

IMPORTANT NOTICE

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This Material has been made available to prospective Buyers in electronic form. Prospective Buyers are reminded that documents or information transmitted via this medium may be altered or changed during the process of transmission and consequently none of the Issuer or any person who controls it nor any of their respective directors, officers, employees, representatives or affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the Material distributed to prospective Buyers in electronic format and the hard copy version.

Restrictions: This Material is being furnished in connection with an offering of digital assets exempt from registration under the Securities Act solely for the purpose of enabling a prospective Buyer to consider the purchase of the Utility Tokens described therein.

Nothing in this Material constitutes an offer of Securities for sale in the United States or any other jurisdiction, where it is unlawful to do so. The Utility Tokens are not required to, have not been and will not be registered under the Securities' Act or the Securities' Laws of any state of the U.S. or other jurisdiction and may not be offered, sold or delivered within the U.S. or to, or for the account or benefit of, U.S. persons (as defined in regulation S under the Securities' Act).

Except with respect to eligible Buyers in jurisdictions where such offer is permitted by law, nothing in this Material constitutes an offer or an invitation by or on behalf of the Issuer to subscribe for or purchase any of the Utility Tokens described therein, and access has been limited so that it shall not constitute in the United States or elsewhere a general solicitation or general advertising (as those terms are used in Regulation D under the Securities Act) or directed selling efforts (as defined in Regulation S under the Securities Act).

This Material or any materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the dealers or any affiliate of the dealers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the dealers or such affiliate on behalf of the Issuer in such jurisdiction. This Material may only be communicated to persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 does not apply.

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The value of the Utility Tokens contemplated hereby, may rise or fall due to various parameters. Prospective Buyers should be aware that the price of Utility Tokens and the income from them can go down as well as up and they may not realize their initial purchase value. Prospective Buyers' attention is drawn to the Section titled "RISK FACTORS".

No person has been authorized to issue any advertisement or to give any information, or to make any representations in connection with any offering, other than those contained in this Material and, if issued, given or made, such advertisement, information or representations must not be relied upon as having been authorized by the Issuer. Neither the circulation and / or delivery of this Material nor the purchase of Utility Tokens shall under any circumstances create any implication that there has been no change in the financial position or affairs of the Issuer since the date hereof.

SELLING RESTRICTIONS

Generally, the distribution of this Material and the offering of Utility Tokens may be restricted in certain jurisdictions. The information contained in this Material is for general guidance only and it is the responsibility of any person or persons in possession of this Material and wishing to purchase Utility Tokens to inform themselves of and to observe all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Utility Tokens should inform themselves as to legal requirements also applying and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile. This Material does not constitute an offer or solicitation to any person in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it would be unlawful to make such offer or solicitation.

If prospective Buyers are in doubt as to the contents of this Material, they should consult their attorney/ solicitor, accountant or financial adviser(s). The contents of this Material should not be treated as advice relating to investment, legal or taxation matters. Prospective Buyers must rely on their own independent advisors as to legal, tax and related matters concerning the Issuer and purchase of the Utility Tokens.

Purchase of Utility Tokens will involve certain risks and special considerations. Buyers should be able and willing to withstand the loss of their entire or a substantial part of the purchase value. The purchase of Utility Tokens contemplated hereby is subject to fluctuations and the risks inherent in all cryptocurrencies and there can be no assurance that a Utility Token will retain its value or that appreciation will occur. The price of Utility Tokens and the income from such can go down as well as up and Buyers may not realize the value of the Utility Tokens' purchase value.

Statements made in this Material are based, as they relate thereto, upon the law and practice currently in force in Singapore and are subject to changes therein.

The Utility Tokens contemplated hereby are a suitable purchase only for qualified, professional, accredited or institutional Buyers, for whom such purchase does not constitute a complete investment program and who fully understand and have the financial resources necessary to assume the risks involved in them. The Issuer reserves the right to withdraw or modify this offering at any time prior to the acceptance of Utility Token purchases from Buyers.

