



Digital Gold Limited

Confidential Private Placement Offering Memorandum

Purchase Rights for Tokens pursuant to

Simple Agreement for Future Tokens

THE OFFERING PERIOD OF THE PLACEMENT WILL EXPIRE ON THE EARLIER TO OCCUR OF: (I) THE DATE ON WHICH THE MAXIMUM PLACEMENT AMOUNT HAS BEEN SUBSCRIBED FOR AND ACCEPTED BY THE COMPANY AND A FINAL CLOSING IS CONDUCTED OR (II) SEPTEMBER 30, 2017, UNLESS EXTENDED BY UP TO 60 DAYS IN THE DISCRETION OF THE COMPANY.

This Confidential Private Placement Offering Memorandum (this “*Memorandum*”) has been prepared by Digital Gold Limited for use by accredited investors to whom Digital Gold Limited is offering (the “*Offering*”) the opportunity to purchase the right to acquire in the future pursuant to a Simple Agreement for Future Tokens (the “*SAFT*”) units of Bitfair tokens to be developed, produced and offered by Digital Gold Limited (“*Bitfair*,” “*XBF*” or the “*Tokens*”). Unless the context requires otherwise, in this Memorandum the terms “*Digital Gold*,” “*DG*,” “*the Company*,” “*we*,” “*us*” and “*our*” refer to Digital Gold Limited and its subsidiaries and all dollar (\$) amounts set forth herein refer to United States dollars.

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

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

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

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

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

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

Investors should make their own investigations and evaluations of the SAFT and the Tokens that will be delivered pursuant thereto, including the merits and risks involved in an investment therein. Prior

to any investment, the Company will give investors the opportunity to ask questions of and receive answers and additional information from it concerning the terms and conditions of this offering and other relevant matters to the extent the Company possesses the same or can acquire it without unreasonable effort or expense. Investors should inform themselves as to the legal requirements applicable to them in respect of the acquisition, holding and disposition of the SAFTs and the Tokens upon their delivery, and as to the income and other tax consequences to them of such acquisition, holding and disposition.

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

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

Cautionary Statements Regarding Forward-Looking Statements

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

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

DIGITAL GOLD LIMITED.

SIMPLE AGREEMENT FOR FUTURE TOKENS

TABLE OF CONTENTS

THIS OFFERING IS LIMITED SOLELY TO ACCREDITED INVESTORS AS DEFINED IN REGULATION D UNDER THE SECURITIES ACT. ONLY PERSONS OF ADEQUATE FINANCIAL MEANS WHO HAVE NO NEED FOR PRESENT LIQUIDITY WITH RESPECT TO THIS INVESTMENT SHOULD CONSIDER PURCHASING THE PURCHASE RIGHTS SET FORTH IN THE SAFT OFFERED HEREBY BECAUSE: (I) AN INVESTMENT IN THE SAFTS INVOLVES A NUMBER OF SIGNIFICANT RISKS (SEE “RISK FACTORS”); AND NO MARKET FOR THE SAFTS OR THE PURCHASE RIGHTS CONTAINED THEREIN, AND NONE IS LIKELY TO DEVELOP IN THE REASONABLY FORESEEABLE FUTURE. THIS OFFERING IS INTENDED TO BE A PRIVATE OFFERING THAT IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE

STATE SECURITIES LAWS.....	1
COMPANY OVERVIEW	1
DIRECTORS AND MANAGEMENT.....	3
TERMS OF THE PURCHASE RIGHTS AND THE SAFTS.....	4
RISK FACTORS	7
USE OF PROCEEDS	14
PLAN OF DISTRIBUTION	14
IN THE EVENT OF A PLATFORM LAUNCH FAILURE, THE COMPANY MAY WIND UP IT’S OPERATIONS AND DISTRIBUTE ITS ASSETS TO INVESTORS, INCLUDING HOLDERS OF SAFTS, AS MORE FULLY SET FORTH IN THE SAFT. AN INVESTOR WHO RECEIVES COMPANY ASSETS IN EXCHANGE FOR ITS RIGHTS UNDER THE SAFT GENERALLY SHOULD RECOGNIZE TAXABLE GAIN OR LOSS IN AN AMOUNT EQUAL TO THE DIFFERENCE BETWEEN THE FAIR MARKET VALUE OF THE ASSETS THE INVESTOR RECEIVES AND ITS ADJUSTED TAX BASIS IN ITS SAFT (WHICH WILL GENERALLY EQUAL THE AMOUNT OF CASH IT ADVANCED UNDER THE SAFT).	21

