



**CRYPTOUNIT INC.**

**Confidential Private Offering Memorandum**

**Dated: 19.07.2020**

***Minimum Offering: \$30,000,000,000***

***Maximum Offering: \$10,000,000,000,000***

***Purchase Rights for cryptographic WorldCru  
tokens***

**THE OFFERING PERIOD WILL EXPIRE ON THE EARLIER TO OCCUR OF: (I) THE DATE ON WHICH THE MAXIMUM OFFERING AMOUNT HAS BEEN SUBSCRIBED FOR AND ACCEPTED BY THE COMPANY AND A FINAL CLOSING IS CONDUCTED OR (II) March, 2028, UNLESS EXTENDED BY UP TO 60 DAYS IN THE DISCRETION OF THE COMPANY.**

**NO PERSON IS AUTHORIZED TO ISSUE ANY ADVERTISEMENT, GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION NOT CONTAINED IN THIS DOCUMENT IN CONNECTION WITH THE OFFERING OR SALE OF SHARES AND ANY ADVERTISEMENT SO ISSUED OR INFORMATION OR REPRESENTATION SO MADE MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY OR ON BEHALF OF THE COMPANY. THE DELIVERY OF THIS MEMORANDUM AT ANY TIME AND THE ALLOCATION OF SHARES DO NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS AT ANY TIME SUBSEQUENT TO ITS DATE. THE DISTRIBUTION OF THIS DOCUMENT AND THE OFFERING OF THE SHARES IN CERTAIN JURISDICTIONS MAY BE RESTRICTED**

BY LAW. PERSONS INTO WHOSE POSSESSION THIS DOCUMENT COMES ARE REQUIRED BY THE COMPANY TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY SUCH RESTRICTIONS.

TRANSFERABILITY OF SHARES IN THE COMPANY IS SUBJECT TO THE PRIOR APPROVAL OF THE DIRECTOR AND THERE WILL BE NO PUBLIC MARKET FOR THE SHARES. SHARES WILL BE REDEEMABLE BY THE SHAREHOLDERS ON EACH REDEMPTION DATE. THE DIRECTOR OF THE COMPANY MAY REQUIRE A MANDATORY REDEMPTION IN CERTAIN CIRCUMSTANCES.

This Confidential Private Offering Memorandum (this “*Memorandum*”) has been prepared by CRYPTOUNIT INC. (hereinafter referred to as the “**CRYPTOUNIT**” or the “*Company*”), solely for use by certain qualified Investors to whom CRYPTOUNIT is offering (hereinafter referred to as the “*Offering*”) the opportunity to purchase the right to acquire WorldCru tokens (the “*WorldCru tokens*”) and sale of Company’s shares pursuant to separate agreements (the “*Agreement*”). The Company will enter into such Agreements on an ongoing basis (the “*Expiration Date*”).

Investors may never receive any benefit from holding WorldCru tokens. A legally compliant trading market for WorldCru tokens may never be developed and peer-to-peer transfers of WorldCru tokens received under the Agreement by Investors will not be permitted unless and until WorldCru token holders are otherwise notified by the Company, which may require holders to hold their WorldCru tokens indefinitely. An investment in this Offering is **highly speculative**, and investor (you) should only invest if you are prepared and may afford to lose your entire investment.

Unless the context requires otherwise, in this Memorandum the terms “**CRYPTOUNIT**,” “*Company*,” “*we*,” “*us*” and “*our*” refer to CRYPTOUNIT INC. and its subsidiaries and all dollar (\$) amounts set forth herein refer to United States dollars.

The Agreements and the WorldCru tokens have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or

any United States state securities laws or the laws of any foreign jurisdiction including the British Virgin Islands or any Member States of EEA. The Agreements will be offered and sold to US Investors under the exemption provided by *Section 4(A)(2) of the Securities Act and Regulation D* promulgated thereunder, or to non-U.S. Persons who are not purchasing for the account or benefit of a U.S. Person as defined under Regulation S under the Securities Act, and other exemptions of similar import in the laws of the states and other jurisdictions where the offering will be made. Investors from Member States of EEA are eligible to participate in the Offering pursuant to limitations, stipulated by *Section 1(4) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC*.

Furthermore, 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 of the United States.

In the European Economic Area this private offering is addressed to fewer than 150 natural or legal persons per each Member State of the European Economic Area, other than Qualified Investors.

The Agreement and WorldCru tokens described in this Memorandum **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.

This Memorandum has been prepared for the information of the person to whom it has been delivered (the "Recipient") by or on behalf of the Company, and may not be reproduced or used for any other purpose. By accepting this Memorandum, the Recipient agrees (i) not to reproduce or distribute this Memorandum, in whole or in part, without the prior written consent of the Company or its authorized representatives, (ii) to return this Memorandum to the Company or its authorized representatives upon request and (iii) not to disclose any information contained in this

Memorandum or any other information relating to the Company, including, without limitation, the Company performance and financial statements, to any person who is not a trustee, director, officer, employee, auditor, agent, attorney, financial adviser or other professional adviser responsible for matters relating to the Company or who otherwise has a need to know such information in connection with such person's responsibilities with respect to the Recipient and who is under an obligation to keep such information confidential, except to the extent such information is in the public domain (other than as a result of any action or omission of the Recipient or permitted person to whom the Recipient has disclosed such information). Notwithstanding anything in this Memorandum to the contrary, each investor (and each employee, representative or other agent of such investor) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of (i) the Company and (ii) any of the Company's transactions, and all materials of any kind (including opinions or other tax analyses) that are provided to such investor relating to such tax treatment and tax structure, it being understood that "tax treatment" and "tax structure" do not include the name or the identifying information of (i) the Company, or (ii) the parties to a transaction.

This Memorandum is accurate as of its date in all material respects, and no representation or warranty is made as to its continued accuracy after such date. None of the Company or any of its authorized representatives has any obligation to update this Memorandum at any time in the future. Information contained in this Memorandum is subject to modification, supplementation and amendment at any time and from time to time. Each investor will be required to acknowledge that it made an independent decision to buy the Company's shares and that it is not relying on the Company, the Founder or any other person or entity (other than such investor's own advisers) with respect to the legal, tax, financial, risk or other considerations involved in an investment in the Company.

An investment in the Agreement and the WorldCru tokens involves a high degree of risk, volatility and illiquidity. A prospective Investor should thoroughly review the confidential information contained herein and the terms of the Agreement, and carefully consider

whether an investment in the Agreement is suitable to the Investor's financial situation and goals.

No person has been authorized to make any statement concerning the Company or the Agreements 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 Agreement and the WorldCru tokens that will be delivered pursuant thereto, including the merits and risks involved in an investment therein. Prior to any investment, the Company will give Investors the opportunity to ask questions of and receive answers and additional information from it concerning the terms and conditions of this offering and other relevant matters to the extent the Company possesses the same or can acquire it without unreasonable effort or expense. Investors should inform themselves as to the legal requirements applicable to them in respect of the acquisition, holding and disposition of the Agreements and the WorldCru tokens upon their delivery, and as to the income and other tax consequences to them of such acquisition, holding and disposition.

CRYPTOUNIT reserves the right in its sole discretion to reject any commitment in whole or in part by not executing a Agreement. Prior to the Expiration Date, the Company reserves the right to modify the terms of the Offering and the WorldCru token in its sole discretion. If the Company amends the terms of the Offering in any material respect, it will provide potential Investors that have previously funded their commitment at least 3 business days, since the moment when such Investor becomes aware of amendment or modification aforesaid, to withdraw from the Offering. Upon any such withdrawal by an Investor, such withdrawing Investor's Agreements will terminate and all funds received in connection with the Offering from such Investor will be promptly returned to such Investor without interest. Such refund will be paid in the same currency and in the same amount, without interest, as paid by such Investor. For example, an Investor who funded 1 Bitcoin will be refunded 1 Bitcoin.

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 of the United States, British Virgin Islands Financial Services Commission nor any other regulatory authority has approved an investment in the Agreement. 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.

Investments in the Agreement are denominated in United States dollars (“USD” or “\$”) and Investors may tender United States dollars, Euro, Bitcoin (“BTC”), or Ethereum (“ETH”), LiteCoin (“LTC”), USDT, EOS in exchange for the WorldCru Tokens. 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 and probably will have an adverse effect on the value, price or income of an Investor’s investment.