In making a purchase decision, potential Buyers must rely on their own assessment of the Issuer and the terms of the offering as well as the advice from their own representatives, including their own legal advisers and accountants, as to legal, tax and related matters concerning the Issuer and a purchase of Utility Tokens and including the merits and risks involved. These Utility Tokens have not been recommended or endorsed by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Material.

Utility Tokens are illiquid, as they are unlisted and are non-readily realizable digital assets. The prospective Buyers' ability to redeem the purchase value of their Utility Tokens may be severely impaired.

The Issuer is not subject to any investment guidelines of any regulatory body, which impose prudential requirements to limit risk. There can be no assurance that the investment objective of the Utility Tokens shall be achieved.

FORWARD LOOKING STATEMENTS

This Material includes statements, which contain words or phrases like: "will", "aim", "will result", "possible", "likely", "believe", "propose", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "should", "project", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements". Any projections or forward-looking statements or opinions contained in this Material constitute estimates by the Issuer based upon sources deemed to be reliable, but the accuracy of this information is not guaranteed, nor should the prospective buyer consider the information all-inclusive. By their nature, certain forward-looking statements are only estimates and could be materially different from what actually occurs in the future as a result, actual future gains and losses could materially differ from those that have been estimated.

Notice to Buyers in China: Interests in the Utility Tokens may not be marketed, offered or sold directly or indirectly to the public in China and neither this Material, which has not been submitted to the Chinese Securities and Regulatory Commission, nor any offering material or information contained herein relating to interests in the Issuer, may be supplied to the public in China or used in connection with any offer for the subscription or sale of Utility Tokens or interests in the Issuer to the public in China. Interests in the Issuer may only be marketed, offered or sold to Chinese institutions which are authorized to engage in foreign exchange business and offshore investment from outside China. Chinese Buyers may be subject to foreign exchange control approval and filing requirements under the relevant Chinese foreign exchange regulations, as well as offshore investment approval requirements.

Notice to Buyers in Hong Kong: The contents of this Material have not been reviewed or approved by any regulatory authority in Hong Kong. This Material does not constitute an offer or invitation to the public in Hong Kong to acquire Utility Tokens. Accordingly, unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for the purposes of issue, this Material or any advertisement, invitation or document relating to Utility Tokens or interests in the Issuer, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong other than in relation to Utility Tokens or interests in the Issuer which are intended to be disposed of only to persons outside Hong Kong or only to "professional Investors" (as such term is defined in the Securities and Futures Ordinance of Hong Kong (Cap. 571) (the "SFO") and the subsidiary legislation made thereunder) or in circumstances which do not result in this Material being a "prospectus" as defined in the Companies Ordinances of Hong Kong (Cap. 32) (the "CO") or which do not constitute an offer or an invitation to the public for the purposes of the SFO or the CO. The offer of Utility Tokens or interests in the Issuer is personal to the person to whom this Material has been delivered by or on behalf of the Issuer, and a purchase of Utility Tokens or interests in the Issuer will only be accepted from such person. No person to whom a copy of this Material is issued may issue, circulate or distribute this Material in Hong Kong or make or give a copy of this Material to any other person. Prospective Buyers are advised to exercise caution in relation to the offer. If prospective Buyers are in any doubt about any of the contents of this Material, they should obtain independent professional advice.

Notice to Buyers in Japan: Utility Tokens cannot be deemed as a security set forth in Article 2, Paragraph 2, Item 6 of the Financial Instruments and Exchange Law of Japan (the "FIEL"). No public offering of Utility Tokens or interests in the Issuer is being made to Buyers resident in Japan and in accordance with Article 2, paragraph 3, Item 3, of the FIEL, no securities registration statement pursuant to Article 4, paragraph 1, of the FIEL has been made or will be made in respect to the offering of Utility Tokens or Interests in the Issuer in Japan. The offering of Utility Tokens or interests in the Issuer in Japan is made as "Special Exempted Business for Qualified Institutional Buyers, Etc." under Article 63, Paragraph 1, of the FIEL. Thus, interests in the Fund are being offered only to a limited number of Buyers in Japan. Neither the Issuer nor any of its affiliates is or will be registered as a "financial instruments firm" pursuant to the FIEL. Neither the Financial Services Agency of Japan nor the Kanto Local Finance Bureau has passed upon the accuracy or adequacy of this Material or otherwise approved or authorized the offering of Utility Tokens or interests in the Issuer to Buyers resident in Japan.