THIS OFFERING IS LIMITED SOLELY TO ACCREDITED INVESTORS AS DEFINED IN REGULATION D UNDER THE SECURITIES ACT. ONLY PERSONS OF ADEQUATE FINANCIAL MEANS WHO HAVE NO NEED FOR PRESENT LIQUIDITY WITH RESPECT TO THIS INVESTMENT SHOULD CONSIDER PURCHASING THE PURCHASE RIGHTS SET FORTH IN THE SAFT OFFERED HEREBY BECAUSE: (I) AN INVESTMENT IN THE SAFTS INVOLVES A NUMBER OF SIGNIFICANT RISKS (SEE “RISK FACTORS”); AND (II) NO MARKET FOR THE SAFTS OR THE PURCHASE RIGHTS CONTAINED THEREIN, AND NONE IS LIKELY TO DEVELOP IN THE REASONABLY FORESEEABLE FUTURE. THIS OFFERING IS INTENDED TO BE A PRIVATE OFFERING THAT IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS.

COMPANY OVERVIEW

Overview of Digital Gold Limited

Digital Gold Limited is a company duly incorporated in Anguilla on 11 July 2017 under Section 8 of the International Business Companies Act of 2000 with company registration number 2448609 and primary place of business situated at 201 Rogers Office Building, Edwin Wallace Rey Drive, George Hill, AI 2640, Anguilla. Founded in 2017 by Thomas Beeton van der Spuy and Greg van der Spuy, DG operate the development and deployment lab for Bitfair and its innovative trading algorithm.

Our goal is to build a marketplace where cryptocurrency traders can speculate in a Over-the-Counter basis on the price prediction movement of their favourite cryptocurrency – be the price movement up or down. Bitfair self-developed the trading algorithms and systems and generally publishes its works via white papers.

Summary of Bitfair

Bitfair is designed as a marketplace, powered by a blockchain and a protocol token (the “*Bitfair Ecosystem*”). The object of the Bitfair Ecosystem is to provide cryptocurrency traders with a more simplistic method to speculate on the up and down price movement of their favourite cryptocurrency. Our goal is to make Bitfair the leading platform for traders to profit during the down price movement of cryptocurrencies using our innovative peer-to-peer trading algorithm. By combining DG’s existing inventions in derivative trading algorithms and distribution with new algorithms for OTC blockchain trading, we believe that we can build a platform that is more efficient, resilient and cost effective as compared to today’s centralized and powerful trading platforms and trading Broker organizations.

In addition to this Memorandum, we encourage you to read Bitfair’s Whitepaper, as can be found on the official link in English at whitepaper.bitfair.com and attached to this Memorandum as Exhibit A.

Why Bitfair?

- ***Profiting from any price movement.*** Bitfair’s goal is to afford traders the ability to profit from a cryptocurrency downward price movement. This model typically cannot be implemented in the current marketplace due to liquidity and volatility risks and constraints associated with trading altcoins on margin. Bitfair will provide users the opportunity to enter into an Over-the-Counter option trade for any type of price movement on any altcoin. This includes profiting from an altcoin when the price is falling in value.

- **Limited capital outlay and capital protection.** Trading any asset on leverage carries a high risk of capital loss. Bitfair will limit the maximum capital loss on any option trade within the fixed trade period contract. Traders know exactly what their potential profit or loss is during any trade executed on the Bitfair platform.
- **24/7 trading, speed and reliability for traders.** Bitfair has implemented fast orders via trading API's and will be offering a IOS and Android native application. Bitfair will implement best practise with regards to security of working capital and provide fast processing of orders. Bitfair intends to implement customer support via email and 24/7 platform support via webRTC on its website.

Bitfair will rely on the blockchain for proven fairness

Bitfair implements a Smart Option Contract for all orders matched by the Bitfair algorithm. All OTC trades between traders can only execute on a predetermined price or at the expiry of the trading contract. Live market prices are updated via the [Cryptocompare](#) API and results of each trade is stored on the Blockchain for future verification.