### **Cautionary Statements Regarding Forward-Looking Statements**

Certain statements in this Memorandum constitute forward-looking statements. When used in this Memorandum, the words “may,” “will,” “should,” “project,” “anticipate,” “believe,” “estimate,” “intend,” “expect,” “continue,” and similar expressions or the negatives thereof are generally intended to identify forward-looking statements. Such forward-looking statements, including the intended actions and performance objectives of the Company, involve known and unknown risks, uncertainties, and other important factors that could cause the actual results, performance, or achievements of the Company in its development of the CRYPTOUNIT Program including but not limited to the CRYPTOUNIT Global Investment Portfolio 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 there to 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 Agreement. Prior to purchasing CRU tokens and entering into Agreement, 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.

**CRYPTOUNIT INC.,  
PRIVATE OFFERING OF  
AGREEMENTS FOR DELIVERY OF WORLDCRU TOKENS**

**TABLE OF CONTENTS:**

GLOSSARY

COMPANY OVERVIEW

DIRECTORS AND MANAGEMENT

TERMS OF THE PURCHASE

RISK FACTORS

USE OF PROCEEDS

PLAN OF DISTRIBUTION

INVESTOR QUALIFICATIONS



THIS OFFERING IS LIMITED (1) IN THE UNITED STATES: SOLELY TO ACCREDITED INVESTORS AS DEFINED IN RULE 501 OF REGULATION D UNDER THE SECURITIES ACT AND, SUBJECT TO RULE 901 OF REGULATION S; (2) IN THE EUROPEAN ECONOMIC AREA TO QUALIFIED INVESTORS AS DEFINED IN CLAUSES (1) - (4) OF ANNEX II OF MIFID II (2014/65/EU) OR TREATED AS QUALIFIED INVESTORS SUBJECT TO PROVISIONS OF CLAUSES II.1 AND II.2 AND TO FEWER THAN 150 INVESTORS PER EACH MEMBER STATE OTHER THAN QUALIFIED INVESTORS. 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 AGREEMENT OFFERED HEREBY BECAUSE: (I) AN INVESTMENT IN THE INSTRUMENTS INVOLVES A NUMBER OF SIGNIFICANT RISKS (SEE “RISK FACTORS”); AND (II) NO MARKET EXISTS FOR THE WORLDCRU TOKENS, AND NONE IS LIKELY TO DEVELOP IN THE REASONABLY FORESEEABLE FUTURE. THIS OFFERING IS INTENDED TO BE A PRIVATE OFFERING THAT IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT OF THE US, SECURITIES AND INVESTMENT BUSINESS ACT OF BRITISH VIRGIN ISLANDS, REGULATION (EU) 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 14 JUNE 2017 ON THE PROSPECTUS TO BE PUBLISHED WHEN SECURITIES ARE OFFERED TO THE PUBLIC OR ADMITTED TO TRADING ON A REGULATED MARKET, AND REPEALING DIRECTIVE 2003/71/EC AND / OR OTHER JURISDICTION SECURITIES LAWS.

## GLOSSARY

<b>BVI FSC</b>	British Virgin Islands Financial Services Commission, a single regulatory authority for financial services business in the British Virgin Islands.
<b>Companies Law</b>	The BVI Business Companies Act as amended from time to time.

<b>Company</b>	CRYPTOUNIT INC. is a limited liability company registered under the British Virgin Islands Business Companies Act 2004 with it's registered number 2009699 and registered office at: ABM Chambers, P.O. BOX 2283, Road Town, Tortola, VG1110, British Virgin Islands. CRYPTOUNIT's goal is to fund a pool of projects in different sectors economy through the support of the crypto community, by letting its members participate directly and transparently in a future income stream and capital gains from these projects.
<b>Eligible Investors</b>	Prospective Investors in the Offering must be (1) non-U.S. Persons, as long as they do not qualify as Accredited Investors, or (2) Qualified Investors, or non-Qualified Investors from Member States of EEA if there the number of such non-Qualified Investors is fewer than 150 persons other per each Member State of EEA, at the moment of investment.
<b>EEA</b>	European Economic Area.
<b>Member States, individually as Member State</b>	States of EEA, namely: Austria, Belgium, Bulgaria, Croatia, Republic of Cyprus, Czech Republic, Denmark, Malta, Finland, France, Germany, Greece, Hungary,

	Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden, United Kingdom, Iceland, Liechtenstein and Norway; when individually referred to Member State such reference mean the reference to any of the state listed hereabove.
<b>Accredited Investors</b>	A person or entity described in rule 501 of Regulation D of the Securities Act of the United States.
<b>Qualified Investors</b>	A person or entity described in section (1) to (4) of Annex II of MiFID II (2014/65/EU), or persons
<b>U.S. or the United States</b>	The United States of America, its territories and possessions including the States and the District of Columbia.
<b>U.S. Person</b>	Any individual or entity that would be a U.S. Person under Regulation S of the Securities Act. The Regulation S definition of U.S. Person includes: (a) any natural person resident in the United States; (b) any partnership or corporation organized or incorporated under the laws of the United States; (c) any estate of which any executor or administrator is a U.S. person; (d) any trust of which any trustee is a U.S.

	<p>person; (e) any agency or branch of a foreign entity located in the United States; (f) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person; (g) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and (h) any partnership or corporation if: (i) organized or incorporated under the laws of any foreign jurisdiction; and (ii) formed by a U.S. person principally for the purpose of investing in securities not registered under the Act, unless it is organized or incorporated, and owned, by accredited Investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.</p>
<b>US\$ or US Dollar</b>	The lawful currency of the United States.

## **NOTICE**

### **COMPANY OVERVIEW**

#### **Capital Structure**

The Company is authorized to issue 80,000,000,000 shares consisting of one class of shares of USD 0,01 par value each. Each share in the Company confers upon the Investor the right to an equal share in dividend paid by the Company and the right to an equal share in the surplus assets distributed on the liquidation of the Company. Additional classes of shares may be established to accommodate different rights, privileges and terms associated with one or more Investors (including, but not limited to, voting rights, redemption rights and fees).

#### **Overview of CRYPTOUNIT INC.**

CRYPTOUNIT's primary purposes are:

1. The expansion of the global community;
2. Improving financial and investment literacy for learning and coaching, creating interactive financial games and seminars to encourage people to learn more and get an education in financial management and investment;
3. Creating a million jobs and business opportunities through the presence of a unique business tool that creates multiple sources of revenue through the use of various business tools;
4. The creation of blockchain technologies;
5. Creating innovative technologies;
6. Supporting environmental projects.

CRYPTOUNIT plans to achieve its purpose and solve multiple problems facing the investment industry, lack of information and transparency, errors in tracking profitable offers, errors in keeping a clear records of finances, caution of issuers, high proportion of transfer and cancellation of placements.

## **Why CRYPTOUNIT?**

CRYPTOUNIT's principals are already industry participants, and the Company therefore believes to help everyone learn the science of investing. CRYPTOUNIT is currently working with 20 segments of the investment market. CRYPTOUNIT was created based on an intimate understanding of all the critical issues the investment industry faces today. Andrei Khovratov, the founder of CRYPTOUNIT specifies that in today's difficult times we could create a society of educated people, free of financial stress, from political and economic upheaval.

Saw that we created a concept of the New Economic Evolution of the World. It is progressive and unique project whose missions are social unity and support, global distribution of wealth and resources, assistance to others and abandonment of heritage.

CRYPTOUNIT — is at the heart of our business ecosystem, as it gives our community the opportunity to become a co-owner of the Global Investment Portfolio, which currently has an independent valuation of \$404 million and has more than 20 segments of the investment market.

The unique combination of these tools gives us a solid foundation to say that we can help millions of people around the world solve their problems in finance, investment, business, care and help rebuild the global economy and get rid of social problems, uncertainty and fear.

The creation of CRYPTOUNIT will allow the realization of the New Economic Evolution World program, which is aimed at enabling the people of planet Earth to become co-owners and shareholders of the most profitable enterprises on the planet.

The CRYPTOUNIT Program will help everyone learn the science of investing thanks to a large number of educational materials, which are made insimple and understandable language at affordable prices, and everyone will be able to take the first steps to financial freedom, having a modest sum of start-up capital.