Notice to Buyers in Singapore: This Material and any other material in connection with the offer or sale of Utility Tokens is not a prospectus as defined in the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"). Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. Prospective Buyers should consider carefully whether such purchase is suitable for them.

This Material has not been registered as a prospectus with the Monetary Authority of Singapore (the "MAS") and this offering is not regulated by any financial supervisory authority pursuant to any legislation in Singapore. The Issuer is not authorized or recognized by the MAS and Utility Tokens or interests in the Issuer are not allowed to be offered to the retail public. Accordingly, this Material and any other document or material in connection with the offer or sale, or invitation for purchase of Utility Tokens may not be circulated or distributed, nor may the Utility Tokens be offered or sold, or be made the subject of an invitation for purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 4A of the SFA, (ii) to a relevant person under Section 305(1) of the SFA, (iii) to any person pursuant to an offer referred to in Section 305(2) of the SFA, or (iv) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Certain resale restrictions apply to the offer and Buyers are advised to acquaint themselves with such restrictions.

Where the Utility Tokens or interests in the Issuer purchased under Section 305 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within 6 months after that corporation or that trust has acquired the interests pursuant to an offer made under Section 305 except:

(1) to an institutional investor or to a relevant person defined in Section 305(5) of the SFA, or to any person pursuant to an offer that is made on terms that such Utility Tokens relating to shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions specified in Section 275 of the SFA;

(2) where no consideration is or will be given for the transfer; or

(3) where the transfer is by operation of law.

Notice to Buyers in South Korea: Neither the Issuer nor any of its affiliates is making any representation with respect to the eligibility of any recipients of this Material to acquire interests in the Issuer under the laws of Korea, including, but without limitation, the Foreign Exchange Transaction Law and Regulations thereunder. Utility Tokens representing interests in the Issuer are being offered and sold in Korea only to persons prescribed by Article 301, Paragraph 2 of the Enforcement Decree of the Financial Investment Services and Capital Markets Act, and none of the Utility Tokens representing interests in the Issuer may be offered, sold or delivered, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to applicable laws and regulations of Korea. Furthermore, Utility Tokens representing interests in the Issuer may not be re-sold to Korean residents unless the purchaser of the Utility Tokens complies with all applicable regulatory requirements (including, but not limited to, governmental approval requirements under the Foreign Exchange Transaction Law and its subordinate decrees and regulations) in connection with purchase of the interests in the Issuer.

Notice to Buyers in the United Arab Emirates (including Abu Dhabi): Utility Tokens are being offering in the United Arab Emirates (the "UAE") exclusively to Buyers exempted under the Investment Fund Regulations of the UAE Securities and Commodities Authority (the "SCA") in accordance with SCA Board Resolution No. 13 of 2013. By receiving this Material, the person or entity to whom it has been issued understands, acknowledges and agrees that neither this Material nor the Utility Tokens have been approved, disapproved or passed on in any way by the Central Bank of the UAE, the SCA or any other authority in the UAE, nor has the entity conducting the placement in the UAE received authorization or licensing from the Central Bank of the UAE, the SCA or any other authority in the UAE to market or sell Utility Tokens within the UAE. The SCA accepts no liability in relation to the Issuer and is not making any recommendation with respect to a purchase of such Utility Tokens. Nothing contained in this Material is intended to constitute UAE investment, legal, tax, accounting or other professional advice. This Material is for the information of prospective Buyers only and nothing in this Material is intended to endorse or recommend a particular course of action. Prospective Buyers should consult with an appropriate professional for specific advice rendered on the basis of their situation. No offer or invitation to or sale of Utility Tokens representing interests in the Issuer has been or will be rendered in, or to any persons in, or from, the Dubai International Finance Centre.