any meeting thereof, or to give or withhold consent to any corporate action or to receive notice of meetings, or to receive subscription rights or otherwise.

There may be occasions when certain individuals involved in the development and launch of the RepuX Protocol may encounter potential conflicts of interest in connection with the RepuX Protocol Launch, such that said party may avoid a loss, or even realize a gain, when other Investors in the Pre-sale or in RepuX Tokens are suffering losses.

There may be occasions when certain individuals involved in the development and launch of the RepuX Protocol or RepuX Tokens may encounter potential conflicts of interest in connection with the Pre-Sale and the RepuX Protocol Launch, such that said party may avoid a loss, or even realize a gain, when other Investors in the Pre-Sale and the RepuX Tokens are suffering losses. Investors in SAFTs

19

may also have conflicting investment, tax, and other interests with respect to SAFT investments, which may arise from the terms of the SAFT, the RepuX Protocol code, the RepuX Protocol, the timing of the RepuX Protocol Launch or other RepuX Token pre-sales, or other factors. Decisions made by the key employees of the Company on such matters may be more beneficial for some Investors than for others.

Investors may lack information for monitoring their investment.

The Investor may not be able to obtain all information it would want regarding the Company, RepuX Tokens, or the RepuX Protocol, on a timely basis or at all. It is possible that the Investor may not be aware on a timely basis of material adverse changes that have occurred with respect to the RepuX Protocol. While the Company has made efforts to use open-source development for the RepuX Tokens, this information may be highly technical by nature. As a result of these difficulties, as well as other uncertainties, an Investor may not have accurate or accessible information about the RepuX Protocol.

RepuX Tokens have no history.

The RepuX Token will be a newly formed token and has no history. Each SAFT should be evaluated on the basis that the Company or any third party's assessment of the prospects of the RepuX Protocol may not prove accurate, and that the Company will not achieve its investment objective. Past performance of the Company, or any similar token or SAFT, is not predictive of future results.

If the RepuX Protocol is unable to satisfy data protection, security, privacy, and other government-and industry-specific requirements, its growth could be harmed.

There are a number of data protection, security, privacy and other government- and industry-specific requirements, including those that require companies to notify individuals of data security incidents involving certain types of personal data. Security compromises could harm RepuX Protocol's reputation, erode user confidence in the effectiveness of its security measures, negatively impact its ability to attract new users, or cause existing users to stop using the RepuX Protocol.

The further development and acceptance of blockchain networks, including the RepuX Protocol, which are part of a new and rapidly changing industry, are subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of blockchain networks and blockchain assets would have a material adverse effect on the successful development and adoption of the RepuX Protocol and the RepuX Tokens.

The growth of the blockchain industry in general, as well as the blockchain networks with which the RepuX Protocol will rely and interact, is subject to a high degree of uncertainty. The factors affecting the further development of the cryptocurrency industry, as well as blockchain networks, include, without limitation:

- Worldwide growth in the adoption and use of ETH, and other blockchain technologies;

- Government and quasi-government regulation of ETH, and other blockchain assets and their use, or restrictions on or regulation of access to and operation of blockchain networks or similar systems;

- The maintenance and development of the open-source software protocol of the ETH networks;

- Changes in consumer demographics and public tastes and preferences;

20

- The availability and popularity of other forms or methods of buying and selling goods and services, or trading assets including new means of using fiat currencies or existing networks;

- General economic conditions and the regulatory environment relating to cryptocurrencies; or

- A decline in the popularity or acceptance of ETH or other blockchain-based tokens would adversely affect our results of operations.

The slowing or stopping of the development, general acceptance and adoption and usage of blockchain networks and blockchain assets may deter or delay the acceptance and adoption of the RepuX Protocol and the RepuX Tokens.

The prices of blockchain assets are extremely volatile. Fluctuations in the price of digital assets could materially and adversely affect our business, and the RepuX Tokens may also be subject to significant price volatility.

The prices of blockchain assets such as ETH have historically been subject to dramatic fluctuations and are highly volatile, and the market price of the RepuX Tokens may also be highly volatile. Several factors may influence the market price of the RepuX Tokens, including, but not limited to:

- Global blockchain asset supply;

- Global blockchain asset demand, which can be influenced by the growth of retail merchants' and commercial businesses' acceptance of blockchain assets like cryptocurrencies as payment for goods and services, the security of online blockchain asset exchanges and digital wallets that hold blockchain assets, the perception that the use and holding of blockchain assets is safe and secure, and the regulatory restrictions on their use;

- Investors' expectations with respect to the rate of inflation;

- Changes in the software, software requirements or hardware requirements underlying the RepuX Protocol;