Even if a potencial investor have had bad experience and has lost all his/her investments, but have not lost faith in success, CRYPTOUNIT will teach potencial investor to understand companies, track profitable offers, and keep a clear record of his/her finances.

In addition to the unique training, potential investor will receive a bonus - ownership of a part of the global investment portfolio, calculated and thought out by Company's professionals - professionals in their field.

From beginners to Investors with experience, the CRYPTOUNIT Program has a lot to offer:

#### New Investors

For those who know nothing, but really want to study the science of investing, create a source of passive income, repay loans, get rid of debts and learn how to manage personal finances.

#### Entrepreneurs

For those who already have investment experience and knowledge, but do not have the means to create their own investment portfolio and passive income. For those looking for an additional source of income that can exceed the core.

#### Professional Investors

For long-term Investors who are looking for new investment offers and want to increase capital and expand their investment portfolio.

Company's Private Investor's Academy has been successfully developing for more than 9 years. During this time hundreds of thousands of packages with educational courses in financial literacy were sold.

### **The CRYPTOUNIT Platform and WorldCru token**

#### *CRYPTOUNIT Platform*

As planned, the CRYPTOUNIT Platform will incorporate the following elements:

1. Private Investor Academy - it is an online portal aimed at teaching people financial and investment literacy. Over the past 10 years, the Company has achieved excellent results in private education, with nearly 2 million users in more than 175 countries.
2. ICS - it is an innovative business tool for ordinary people and others, providing them with high-quality and high-paying businesses around the world, without resorting to credit slavery from

the financial tycoons of the world, and at the same time being provided with the best conditions for obtaining unlimited income.

3. CRYPTOUNIT - is at the heart of Company's business ecosystem, as we believe it gives our community the opportunity to become a co-owner of the Global Investment Portfolio, which currently has an independent valuation of \$404 million and has more than 20 segments of the investment market.

#### *WorldCru token*

WorldCru token is the equivalent of a share reflecting the share of ownership in the Company and the right to receive bonuses and dividends.

Until the 15th of each month Professional Bonus 8-35% of Global Investment Portfolio will be distributed between the WorldCru token holders. First accrual will take place 3 months after CRYPTOUNIT Program entry. Profit is divided by all WorldCru points and is distributed by 1 WorldCru by special and fair formula.

Prerequisites for Professional Bonus:

1. At least 70 percent of WorldCru token holders should be presented

Otherwise, the vote will be declared bankrupt, and by default the Profi bonus will be 12% of the Global Investment Portfolio.

2. The minimum profit of the portfolio should be not less than 100.000 UNT.

If the profit for the accounting month is less than 100,000 UNT, then the distribution of Profibonus will not be available and the profit will be reinvested (aimed for further programme development).

Additionally WorldCru token is planned to be used as an internal cryptocurrency to pay for participation in Private Investor Academy. Investors will receive updated learning products, including investment and finance education courses. As well as the possibility of visiting free webinars conducted by the Private Investor Academy.

Also WorldCru token holders will get access to a system of accruing the discounts, rewards of the activity of its members, bonus points, empowerment and comfort consumption of goods and services by customers for their loyalty and activity.



WorldCru tokens grants it's holder a right to annually receive a 10% interest (passive income) in US Dollars from the part of the gross revenue generated from Global Investment Portfolio according to the number of WorldCru tokens.

For instance, if the annual revenue generated from Global Investment Portfolio is **500 000,00 USD** and the investor holds **100 000 WorldCru tokens**, the Investor's annual interest is calculated as follows:

$$P = \frac{Q_{\text{purchased}}}{Q_{\text{total}}} * (R * \%)$$

, where:

***P** is the amount of passive income to be received by the Investor;*

***Q<sub>purchased</sub>** is the amount of WorldCru tokens purchased by the Investor;*

***Q<sub>total</sub>** is the issued amount of WorldCru tokens that is equal to 80 000 000 000;*

***R** is the revenue generated from the Global Investment Portfolio;*

***%** is the percentage of revenue generated from the Global Investment Portfolio to be distributed among all Investors who have purchased WorldCru tokens (planned to be 10%).*

The WorldCru token can be in 3 states:

1. Liquid WorldCru token (can move freely between accounts) normal state
2. Frozen WorldCru token (immediately after purchase WorldCru tokens are in the frozen token and then defrosted on schedule)
3. Unfrozen WorldCru token laid for steaking to get UNTB token

UNTB tokens from the UNTB issue as pros and loyalty bonuses are accrued for the defrosted WorldCru tokens, which are included in thesteaking.

## **UNTB**

UNTB - is a blockchain system token

The start of UNTB tokens will be after:

- Reaccrued WorldCru tokens on Investor account balances
- Activation of 4 validating nodes (nodes)
- Getting Investors private keys from their wallets on the CRYPTOUNIT blockchain
- Receiving a list of requirements and permits from regulators (Legal opinion)

The UNTB blockchain token will be a liquid instrument of stock trading, and will also have widespread use in the bonus system on smart market play, as well as in the online game "Genius of Finance" in the form of a game coin.

The issue of UNTB tokens is distributed to the holders of WorldCru tokens in the laid form (when placing the WorldCru token in steaking) and on the delegates-holders of the NOD in proportions:

- 95% on WorldCru token holders
- 5% on delegates

Number of UNTB accrued per 100 WorldCru tokens in steak:

1 month 40.75172414

2 month 35.86896552

3 month 30.31926978

4 month 24.6137931

UNTB issue will take place for 10 years.

PLEASE NOTE, THAT UNTB DOES NOT GRANT ANY RIGHTS OF INFLUENCE OVER CRYPTOUNIT, DOES NOT REPRESENT OWNERSHIP, EQUITY, SHARES, ROYALTIES OR RIGHTS TO CAPITAL, DIVIDENDS, INTEREST, PROFIT OR INCOME IN THE ENTITY THAT ISSUES TOKENS OR ANY OTHER ENTITY IN ANY JURISDICTION, **EXCEPT FOR THOSE RIGHTS THAT EXPRESSLY SPECIFIED HEREBOWE.**

In addition to this Memorandum, we encourage you to read CRYPTOUNIT's Whitepaper, attached to this Memorandum as Exhibit A.

## **USDU**

**USDU** - is a stable coin and is the equivalent of one U.S. dollar

It is used as a free-to-trade network token

## **Security Token Offering**

CRYPTOUNIT is conducting a security token offering ("STO") to raise money for the further development of its CRYPTOUNIT Platform and ecosystem.

1 (one) WorldCru tokens is offered to Investors for 1 \$ (one USD). Minimum investment amount is 10 \$ (ten USD). Investors may contribute in the offering with United States dollars, Euro, Bitcoin ("BTC"), or Ethereum ("ETH"), Litecoin ("LTC"), USDT, EOS. The exchange rate will be locked at the time of the purchase of the WorldCru tokens and will be based on the average price quoted on the exchange: unitex.one

The STO is expected to occur in a manner of private placement and is expected to have several stages.

Stages that will be in the implementation of WCRU tokens:

- I. Stage 10-30 billion WCRU tokens with a price of \$ 0.001 -0.3 \$ 12-36 months.
- II. Stage 10-25 billion WCRU tokens with a price of \$ 1 -100 \$ 12-24 months
- III. Stage 1-10 billion WCRU tokens with a price of \$ 100 -1000 \$ 12-24 months
- IV. Stage 1-10 billion WCRU tokens with a price of \$ 1000 -2000 \$ 12-36 months

Total: in 4-10 years it is planned to sell from 40-72 billion WCRU tokens

in the amount of \$ 10,000,000,000 or more.

Liquidity Balance of 8 billion WCRU Tokens will remain at the disposal of the final Beneficiary, WorldCru Inc.

Distribution of funds from the sale of WCRU tokens.

The distribution of funds after the sale of WCRU tokens is as follows:

- 50% for the purchase of Assets
- 44% on marketing costs
- 5% for loyalty program (the loyalty program will be only until 01.10.2021)
- 1% for operating expenses for conducting business activities
- Total 100%

CRYPTOUNIT will not issue any additional WorldCru tokens and will not create technical opportunity for mining.

The total amount of funding contributed during the STO will determine the exact number of WorldCru tokens generated.