Bitfair is made possible by combining an innovative trading algorithm and forced liquidity

The peer-to-peer nature of Bitfair eliminates the need for a broker and the subsequent underlying risks associated with brokers. To solve the liquidity issue associated with peer-to-peer trading, Bitfair implements a limited variety of trading spreads in each trading contract. This acts as a funnel and ensure liquidity via the Bitfair platform.

Additional information is available in the Whitepaper published at whitepaper.bitfair.com

Initial Launch of the Bitfair platform

At the time of the public Token distribution event, Digital Gold's goal is for the Bitfair platform to have the following functionality (the "**Minimum Viable Product**"):

- **Bitfair for traders.** Traders will have the ability to deposit ETH onto the Bitfair platform and open peer-to-peer orders on at least the top 15 cryptocurrencies at launch. Bitfair will offer the 15min, 1hr and 24hr trading contracts on its official launch – such date set for 1 October 2018. Bitfair aim to include the top 250 tokens as liquidity increases.
- **Bitfair Exchange.** Bitfair Exchange will offer a ETH/XBF trading pair and traders will have the ability to hold and trade XBF tokens via the Bitfair Exchange. Bitfair will extend its exchange as a "zero-fee" cryptocurrency exchange including the listing of pre-qualified ICO tokens during their sale events.

Regulatory classifications of Bitfair

Compared to margin trading platforms using a broker, Bitfair offers simple, Overt-the-Counter trading where two individuals directly enter into a SOC trade. The underlying financial contract of the derivative vehicle is a Collard-Bull-Bear Spread Option.

Bitfair has allocated a total of 10% of revenue towards legal fees in ensuring legal compliance is followed in each jurisdiction where required, including strict AML/KYC procedures for each trader.

Prior Bitfair Sales

Digital Gold ran an initial SAFT sale during February 2018, limited to existing investors and advisors of the company who have either helped support Bitfair in the past, or have shown potential to be valuable partners as the Bitfair platform grows (the “*Advisor Sale*”).

All tokens offered during the Advisor Sale are subject to a minimum of 1 year of token vesting, beginning on the platform launch date. The decision was also made to vest all tokens allocated to the founders, Developing team and Advisory team for a period of 1 year.

A total of 6 investors participated, consisting of individuals, institutional investors, trusts, and established syndicate investors.

The Advisor Sale also served as an opportunity for Digital Gold to test the mechanics of the TokenGet token sale Platform prior to this Offering, where significantly higher traffic is anticipated. Digital Gold expects thousands of investors to participate in this Offering, which will also be conducted on the TokenGet Platform.

The Digital Gold Team and Community

The DG core team holds deep expertise in distributed systems, cryptography, platforms, blockchains, security, fintech, economics, software engineering and algorithms. The team’s experience includes the top technology and finance companies, and top systems and blockchain projects.

Furthermore, based on Digital Gold’s internal analysis, over 2,000 institutions across the globe have benefited from projects led by the core team. DG will continue to foster this remarkable community and relationships.

Legal Proceedings

From time to time, DG 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 DG’s business or the development of the Bitfair platform because of defence and settlement costs, diversion of resources and other factors.

DIRECTORS AND MANAGEMENT

Digital Gold maintains a flat organization with distributed leadership, with Thomas van der Spuy serving as Digital Gold’s Chief Executive Officer and Greg van der Spuy as its other director.

Thomas van der Spuy is 33 years old and has served as the Company’s Chief Executive Officer since he co-founded the Company in 2017. He is the inventor of the innovative Bitfair financial contract, technique and algorithm and other internet protocols. He holds Bcompt Accounting and LLB Law Degrees from the University of South Africa, where his studies led him to also complete a Mdiv in Taxation.

Thomas co-founded Callpay in 2014 with his brother Jean-Pierre. Callpay is the first 100% cloud-based telephony payments platform. As part of Callpay, the team developed EFTsecure which is the 2nd largest online payment method in South Africa and PayQ, the largest mobile-only mPOS solution in Turkey.