- Changes in the rights, obligations, incentives, or rewards for the various participants in the RepuX Protocol;

- Interest rates;

- Currency exchange rates, including the rates at which digital assets may be exchanged for fiat currencies;

- Fiat currency withdrawal and deposit policies of blockchain asset exchanges on which the RepuX Tokens may be traded and liquidity on such exchanges;

- Interruptions in service from or failures of major blockchain asset exchanges on which the RepuX Tokens may be traded;

- Investment and trading activities of large investors, including private and registered funds, that may directly or indirectly invest in the RepuX Protocol or RepuX Tokens or other blockchain assets;

- Monetary policies of governments, trade restrictions, currency devaluations and revaluations;

- Regulatory measures, if any, that affect the use of blockchain assets such as the RepuX Tokens;

- The maintenance and development of the open-source software protocol of the RepuX Protocol;

- Global or regional political, economic or financial events and situations; or

- Expectations among RepuX Protocol or other blockchain assets participants that the value of the RepuX Tokens or other blockchain assets will soon change.

A decrease in the price of a single blockchain assets may cause volatility in the entire blockchain asset industry and may affect other blockchain assets including the RepuX Tokens. For example, a security breach that affects investor or user confidence in ETH may affect the industry as a whole and may also cause the price of the RepuX Tokens and other blockchain assets to fluctuate.

USE OF PROCEEDS

A significant portion of the proceeds of the Pre-Sale will be used by the Company for the development, marketing, partnerships and operations associated with the RepuX Protocol, including to achieve the Beta Platform Release powered by a blockchain and the RepuX Token.

PLAN OF DISTRIBUTION

Investor Qualifications

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 exists for the SAFTs or the purchase rights contained therein, and none is likely to develop in the reasonably foreseeable future. The Pre-Sale is intended to be a private offering that is exempt from registration under the Securities Act and applicable state securities laws.

The Pre-Sale is limited in the United States solely to "accredited investors" as defined in Rule 501(a) of Regulation D under the Securities Act, meaning only those persons or entities coming within any one or more of the following categories:

(i)	Any bank, as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker-dealer registered pursuant to Section 15 of the Exchange Act; any insurance company, as defined in Section 2(a)(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940, as amended, or a business development company, as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the United States Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended; any plan established and maintained by a state, its political subdivisions or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of $5,000,000; and any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, that is either a bank, savings and loan association, insurance company or registered investment advisor, if the employee benefit plan has total assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by person(s) that are accredited investor(s);
(ii)	Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940, as amended;
(iii)	Any organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, any corporation, Massachusetts or similar business trust, or company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of US$5,000,000;
(iv)	Any director or executive officer of the Company;
(v)	Any natural person whose individual net worth, or joint net worth with that person's spouse, exclusive of the value of the person's primary residence net of any mortgage debt and other liens, at the time of his or her purchase exceeds US$1,000,000;
(vi)	Any natural person who had an individual income in excess of US$200,000, or joint income with that person's spouse in excess of US$300,000, in each of the two most

recent years and who reasonably expects to reach the same income level in the current year;

(vii)   Any trust with total assets in excess of US$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D under the Securities Act; or

(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?
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 Company wants to provide you with some information about money laundering and the Company's efforts to help implement the USA PATRIOT Act.	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.	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 US$1 trillion a year.

What the Company is required to do to help eliminate money laundering?	
Under new rules required by the USA PATRIOT Act, must designate a special compliance officer, set up	As part of the Company's required program, it may ask you to provide various identification documents or other information. Until you provide the

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.	information or documents that the Company needs, it may not be able to effect any transactions for you.

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 the Pre-Sale 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 individuals[1] 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 Company 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 should you become aware of any change in the information set forth in any of these representations. You are advised that, by law, the Company 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 Company 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 figure[2], or any immediate family[3] member

---

[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.

33225453v5

or close associate[4] 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 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 employs one or more individuals on a full-time basis; (3) the Foreign Bank maintains operating records related to its banking activities; (4) the Foreign Bank is subject to inspection by the banking authority that licensed the Foreign Bank to conduct banking activities; and
(5) 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 it. 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 Pre-Sale, Investors will need to first create an account and register on repux.io. Evidence of accreditation status pursuant to Section 506(c) of the Securities Act standards is required to invest. This is satisfied by completing the accreditation process on VerifyInvestor. 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 the repux.io platform.

Once accreditation and KYC/AML steps are complete, Investors will follow the remaining prompts at repux.io to specify investment amount and see estimated RepuX Token amount, confirm their investment, and make payment to finalize the transaction.

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.