### **Control and Governance.**

CRYPTOUNIT INC. is a limited liability company registered under the British Virgin Islands Business Companies Act 2004 with it's registered number 2009699 and registered office at: ABM Chambers, P.O. BOX 2283, Road Town, Tortola, VG1110, British Virgin Islands.

CRYPTOUNIT INC. is currently 100% owned and controlled by Worldcru Inc. a corporation registered under the laws of the United States on February 17, 2020 with it's registered number 7856120 and registered office at: 16192 Coastal Highway, Lewes, DE 19958, County of Sussex.

CRYPTOUNIT is governed by its Management Team whose more detailed information is set forth elsewhere herein.

### **Potential Future Competitive Landscape**

Although the investment industry is large and highly competitive, it is generally not subject to rapidly evolving technology. As such, CRYPTOUNIT believes that it is bringing to bear a welcome innovation in its blockchain CRYPTOUNIT Platform and WorldCru token, and that its existing position inside the investment industry places it ahead of potential competitors.

However, changing customer needs, as well as possible introductions of new solutions could pose competitive challenges for CRYPTOUNIT. CRYPTOUNIT may face competition from existing investment companies.

### **The CRYPTOUNIT Team**

#### ***ANDREI KHOVRATOV***

Director-General of Academy of Private Investor, the author and creator of the Cryptounit Program, dream master, multi-disciplinary professional investor, businessman.

Andrei is the best business coach in financial and investment personal development 2018 according to MELON RICH magazine and business magazine FINANCE TIMES.

TV presenter of the program "Secrets of Millionaires with Andrei Khovratov"

Chairman of the Investment Council and General-Peacemaker of the International Public Association "Generals of Peace for Peace"

Prominent leader of Russia, included in the top 100 encyclopedia "People of our millennium"

Before developing and launching CRYPTOUNIT, the Andrei Khovratov has invest in the Company's assets more than 11,5 million of dollars.

The Company's team has years of relevant experience in investments, technology and finance.

#### ***ANTONENKO MARIA***

Head of blockchain technology implementation department, financier with 20 years of experience.

Graduate Specialist of the International State Institute of International Relations in the specialty of "Legal Aspects of Cryptocurrency Regulation and Blockchain Technologies".

Expert in Personal and Corporate Finance Certified Master-Profi Trainer.

Leading the training "Genius of Finance".

### **Legal Proceedings**

From time to time, CRYPTOUNIT 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 CRYPTOUNIT's business or the development of the CRYPTOUNIT Platform because of defense and settlement costs, diversion of resources and other factors.

### **Complaints for Patent Infringement**

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

## **DIRECTORS AND MANAGEMENT**

### **Board of Directors**

The Company's Board of Directors consists of the company NEEW-TNG LTD. The Director of NEEW-TNG LTD. is Andrei Khovratov, who is also executive officers of the Company and whose biographical information appears below under "Executive Officer":

### **Executive Officer**

**Andrei Khovratov** (age 52),

Founder and CEO

Work experience:

Director-General of Academy of Private Investor, the author and creator of the Cryptounit Program, dream master, multi-disciplinary professional investor, businessman

Andrei is the best business coach in financial and investment personal development 2018 according to MELON RICH magazine and business magazine FINANCE TIMES.

TV presenter of the program "Secrets of Millionaires with Andrei Khovratov"

Chairman of the Investment Council and General-Peacemaker of the International Public Association "Generals of Peace for Peace"

Prominent leader of Russia, included in the top 100 encyclopedia "People of our millennium"

Education:

Mr. Khovratov attended the Secondary school No. 9, Krasnoarmeysk 1976-1986

1999 - Training program "Private Investments"

2002 - Investment seminars of the "School of Money" series

2003 - Training at the Dealing Center in Kiev on the topic "Investing in the Forex currency market"

2005 - Investment seminar on the topic of Creating Investment Portfolios

2006 - Training in the USA in Investment Real Estate

From 1997 to the present - has passed more than 35 educational seminars and trainings on the topic: finance, investment and investment.

Since 2008 - studied exchange trading in the stock market and the Forex market

## TERMS OF THE PURCHASE RIGHTS AND THE AGREEMENT

*The summary below briefly describes the principal terms of the Agreements and the rights to purchase WorldCru tokens contained therein. Certain of the terms and conditions described below are subject to important limitations and exceptions. Prospective Investors should review the Agreement entirely, available from the Company. The summary below is not qualified in its entirety by reference to the actual text of the form of Agreement.*

*Company:* CRYPTOUNIT INC.

*Securities:* Right to purchase certain “WorldCru tokens” of CRYPTOUNIT pursuant to Agreement (each a “**Agreement**” and together the “**Agreements**”) issued to Investors (each, an “**Investor**”).

Each Investor: (a) if in the United States, or a U.S. Person (as defined in Regulation S under U.S. Securities Act of 1933, as amended (the “**Securities Act**”)), must be an accredited investor, as defined in Regulation D under the Securities Act or (b) if in Canada, such Investor must be an accredited investor as defined under applicable Canadian securities laws, or (c) if outside of the United States, must be a non-U.S. Person who is not purchasing for the account or benefit of a U.S. Person as defined under Regulation S under the Securities Act and if from the Member State of EEA such Investors must be Qualified Investor or non-Qualified Investors if the total amount of such non-Qualified Investors



does not exceed 150 persons per each Member State.

*Form of Payment for Agreement:*

United States dollars, Euro, BTC, ETH, LTC, USDT, EOS. The Agreements shall be deemed in U.S. dollars, and payments in BTC, ETH, LTC, USDT, EOS shall be valued in U.S. dollars at an exchange ratio equivalent to the volume-weighted average hourly price BTC, ETH, LTC, USDT, EOS across the exchange unitex.one in the one hour preceding the entry into this Agreement; *provided, however*, that in the event that such exchanges experience technical issues in such period that affect the accuracy of the volume-weighted average price, the Company will use its reasonable best efforts to determine the volume-weighted average price of BTC, ETH, LTC, USDT, EOS for such period.

*Use of Proceeds:*

First stage portions of the proceeds of the Offering will be used by the Company for the following purposes:

Stages that will be in the implementation of WCRU tokens:

- I. Stage 10-30 billion WCRU tokens with a price of \$ 0.001 -0.3 \$ 12-36 months.
- II. Stage 10-25 billion WCRU tokens with a price of \$ 1 -100 \$ 12-24 months

III. Stage 1-10 billion WCRU tokens with a price of \$ 100 -1000 \$ 12-24 months  
IV. Stage 1-10 billion WCRU tokens with a price of \$ 1000 -2000 \$ 12-36 months  
Total: in 4-10 years it is planned to sell from 40-72 billion WCRU tokens in the amount of \$ 10,000,000,000 or more. Liquidity Balance of 8 billion WCRU Tokens will remain at the disposal of the final Beneficiary, WorldCru Inc.

Distribution of funds from the sale of WCRU tokens.

The distribution of funds after the sale of WCRU tokens is as follows:

- 50% for the purchase of Assets
- 44% on marketing costs
- 5% for loyalty program (the loyalty program will be only until 01.10.2021)
- 1% for operating expenses for conducting business activities
- Total 100%

*Termination:*

The Agreement shall terminate upon the earlier of (i) the CRYPTOUNIT Platform Launch; (ii) march, 2028, if the CRYPTOUNIT Platform Launch has not occurred by such date, provided that, the Company shall have the right to extend by sixty (60) days, in its sole discretion, or (iii)

the payment or setting aside of payment of amounts due to the Investor upon a Dissolution Event, which shall include (a) a voluntary termination of operations of the Company, (b) a general assignment for the benefit of the Company's creditors or (c) any other liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

*Priority of Payment:*

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

*Documentation:*

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



## **RISK FACTORS**

*An investment in the Agreement and WorldCru tokens involves a high degree of risk. You should consider carefully the risks described below, together with all of the other information contained in this Memorandum and the Agreement, 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 Agreement**

The CRYPTOUNIT Platform has not yet been developed by the Company and will require significant capital funding, expertise of the Company's management, time and effort in order to develop and successfully launch the CRYPTOUNIT Platform. The Company may have to make changes to the specifications of the CRYPTOUNIT Platform, WorldCru tokens for any number of legitimate reasons or the Company may be unable to develop the CRYPTOUNIT Platform in a way that realizes those specifications or any form of a functioning network. It is possible that the WorldCru tokens and the CRYPTOUNIT Platform itself may not ever be released. The CRYPTOUNIT Platform or WorldCru 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 CRYPTOUNIT Platform and subsequently to develop and maintain the CRYPTOUNIT Platform, it is still possible that the CRYPTOUNIT Platform will experience malfunctions or otherwise fail to be adequately developed or maintained, which may negatively impact the CRYPTOUNIT Platform and WorldCru tokens.