TERMS OF THE PURCHASE RIGHTS AND THE SAFTS

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

- Company:* Digital Gold Limited.
- Securities:* Right to purchase in the future certain units of XBF tokens issued by the Company (the “Token” or “*Bitfair*”) pursuant to a Simple Agreement for Future Tokens (each a “*SAFT*” and together the “*SAFTs*”) issued to investors (each, an “*Investor*”). Each Investor: (a) if in the United States, or a U.S. Person (as defined in Regulations 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
- Form of Payment for SAFT:* U.S. dollars, Bitcoin, Ether, Bitcoin Cash, Litecoin, Dash and Monero. The SAFTs shall be deemed in U.S. dollars, and payments in Bitcoin, Ether, Bitcoin Cash, Litecoin and Monero shall be valued in U.S. dollars at an exchange ratio equivalent to the volume-weighted average hourly price across exchanges in the one hour preceding the entry into this SAFT; provided, however, that in the event that such exchanges experience technical issues in such period that affect the accuracy of the volume-weighted average price, the Company will use its reasonable best efforts to determine the volume-weighted average price of Bitcoin, Ether, Bitcoin Cash, Litecoin and Monero for such period.
- Use of Proceeds:* A significant portion of the revenue proceeds of the Offering will be used by the Company to complete the Minimum Viable Product and subsequently to formally comply with local requirements in accordance with various jurisdictions. The proceeds will also be used to launch the Bitfair “zero fee” cryptocurrency exchange and ultimately the world’s first 100% decentralized derivatives *protocol*.
- Automatic Conversion:* On bona fide public release of the ERC20 standard XBF token as ratified by Digital Gold Limited on 1 October 2018.

Conversion Price:

The conversion price will be in accordance with the Bitfair SAFTs. You will also be able to view the conversion price at wallet.bitfair.com.

Vesting and Discounts:

All Tokens issued as part of this Offering will be subject to a minimum 30day vesting period whereby the Investor's will be unable to sell any vested Tokens on the Bitfair platform and other exchanges. The Tokens will begin to vest on the issuance date of the XBF tokens. Investors will have the option to extend the vesting period according to the table below. In exchange for opting into any additional vesting periods, the Company will offer the Investors a discount on the conversion price of the Tokens as indicated in the table below:

Total Vesting Discount Rate

Six months	10%
One years	25%
Two years	50%

Termination:

The SAFT shall terminate upon the earlier of (i) the platform Launch; (ii) October 1, 2018, if the 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's Board of Directors, are insufficient to permit the return to the Investors of their respective Purchase Amounts, then the remaining assets of the Company legally available for distribution will be distributed with equal priority and pro rata among the Investors in proportion to the Purchase Amounts they would otherwise be entitled to receive.

Documentation:

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

Token Distribution:

The XBF Token will be distributed to the 2 major participating groups in the Bitfair Platform. These groups are critical to the platform's creation, development, growth, and maintenance. This allocation is written into the smart contract. All Allocations are vested for a minimum of 1 year

9% to Bitfair Founding Team for research, business development, engineering and marketing, and more.

5% to Developing Team for research, engineering, deployment, business development, marketing, distribution, and more.

10% to Investors for funding platform development, business development, partnerships, support, and more.

6% to Bitfair Advisory Team for consulting services, platform and community building and ongoing guidance to the management team.

RISK FACTORS

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

Risks associated with an investment in the SAFT

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

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

The Company will use the revenue proceeds of this offering to make significant investments to develop and launch a viable Bitfair platform and subsequently to build a fulsome platform upon which users can realize utility and value. The Company may not have or may not be able to obtain the technical skills and expertise needed to successfully develop the Bitfair platform and progress it to a successful Platform Launch. While the Company has sought to retain and continue to competitively recruit experts, there is a general scarcity of management, technical, scientific, research and marketing personnel with appropriate training to develop and maintain Bitfair and the Bitfair Platform. If the Company is not successful in its efforts to demonstrate to users the utility and value of the Bitfair Platform, there may not be sufficient demand for the Tokens for the Company to proceed with further development. As a result, or if the Platform Launch is not successful, Investors may lose all of their investment. "**Platform Launch**" means the release of software that allows traders to enter into peer-to-peer trading contracts and/or hold XBF tokens and/or exchange XBF tokens on the Exchange or using the technologies and market incentives described above in *Company Overview*.

Investments in startups including Digital Gold involve a high degree of risk. Investments in token pre-sales including the Bitfair Pre-sale may involve an even higher degree of risk.

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

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

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

The SAFTs may not be transferred.