---

[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.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

Set forth below is a discussion, in summary form, of certain U.S. federal income tax consequences relating to an investment in a SAFT and the acquisition, ownership and disposition of RepuX Tokens issued pursuant to a SAFT. This summary does not attempt to present all aspects of the U.S. federal income tax laws or any state, local or foreign laws that may affect an investment in a SAFT or in RepuX 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 SAFT or in RepuX Tokens. This summary is 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 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 RepuX 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. As of the date hereof, significant reforms to U.S. federal income tax laws are under consideration. As a result, there may be future changes in U.S. federal income tax laws that may have adverse tax consequences on an investment in a SAFT and the acquisition, ownership and disposition of RepuX Tokens issued pursuant to a SAFT, a nd may result in materially different tax consequences than as described herein. Thus, 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 Investor should consult with its own tax adviser in order to fully understand the U.S. federal, state, local and foreign income tax consequences of an investment in a SAFT or in RepuX Tokens. No legal or 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 RepuX Tokens.

∞ *Tax Treatment of SAFT*

The Company intends to treat the execution of the SAFT as the execution of a forward contract, i.e., a contract for the purchase of RepuX Tokens, to be delivered to an Investor in the future upon RepuX Protocol Launch, as more fully described in the SAFT. Accordingly, the Company intends to treat the SAFT neither as an equity interest nor as a debt interest in the Company for U.S. federal income tax purposes. Upon entering the SAFT you agree to treat the SAFT as a forward contract.

The tax treatment of a SAFT is not entirely clear. It is possible that the IRS may challenge the Company's intended treatment of the SAFT as a forward contract, for example, treating amounts paid by an Investor upon entering into the SAFT as a prepayment for services to be rendered, or

treating the SAFT as a form of equity interest in the assets of the Company, in which case the U.S. federal income tax consequences to an Investor and the Company of the execution of a SAFT could differ from those described herein.

∞ *Treatment of RepuX Token Sale*

Upon RepuX Protocol Launch, the Company shall issue RepuX Tokens to each holder of a SAFT pursuant to the terms of the applicable SAFT. The Company will treat the issuance of RepuX Tokens to an Investor under a SAFT as a taxable sale of property by the Company to the Investor. An Investor should not be taxed upon the acquisition of RepuX Tokens pursuant to the SAFT. An Investor generally should have a tax basis for U.S. federal income tax purposes in the RepuX 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 RepuX Tokens should begin on the day the RepuX Tokens are issued to the Investor.

While a purchase of property, such as RepuX Tokens, generally is not taxable to the buyer (in this case, the Investor) for U.S. federal income tax purposes, an Investor that uses ETH or Bitcoin as its form of payment for the SAFT may have taxable gain or loss on such exchange to the extent the Investor's adjusted tax basis in ETH or Bitcoin used to purchase the SAFT (expressed in U.S. dollars) is less than or greater than, respectively, the exchange ratio for ETH or Bitcoin (expressed in U.S. dollars) either upon execution of the SAFT or upon the acquisition of RepuX Tokens pursuant to the SAFT. The tax treatment of ETH or Bitcoin and its use as currency is not entirely clear.

The tax treatment of RepuX Tokens is not entirely clear. It is possible that the IRS may challenge the Company's intended treatment of the issuance of RepuX Tokens under a SAFT, in which case the U.S. federal income tax consequences to an Investor and the Company of an issuance of RepuX Tokens under a SAFT could differ from those described above. The remainder of this summary assumes that the Company's intended treatment of the SAFT and the RepuX Tokens will be respected.

∞ *Disposition of RepuX Tokens*

An Investor who sells, exchanges, or otherwise disposes of the RepuX Tokens for cash or other property (including pursuant to an exchange of such RepuX Tokens for other convertible virtual currency) should, pursuant to IRS 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 RepuX Tokens and the Investor's adjusted tax basis in the RepuX Tokens. This capital gain may be long term if the Investor has held its RepuX Tokens for more than one year at the time of disposition.

∞ *Treatment of Conversion of SAFT upon failure of RepuX Protocol Launch*

In the event of a RepuX Protocol 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 IRS 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 IRS WITH REGARD TO THE TAX CONSEQUENCES OF AN INVESTMENT IN THE SAFT OR REPUX TOKENS.

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 FROM AN INDEPENDENT TAX ADVISOR.

THE TAX TREATMENT OF THE SAFT, THE PURCHASE RIGHTS CONTAINED THEREIN AND THE REPUX 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 REPUX 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 U.S. AND NON-TAX TREATMENT OF AN INVESTMENT IN THE SAFT, THE RIGHTS CONTAINED THEREIN AND REPUX TOKENS.

33225453v5

EXHIBIT A

RepuX Whitepaper