The Company will use the proceeds of this Offering to make significant investments to develop and launch a viable CRYPTOUNIT Platform. The Company may not have or may not be able to obtain the technical skills and expertise needed to successfully develop the CRYPTOUNIT Platform and progress it to a successful Platform Launch. While the Company has recruited and sought to retain experts, there is a general scarcity of management, technical, scientific, research and marketing personnel with appropriate training to develop and maintain WorldCru tokens and the CRYPTOUNIT Platform. Investors shall be ready to lose all of their investment.

***Investments in early stage companies including CRYPTOUNIT involve a high degree of risk. Investments in WorldCru token including the Agreement may involve an even higher degree of risk.***

Financial and operating risks confronting early stage companies are significant: CRYPTOUNIT is not immune to these. The market in which CRYPTOUNIT is highly competitive. In addition, early stage companies may require substantial amounts of financing, which may not be available through institutional private placements, the public markets or otherwise.

***Assumption of Business, Terrorism and Catastrophe Risks***

The Company may be subject to the risk of loss arising from exposure that it may incur, indirectly, due to the occurrence of various events, including, without limitation, hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events. These risks of loss can be substantial and could have a material adverse effect on the Company and the Investors' investments therein.

***CRYPTOUNIT 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, the inability of the Company to the CRYPTOUNIT Platform or the WorldCru 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 Agreements may not be transferred.***

***The WorldCru tokens may not be transferred***

WorldCru tokens received pursuant to the Agreement are not transferrable for US Investors. Consequently, US Investors must be prepared to hold WorldCru tokens indefinitely.

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

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

#### **Risks associated with the WorldCru tokens and the CRYPTOUNIT Platform**

***The CRYPTOUNIT Platform may not be widely adopted and may have limited users.***

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

***CRYPTOUNIT is dependent on the internet infrastructure.***

CRYPTOUNIT future success will depend, in significant part, upon the maintenance of the various components of the Internet infrastructure, such as a reliable backbone network with the necessary speed, data capacity and security, and the timely development of enabling products, such as high-speed modems, which provide reliable and timely Internet access and services. To the extent that the Internet continues to experience increased numbers of users, frequency of use or increased user bandwidth requirements, we cannot be sure that the Internet infrastructure will continue to be able to support the demands placed on it or that the performance or reliability of the Internet will not be adversely affected. Furthermore, the Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure or otherwise, and

such outages or delays could adversely affect our CRYPTOUNIT Platform, as well as the Internet service providers and online service providers our customers use to access our CRYPTOUNIT Platform. In addition, the Internet could lose its viability as a commercial medium due to delays in the development or adoption of new standards and protocols that can handle increased levels of activity. We cannot predict whether the infrastructure and complementary products and services necessary to maintain the Internet as a viable commercial medium will be developed or maintained.

***Alternative platforms may be established that compete with or are more widely used than the CRYPTOUNIT Platform.***

It is possible that alternative platforms could be established that utilize the same or similar open source code and protocol underlying the CRYPTOUNIT Platform and attempt to facilitate services that are materially similar to the CRYPTOUNIT Platform's services. The CRYPTOUNIT Platform may compete with these alternative platforms, which could negatively impact the CRYPTOUNIT Platform and the WorldCru tokens.

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

The CRYPTOUNIT Platform structural foundation, the software application and other interfaces or applications built upon the CRYPTOUNIT Platform in development stage and are unproven, and there can be no assurances that the CRYPTOUNIT Platform and the creating, transfer or storage of the WorldCru tokens will be uninterrupted or fully secure which may result in a complete loss of Investors' WorldCru tokens or an unwillingness of Investors to access, adopt and utilize the CRYPTOUNIT Platform. Further, the CRYPTOUNIT Platform may also be the target of malicious



attacks seeking to identify and exploit weaknesses in the software or the CRYPTOUNIT Platform which may result in the loss or theft of WorldCru tokens. For example, if CRYPTOUNIT and the CRYPTOUNIT Platform 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 CRYPTOUNIT Platform. In any such event, if the Platform Launch does not occur or if the CRYPTOUNIT Platform 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, cryptographic tokens and CRYPTOUNIT offerings such as CRYPTOUNIT Platform and the WorldCru tokens is uncertain, and new regulations or policies may materially adversely affect the development of the CRYPTOUNIT Platform and the utility of the WorldCru tokens.***

Regulation of WorldCru tokens and the Offering 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, British Virgin Islands and in other countries may in the future, adopt laws, regulations, guidance, or other actions, which may be severely different from those current legislation and such amendments and modifications may impact the development and growth of the CRYPTOUNIT Platform. Failure by the Company or certain users of the CRYPTOUNIT Platform to comply with any laws, rules and regulations, some of which may not exist yet or are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines.

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

In the case of virtual currencies, state regulators like the New York Department of Financial Services have created new regulatory frameworks. Others, as in Texas, have published guidance on how their existing regulatory regimes apply to virtual currencies. Some states, like New

Hampshire, North Carolina, and Washington, have amended their state's statutes to include virtual currencies into existing licensing regimes. Treatment of virtual currencies continues to evolve under federal law as well. The Department of the Treasury, the Securities Exchange Commission, and the Commodity Futures Trading Commission, for example, have published guidance on the treatment of virtual currencies. The IRS released guidance treating virtual currency as property that is not currency for US federal income tax purposes, although there is no indication yet whether other courts or federal or state regulators will follow this classification. Both federal and state agencies have instituted enforcement actions against those violating their interpretation of existing laws.

The British Virgin Islands has no current regulatory framework for cryptocurrencies in the BVI; similarly there is no express prohibition. The government has indicated a willingness to establish a supportive legal framework, but the industry is still in its early stages in the BVI.

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

Blockchain networks also face an uncertain regulatory landscape in many foreign jurisdictions such as the European Union, China and Russia. Various foreign jurisdictions may, in the near future, adopt laws, regulations or directives that affect the CRYPTOUNIT Platform. Such laws, regulations or directives may directly and negatively impact CRYPTOUNIT's 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 CRYPTOUNIT Platform and the adoption and utility of the WorldCru tokens.

***This issuance of WorldCru tokens constitutes the issuance of a “Security” under U.S. Federal Securities Laws.***

***The Offering may be subject to registration under the Securities Exchange Act of 1934 if the Company has assets above \$10 million and more than 2,000 Investors participate in the Offering***

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 Offering, CRYPTOUNIT may surpass \$10 million in assets as it builds out the CRYPTOUNIT Platform. Furthermore, the Agreements are likely considered a security under U.S. securities law and because there is the possibility that this Offering may surpass 2,000 Investors, CRYPTOUNIT may have more than 2,000 holders of record of its equity securities following the Offering. It is possible that the Agreement is not an equity security even if it is a security. If these two conditions are met then CRYPTOUNIT will have to register this Offering with the SEC, which will be a laborious and expensive process. If such registration takes place, much of the information regarding this Offering will be available to the public. CRYPTOUNIT would have the ability to avoid registration in such a scenario if the Agreements convert into the WorldCru tokens prior to the last day of CRYPTOUNIT's fiscal year, but, due to the unpredictable nature of complex software development such as the CRYPTOUNIT Platform, there is no guarantee that the CRYPTOUNIT Platform will have launched by such a date.

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

Ownership of WorldCru tokens does not give the owners voting rights or any other control over the Company or the CRYPTOUNIT Platform.