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

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

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

Risks associated with the Tokens and the Bitfair Platform

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

It is possible that the Bitfair Platform will not be used by many individuals, companies and other entities or that there will be limited public interest in the creation and development of distributed ecosystems (as used by the Bitfair platform) more generally or distributed applications to be used on the Bitfair Platform. Such a lack of use or interest could negatively impact the development of the Bitfair Platform and therefore the potential utility of Tokens.

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

It is possible that alternative platforms could be established that utilize the same or similar trading algorithms and protocol underlying the Bitfair platform and attempt to facilitate services that are materially like the Bitfair Platforms' services. The Bitfair Platform may compete with these alternative platform, which could negatively impact the Bitfair platform and the Tokens.

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

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

Risks related to blockchain technologies and digital assets

The regulatory regime governing the blockchain technologies, cryptocurrencies, tokens and token offerings such as Bitfair Platform and the XBF Tokens is uncertain, and new regulations or policies may materially adversely affect the development of the Bitfair Platform and the utility of the Tokens.

Regulation of tokens (including Bitfair) and token offerings such as this, cryptocurrencies, blockchain technologies, and cryptocurrency exchanges currently is undeveloped and likely to rapidly evolve, varies significantly among international, federal, state and local jurisdictions and is subject to significant uncertainty. Various legislative and executive bodies in the United States and in other countries may in the future, adopt laws, regulations, guidance, or other actions, which may severely impact the development and growth of the Bitfair Platform and the adoption and utility of the Tokens. Failure by the Company or certain users of the Bitfair 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 platforms 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 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 platform or asset, the Bitfair Platform and the Tokens may be materially and adversely affected.

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

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

This Issuance of Bitfair May Constitute the Issuance of a “Security” Under U.S. Federal Securities Laws

Bitfair is a utility token that has a specific consumptive use – i.e. it allows participants in the Bitfair Platform to pay for Smart Option Contracts required to enter into an Over-the-Counter trade on the price prediction of a cryptocurrency. Due to the nature of Bitfair, we do not think it should be considered a “security” as that term is defined in the Act.

On July 25, 2017, the United States Securities and Exchange Commission (the “*Commission*”) issued a Report of Investigation under Section 21(a) of the Securities Exchange Act of 1934 (the “*Exchange Act*”) describing an SEC investigation of The DAO, a virtual organization, and its use of distributed ledger or blockchain technology to facilitate the offer and sale of DAO Tokens to raise capital. The Commission applied existing U.S. federal securities laws to this new paradigm, determining that DAO Tokens were securities. The Commission stressed that those who offer and sell securities in the U.S. are required to comply with federal securities laws, regardless of whether those securities are purchased with virtual currencies or distributed with blockchain technology. The Commission’s announcement, and the related Report, may be found here: <https://www.sec.gov/news/press-release/2017-131>

After reviewing the Report, we believe that Bitfair is substantially different from DAO Tokens, and should not be considered a “security” under U.S. federal securities laws. Nevertheless, as noted by the Commission, the issuance of tokens represents a new paradigm and the application of the federal securities laws to this new paradigm is very fact specific. Bitfair has nonetheless taken the hard decision not to allow US citizens or residents to partake in the Token Sale Event of XBF tokens and will rely on Reg D for accredited investors only.

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 revenue raised from the Sale Offering, Digital Gold may surpass \$10 million in assets as it builds out the Bitfair Platform. Furthermore, the SAFTs are likely considered a security under U.S. securities law and because there is the possibility that this Offering may surpass 2,000 accredited Investors, it is possible that the SAFT is not an equity security even if it is a security.

If these two conditions are met then Digital Gold 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.

The Investors will have no control up to and after the Platform Launch occurs.

Bitfair is owned and operated by Digital Gold Limited. Investors are not and will not be entitled, to vote or receive dividends or be deemed the holder of capital stock of the Company for any purpose, nor will anything be construed to confer on the Investors any of the rights of a stockholder of the Company or any right to vote for the election of directors or upon any matter submitted to stockholders at any meeting thereof, or to give or withhold consent to any corporate action or to receive notice of meetings, or to receive subscription rights or otherwise.

There may be occasions when certain individuals involved in the development and launch of the Bitfair 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 Pre-sale or in Bitfair are suffering losses.