***There may be occasions when certain individuals involved in the development and launch of the CRYPTOUNIT Platform may encounter potential conflicts of interest in connection with the Platform Launch, such that said party may avoid a loss, or even realize a gain, when other Investors in the STO or in CRYPTOUNIT are suffering losses.***

There may be occasions when certain individuals involved in the development and launch of the CRYPTOUNIT Platform or WorldCru tokens may encounter potential conflicts of interest in

connection with this Offering and the Platform Launch, such that said party may avoid a loss, or even realize a gain, when other Investors in the are suffering losses. Investors in Agreements may also have conflicting investment, tax, and other interests with respect to Agreement investments, which may arise from the terms of the Agreement, the CRYPTOUNIT's' code, the CRYPTOUNIT Platform, the timing of the Platform Launch or other WorldCru tokens pre-sales, or other factors. Decisions made by the key employees of CRYPTOUNIT 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 CRYPTOUNIT, WorldCru tokens, or the CRYPTOUNIT Platform, 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 certain of its investments. While CRYPTOUNIT has made efforts to use open-source development for WorldCru 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 CRYPTOUNIT Platform.

***CRYPTOUNIT has only a limited history and no history as a decentralized blockchain system.***

CRYPTOUNIT has not have a long operating history. Each Agreement should be evaluated on the basis that CRYPTOUNIT or any third party's assessment of the prospects of the CRYPTOUNIT Platform may not prove accurate, and that CRYPTOUNIT will not achieve its investment objective. Past performance of CRYPTOUNIT, or any similar WorldCru token or Agreement, is not predictive of future results.

***If the CRYPTOUNIT Platform 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 the CRYPTOUNIT Platform'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 CRYPTOUNIT Platform.

***The further development and acceptance of blockchain networks, including the CRYPTOUNIT Platform, 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 an adverse material effect on the successful development and adoption of the CRYPTOUNIT Platform and the WorldCru tokens.***

The growth of the blockchain industry in general, as well as the blockchain networks with which the CRYPTOUNIT Platform 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 Bitcoin, and other blockchain technologies;
- Government and quasi-government regulation of Bitcoin, 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 Bitcoin networks;
- Changes in consumer demographics and public tastes and preferences;
- 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 Bitcoin or other blockchain-based WorldCru 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 CRYPTOUNIT Platform and the WorldCru tokens.

***The prices of blockchain assets are extremely volatile. Fluctuations in the price of digital assets could materially and adversely affect CRYPTOUNIT's business, and the WorldCru tokens may also be subject to significant price volatility.***

The prices of blockchain assets such as Bitcoin have historically been subject to dramatic fluctuations and are highly volatile, and the market price of the WorldCru tokens may also be highly volatile. Several factors may influence the market price of the WorldCru 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 Agreement 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 CRYPTOUNIT Platform;
- Changes in the rights, obligations, incentives, or rewards for the various participants in the CRYPTOUNIT Platform;
- 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 WorldCru tokens may be traded and liquidity on such exchanges;
- Interruptions in service from or failures of major blockchain asset exchanges on which the WorldCru tokens may be traded;
- Investment and trading activities of large Investors, including private and registered funds, that may directly or indirectly invest in the CRYPTOUNIT Platform or WorldCru 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 WorldCru tokens;
- Global or regional political, economic or financial events and situations; or
- Expectations among CRYPTOUNIT Platform or other blockchain assets participants that the value of the WorldCru 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 WorldCru tokens. For example, a security breach that affects investor or user confidence in Bitcoin may affect the industry as a whole and may also cause the price of the WorldCru tokens and other blockchain assets to fluctuate.

## USE OF PROCEEDS

The proceeds are intended to be used for the following:

- Continuing investment in creating a crypto-system of interchange system
- Continuation of investments in the CRYPTOUNIT and crypto exchange access systems for the sale of WorldCru and UNTB tokens
- Continue To Create CRYPTOUNIT Platform and Applications for UGPay
- Increase in investment share according to the portfolio in the world stock markets in the USA, Europe, Russia and CIS, India, China, Australia, Japan, and the same in other countries if there will be promising and profitable investment -tools
- Continued investment in the creation of investment platforms in all countries in which we already operate and in these countries there are more than 1000 consultants
- Continued investment in Innovative Transport Technology
- Continued investment in high-yield real estate for CRYPTOUNIT offices, resort real estate and rental properties
- Continued investments in gold mining companies and gold.
- Continued investment in the film industry
- Continued investment in the production and sale of Precious Stones and Diamonds
- Continued investment in various high-yield projects to share in existing businesses in order to expand it



- Continued investment in the creation of the Global platform for fiat and crypto currencies
- Continuing to invest in creating bank card payment aggregators and creating a high-speed gateway to quickly execute transactions between UGPAY, user exchange applications.
- Investing in ProdMarkets and Fast Food Tonia Franchises
- Investments in the creation of the alternative pension savings program (Future Secured by Guarantees)
- Continuing investment in the technology sector
- Continuing to invest in the development of alternative energy
- Continuing investment system of communication and communications
- Continuing to invest in art
- Continued investment in the advertising sector
- Continued investment in the scientific sector
- Continued investment in the health, longevity and sector
- Continued investment in transport destinations
- Continuing to invest in energy
- Continuing investment in Blockchain decentralized systems
- Continued investment in public associations
- Investing in the creation of the International Global Brokerage Site
- Investing in international merchandising WorldCru tokens
- Investing in the creation of an international educational hall

*Total estimated yield on these areas*

*12 to 36th-month-olds should make up more than 50% per year on initial invested capital*

Stages that will be in the implementation of WCRU tokens:

- I. Stage 10-30 billion WCRU tokens with a price of \$ 0.001 -0.3 \$ 12-36 months.
- II. Stage 10-25 billion WCRU tokens with a price of \$ 1 -100 \$ 12-24 months
- III. Stage 1-10 billion WCRU tokens with a price of \$ 100 -1000 \$ 12-24 months

IV. Stage 1-10 billion WCRU tokens with a price of \$ 1000 -2000 \$ 12-36 months

Total: in 4-10 years it is planned to sell from 40-72 billion WCRU tokens

in the amount of \$ 10,000,000,000 or more.

Liquidity Balance of 8 billion WCRU Tokens will remain at the disposal of the final Beneficiary, WorldCru Inc.

Distribution of funds from the sale of WCRU tokens.

The distribution of funds after the sale of WCRU tokens is as follows:

- 50% for the purchase of Assets
- 44% on marketing costs
- 5% for loyalty program (the loyalty program will be only until 01.10.2021)
- 1% for operating expenses for conducting business activities
- Total 100%

**Marketing costs:** This will be mostly allocated on acquisition of users. To ensure scale, user acquisition will be one of key focuses of CRYPTOUNIT. We estimate that in order to become a leading and organically growing platform, each key transportation market will require at least 100,000 unique members, and optimally 300,000 unique members.

**Tech & development:** This will include broad variety of research and development activity, including but not limited to development of smart contracts, further development of the functionality of the platform and its user interfaces, integrating all other methods of freight (trucks, airlines, railroads, pipelines), developing B2B White Label module to allow other developers to build upon and integrate their solutions into blockchain, and other. Development and management of the logistics distributed ledger is a costly endeavor, requiring significant tech resources and a pool of talented tech team.

**Operating expenses for business activities and tax payments:** This will cover operating expenses of CRYPTOUNIT, mostly comprising of salaries and opening and maintaining offices globally.

**Representation costs:** This will cover other and contingency expenses and is estimated at around 5% of the total budget.

## **PLAN OF DISTRIBUTION**

CRYPTOUNIT is uniquely positioned to build a Global Investment Portfolio and provide to Investors an opportunity to become its shareholder. CRYPTOUNIT will be conducting a Security Token Offering to raise money for its further development and purchasing new assets.

A total of 80,000,000,000 (80 billions) WorldCru tokens will be issued, which will be the hard cap. No additional WorldCru tokens will be issued at any time in the future.

## **INVESTOR QUALIFICATIONS**

PLEASE NOTE THAT BEING QUALIFIED TO PARTICIPATE IN THIS OFFERING DOES NOT MAKE THE OFFERING A SUITABLE INVESTMENT.

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 Agreement offered hereby because: (i) an investment in the Agreements involves a number of significant risks (See “Risk Factors”); and (ii) no market for the Agreements or the purchase rights contained therein, and none is likely to develop in the reasonably foreseeable future. This Offering is intended to be a private offering that is exempt from registration under the Securities Act and applicable state securities laws.

This Offering in the United States is limited solely to accredited Investors as defined in Regulation D under the Securities Act, meaning only those persons or entities coming within any one or more of the following categories:

1. 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(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940 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; 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, 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);

2. Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;
3. 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 Common Stock, with total assets in excess of \$5,000,000;
4. Any director or executive officer of the Company;
5. 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 \$1,000,000;
6. Any natural person who had an individual income in excess of \$200,000, or joint income with that person's spouse in excess of \$300,000, in each of the two most recent years and who reasonably expects to reach the same income level in the current year;

7. Any trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Common Stock, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; or
8. 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 Agreement for your own account and not for the account of others and not with a view to resell or distribute such securities (WorldCru tokens).

This Offering in the European Economic Area is limited solely to Qualified Investors and to not more than 150 Investors per each Member State, meaning only those persons or entities coming within any one or more of the following categories:

1. Entities which are required to be authorised or regulated to operate in the financial markets. The list below shall be understood as including all authorised entities carrying out the characteristic activities of the entities mentioned: entities authorised by a Member State under a MIFID II 2014/65/EU Directive, entities authorised or regulated by a Member State without reference to a MIFID II 2014/65/EU Directive, and entities authorised or regulated by a third country:
  - a) Credit institutions;

- b) Investment firms;
  - c) Other authorised or regulated financial institutions;
  - d) Insurance companies;
  - e) Collective investment schemes and management companies of such schemes;
  - f) Pension funds and management companies of such funds;
  - g) Commodity and commodity derivatives dealers;
  - h) Locals;
  - i) Other institutional Investors.
2. Large undertakings meeting two of the following size requirements on a company basis:
- a) balance sheet total: EUR 20 000 000
  - b) net turnover: EUR 40 000 000
  - c) own funds: EUR 2 000 000
3. National and regional governments, including public bodies that manage public debt at national or regional level, Central Banks, international and supranational institutions such as the World Bank, the IMF, the ECB, the EIB and other similar international organisation.
4. Other institutional Investors whose main activity is to invest in financial instruments, including entities dedicated to the securitisation of assets or other financing transactions.

The entities referred to above are considered to be professionals. They must however be allowed to request non-professional treatment and investment firms

may agree to provide a higher level of protection. Where the client of an investment firm is an undertaking referred to above, the investment firm must inform it prior to any provision of services that, on the basis of the information available to the investment firm, the client is deemed to be a professional client, and will be treated as such unless the investment firm and the client agree otherwise. The investment firm must also inform the customer that he can request a variation of the terms of the agreement in order to secure a higher degree of protection.

It is the responsibility of the client, considered to be a professional client, to ask for a higher level of protection when it deems it is unable to properly assess or manage the risks involved.

This higher level of protection will be provided when a client who is considered to be a professional enters into a written agreement with the investment firm to the effect that it shall not be treated as a professional for the purposes of the applicable conduct of business regime. Such agreement shall specify whether this applies to one or more particular services or transactions, or to one or more types of product or transaction.

**IF YOU ARE NOT AN ELLIGIBLE INVESTOR (ACCREDITED OR QUALIFIED) INVESTOR, RETURN THIS MEMORANDUM TO THE COMPANY IMMEDIATELY. IN THE EVENT YOU DO NOT MEET SUCH REQUIREMENTS, THIS MEMORANDUM SHALL NOT CONSTITUTE AN OFFER TO SELL SECURITIES TO YOU.**

#### **Other Requirements**

<b>The USA PATRIOT Act</b>	<b>What is money laundering?</b>	<b>How big is the problem and why is it important?</b>
----------------------------	----------------------------------	--



<p>The USA PATRIOT Act is designed to detect, deter and punish terrorists in the United States and abroad. The Act imposes new anti-money laundering requirements on brokerage firms and financial institutions. Since April 24, 2002, all United States brokerage firms have been required to have comprehensive anti-money laundering programs in effect. To help you understand these efforts, the Placement Agent wants to provide you with some information about money laundering and the Placement Agent's efforts to help implement the USA PATRIOT Act.</p>	<p>Money laundering is the process of disguising illegally obtained money so that the funds appear to come from legitimate sources or activities. Money laundering occurs in connection with a wide variety of crimes, including illegal arms sales, drug trafficking, robbery, fraud, racketeering and terrorism.</p>	<p>The use of the United States financial system by criminals to facilitate terrorism or other crimes could taint our financial markets. According to the United States State Department, one recent estimate puts the amount of worldwide money laundering activity at \$1 trillion a year.</p>
<p><b>What the Company is required to do to help eliminate money laundering?</b></p>		
<p>Under new rules required by the USA PATRIOT Act, the Company's anti-money laundering program must designate a special compliance officer, set up employee training, conduct independent audits and establish policies</p>	<p>As part of the Company's required program, it may ask you to provide various identification documents or other information. Until you provide the information or documents that the</p>	

and procedures designed to detect and report suspicious transaction and ensure compliance with the new laws and rules.	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:** Investor’s represent that the amounts invested by him/her in this Offering were not and are not directly or indirectly derived from any activities that contravene Federal, state or international laws and regulations, including anti-money laundering laws and regulations. Federal regulations and Executive Orders administered by the OFAC prohibit, among other things, the engagement in transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. The lists of the OFAC-prohibited countries, territories, individuals and entities can be found on the OFAC website at <http://www.treas.gov/ofac>. In addition, the programs administered by the OFAC (the “OFAC Programs”) prohibit dealing with individuals<sup>1</sup> or entities in certain countries, regardless of whether such individuals or entities appear on any OFAC list;

- 1) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this investment is a country, territory, entity or individual named on an OFAC list, or a person or entity prohibited under the OFAC Programs. Please be advised that the Placement Agent may not accept any subscription amounts from a prospective investor if such Investors cannot make the representation set forth in the preceding sentence. You agree to promptly notify the Company and the Placement Agent should you become aware of any change in the information set forth in any of these representations. You are advised that, by law, the Placement Agent may be

---

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

obligated to “freeze the account” of any investor, either by prohibiting additional subscriptions from it, declining any redemption requests and/or segregating the assets in the account in compliance with governmental regulations, and that the Placement Agent may also be required to report such action and to disclose such investor’s identity to the OFAC;

- 2) 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<sup>2</sup>, or any immediate family<sup>3</sup> member or close associate<sup>4</sup> of a senior foreign political figure, as such terms are defined in the footnotes below; and
- 3) if you are affiliated with a non-U.S. banking institution (a “Foreign Bank”), or if you receive deposits from, make payments on behalf of, or handle other financial transactions related to a Foreign Bank, you represent and warrant to the Company and the Placement Agent that: (1) the Foreign Bank has a fixed address, and not solely an electronic address, in a country in which the Foreign Bank is authorized to conduct banking activities; (2) the Foreign Bank maintains operating records related to its banking activities; (3) the Foreign Bank is subject to inspection by the banking authority that
- 4) licensed the Foreign Bank to conduct its banking activities; and (4) the Foreign Bank does not provide banking services to any other Foreign Bank that does not have a physical presence in any country and that is not a regulated affiliate.

---

<sup>2</sup> 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.

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

<sup>4</sup> 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.

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

## **How to Subscribe**

Prior to participation in the Offering, Investors will need to:

- 1) proceed with KYC (Know Your Client) and AML (Anti Money Laundering) Procedures, **and**
- 2) Verify his status of Eligible Investor:
  - a) if the Investor is a citizen or resident of the United States and it's territories: Investor shall verify his / her status of Accredited Investor pursuant to Section 506(c) of the Securities Act,
  - b) if the Investor is a citizen or resident of the Member State of the EEA: his / her status of Qualified Investor in the event if there are more than 150 non-Qualified Investors, already participating in the Offering.

This verification can be satisfied by submitting duly authorized evidence such as:

- 1) If the Investor is a citizen or resident of the United States and it's territories:
  - a) Sworn statements, **and**
  - b) Form W-2S, or;
  - c) Form 1099, or;
  - d) Schedule K-1 to Form 1065, or
  - e) Form 1040, or
  - f) Written confirmation from one of the following persons or entities that such person or entity has taken reasonable steps to verify that the

purchaser is an Accredited Investor within the prior three months and has determined that such purchaser is an Accredited Investor:

- i. An US registered broker-dealer; **OR**
- ii. An US investment adviser registered with the Securities and Exchange Commission; **OR**
- iii. An US licensed attorney who is in good standing under the laws of the jurisdictions in which he or she is admitted to practice law; **OR**
- iv. An US certified public accountant who is duly registered and in good standing under the laws of the place of his or her residence or principal office.

2) if the Investor is a citizen or resident of the Member State of the EEA:

- a) Sworn statements, **and**
- b) Necessary License (if any), or
- c) Authorisation (if any), or
- d) Proof of necessary amount of funds and source of such funds, or
- e) Written confirmation from one of the following persons or entities that such person or entity has taken reasonable steps to verify that the purchaser is a Qualified Investor within the prior three months and has determined that such purchaser is a Qualified Investor:
  - i. A UCITS regulated broker-dealer; **or**
  - ii. Investment adviser registered with the Securities and Exchange Commission; **or**
  - iii. An licensed attorney who is in good standing under the laws of the EEA Member State in which he or she is admitted to practice law;

Once Verification and KYC/AML steps are complete, Investors will sign the Agreement and shall follow the remaining prompts at <https://cryptounit.cc/> to specify investment

amount and see estimated WorldCru token amount to be received under the Agreement, confirm their investment, and make payment to finalize the transaction.

### ***Notice to Prospective Investors in Canada***

Each Canadian Investor who purchases securities (including Agreement and WorldCru token) on a private placement basis pursuant to this offering memorandum will be deemed to have represented to and agreed with the Company that such Investor: (i) is resident in Canada; (ii) is purchasing the securities with the benefit of the prospectus exemption provided by Section 2.3 of National Instrument 45-106 – *Prospectus Exemptions* (NI 45106) (that is, such Investor is an “accredited investor” within the meaning of NI 45-106 and is either purchasing securities as principal for its own account, or is deemed to be purchasing the securities as principal for its own account in accordance with applicable securities laws); (iii) if not an individual, the Investor was not created or used solely to purchase or hold securities as an accredited investor under NI 45106; and (iv) if required by applicable securities laws, the Investor will execute, deliver and file or assist the Company in obtaining and filing such certificates, reports, undertakings and other documents relating to the purchase of the securities by the Investor as may be required by any securities commission or other regulatory authority.

### ***Canadian Resale Restrictions***

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

requirements or under a discretionary exemption granted by the applicable Canadian securities regulatory authority. **CANADIAN Investors ARE ADVISED TO SEEK LEGAL ADVICE PRIOR TO ANY RESALE OF THE SECURITIES.**

### *Investors' Rights - Ontario*

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

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

Ontario securities legislation provides that where an offering memorandum is delivered to a Investor and contains a misrepresentation, the Investor will, except as provided below, have a statutory right of action for damages or for rescission against the Company, without regard to whether the Investor relied on the misrepresentation; if the Investor elects to exercise the right of rescission, the Investor will have no right of action for damages against the Company. No such action shall be commenced more than, in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action, or, in the case of any action other than an action for

rescission, the earlier of: (i) 180 days after the Investor first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the date of the transaction that gave rise to the cause of action. The Ontario legislation provides a number of limitations and defenses to such actions, including: (a) the Company is not liable if it proves that the Investor purchased the securities with knowledge of the misrepresentation; (b) in an action for damages, the Company shall not be liable for all or any portion of the damages that the Company proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the securities were offered.

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

### ***Notice to Prospective Investors in the United Kingdom***

With respect to offers and sales of Agreements or WorldCru tokens:

- offers or sales of Agreements or WorldCru tokens in the United Kingdom are prohibited in circumstances which have resulted in or will result in such securities being or becoming the subject of an offer of transferable securities to the public as defined in Section 102B of the Financial Services and Markets Act 2000 (as amended) (the “**FSMA**”), so the Agreements or WorldCru tokens shall not be



transferred and Investors shall be ready to hold Agreements or WorldCru tokens for indefinite time;

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

### ***Notice to Prospective Investors in China***

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

## **CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS**

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

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

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

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

**Transactions involving a Agreement and similar instruments, as well as Securities Tokens Offerings (“STOs”) and WorldCru tokens 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 Agreement, participants in the STO, and holders of WorldCru tokens. Future tax guidance from the IRS (or guidance resulting from future judicial decisions) could negatively impact Investors in the Agreement and holders of WorldCru tokens.**

- *Tax Treatment of Agreement*

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

- *Disposition of WorldCru tokens*

An Investor shall not sell, transfer or by any other means alienate WorldCru tokens.

The Company and all dividends, interest, rents, royalties, compensations and other amounts paid by the Company are exempt from the provisions of the Income Tax Act in the British Virgin Islands and any capital gains realized with respect to any shares, debt obligations, or other securities of the Company are exempt from all forms of taxation in the British Virgin Islands. All instruments relating to transfers of property, other than real property situate in the Virgin Islands, to or by the Company and all instruments relating to transactions in respect of the shares, debt obligations or other securities of the Company and all instruments relating to other transactions relating to the business of the Company are exempt from the payment of stamp duties in the British Virgin Islands. There are currently no withholding taxes or exchange control regulations in the British Virgin Islands applicable to the Company or its Shareholders.

EACH INVESTOR SHOULD SEEK, AND MUST DEPEND UPON, THE ADVICE OF HIS OR HER TAX ADVISOR WITH RESPECT TO THEIR INVESTMENT, AND EACH INVESTOR IS RESPONSIBLE FOR THE FEES OF SUCH ADVISOR. NOTHING IN THIS MEMORANDUM IS OR SHOULD BE CONSTRUED AS LEGAL OR TAX ADVICE

TO AN INVESTOR. Investors SHOULD BE AWARE THAT THE INTERNAL REVENUE SERVICE MAY NOT AGREE WITH ALL TAX POSITIONS TAKEN BY THE COMPANY AND THAT CHANGES TO THE INTERNAL REVENUE CODE OR THE REGULATIONS OR RULINGS THEREUNDER OR COURT DECISIONS AFTER THE DATE OF THIS MEMORANDUM MAY CHANGE THE ANTICIPATED TAX TREATMENT TO AN INVESTOR. THE COMPANY WILL NOT OBTAIN ANY RULING FROM THE INTERNAL REVENUE SERVICE WITH REGARD TO THE TAX CONSEQUENCES OF AN INVESTMENT IN THE NOTES. TO ENSURE COMPLIANCE WITH TREASURY DEPARTMENT CIRCULAR 230, PROSPECTIVE Investors ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF FEDERAL TAX ISSUES IN THIS MEMORANDUM IS NOT INTENDED OR WRITTEN TO BE RELIED UPON, AND CANNOT BE RELIED UPON, BY Investors FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON SUCH Investors UNDER THE CODE; (B) SUCH DISCUSSION IS WRITTEN IN CONNECTION WITH THE PROMOTION OR MARKETING OF INVESTMENTS IN THE COMPANY; AND (C) PROSPECTIVE Investors SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR. THE TAX TREATMENT OF THE AGREEMENT, THE PURCHASE RIGHTS CONTAINED THEREIN AND THE WorldCru TOKEN DISTRIBUTION IS UNCERTAIN AND THERE MAY BE ADVERSE TAX CONSEQUENCES FOR Investors UPON CERTAIN FUTURE EVENTS. AN INVESTMENT PURSUANT TO THE AGREEMENT AND THE PURCHASE OF WORLDCRU tokens PURSUANT THERETO MAY RESULT IN ADVERSE TAX CONSEQUENCES TO INVESTORS, INCLUDING WITHHOLDING TAXES, INCOME TAXES AND TAX REPORTING REQUIREMENTS. EACH INVESTOR SHOULD CONSULT WITH AND MUST RELY UPON THE ADVICE OF ITS OWN PROFESSIONAL TAX ADVISORS WITH RESPECT TO THE UNITED STATES AND NON-TAX TREATMENT OF AN INVESTMENT IN THE AGREEMENT AND THE RIGHTS CONTAINED THEREIN.

We will make available to any Investor, or the Investor's representative, the opportunity to ask questions and receive answers concerning the terms and conditions of the

Offering and to obtain information which we possess or can acquire without unreasonable effort or expense that is necessary to verify the accuracy of the information contained in this memorandum. Copies of all agreements and documents referred to in the memorandum are available upon request.

**EXHIBIT A**

**[CRYPTOUNIT Whitepaper]**