There may be occasions when certain individuals involved in the development and launch of the Bitfair Platform 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 SAFTs may also have conflicting investment, tax, and other interests with respect to SAFT investments, which may arise from the terms of the SAFT, Bitfair's source code, the Bitfair Platform, the timing of the Platform Launch or other token pre-sales, or other factors. Decisions made by the key employees of Digital Gold 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 Digital Gold, Bitfair, or the Bitfair 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 Digital Gold has made efforts to use open-source development for Tokens, this information may be highly technical by nature. Because of these difficulties, as well as other uncertainties, an Investor may not have accurate or accessible information about the Bitfair Platform.

XBF token has no history.

XBF will be a newly formed token and has no operating history. Each SAFT should be evaluated on the basis that Digital Gold or any third party's assessment of the prospects of the Bitfair Platform and roadmap may not prove accurate, and that Digital Gold will not achieve its investment objective. Past performance of Digital Gold, or any similar token or SAFT, is not predictive of future results.

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

There are several 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 Bitfair Platform's reputation, erode user confidence in the effectiveness of its security measures, and negatively impact its ability to attract new users, or cause existing users to stop using the Bitfair Platform.

The further development and acceptance of blockchain platforms, including the Bitfair 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 platforms and blockchain assets would have an adverse material effect on the successful development and adoption of the Bitfair Platform and the Tokens.

The growth of the blockchain industry in general, as well as the blockchain platforms with which the Bitfair 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 platforms, 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 platforms or similar systems;
- The maintenance and development of the open-source software protocol of the Bitcoin platforms;
- 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 platforms;
- General economic conditions and the regulatory environment relating to cryptocurrencies; or
- A decline in the popularity or acceptance of Bitcoin or other blockchain-based tokens would adversely affect our results of operations.

The slowing or stopping of the development, general acceptance and adoption and usage of blockchain platforms, blockchain assets and overall blockchain technologies may deter or delay the acceptance and adoption of the Bitfair Platform and the Tokens.

The prices of blockchain assets are extremely volatile. Fluctuations in the price of digital assets could materially and adversely affect our business, and the 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 Tokens may also be highly volatile. Several factors may influence the market price of the Tokens, including, but not limited to:

- Global blockchain asset supply;
- Global blockchain asset demand, which can be influenced by the growth of retail merchants' and commercial businesses' acceptance of blockchain assets like cryptocurrencies as payment for goods and services, the security of online blockchain asset exchanges and digital wallets that hold blockchain assets, the perception that the use and holding of blockchain assets is safe and secure, and the regulatory restrictions on their use;
- Investors' expectations with respect to the rate of inflation;
- Changes in the software, software requirements or hardware requirements underlying the Bitfair Platform;
- Changes in the rights, obligations, incentives, or rewards for the various participants in the Bitfair 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 Tokens may be traded and liquidity on such exchanges;
- Interruptions in service from or failures of major blockchain asset exchanges on which the Tokens may be traded.
- Investment and trading activities of large investors, including private and registered funds, that may directly or indirectly invest in the Bitfair Platform or 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 Tokens;
- The maintenance and development of the open-source software protocol of the Bitfair Platform;
- Global or regional political, economic or financial events and situations; or
- Expectations among Bitfair Platform or other blockchain assets participants that the value of the 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 Tokens. For example, a security breach that affects investor or user confidence in Bitcoin may affect the industry and may also cause the price of the Tokens and other blockchain assets to fluctuate.

USE OF PROCEEDS

Digital Gold expects that a substantial amount of all the proceeds of the Offering will be used by the Company to progress further development of the Bitfair Platform and fulfil legal requirements in various jurisdictions.

PLAN OF DISTRIBUTION

Investor Qualifications

Only persons of adequate financial means who have no need for present liquidity with respect to this investment should consider purchasing the purchase rights set forth in the SAFT offered hereby because: (i) An investment in the SAFTs involves several significant risks (See “Risk Factors”); and (ii) no market for the SAFTs or the purchase rights contained therein, and none is likely to develop in the reasonably foreseeable future. This Offering is intended to be a private offering that is exempt from registration under the Securities Act and applicable state securities laws.

This Offering 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:

- (i) Any bank, as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker-dealer registered pursuant to Section 15 of the Exchange Act; any insurance company, as defined in Section 2(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);
- (ii) Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;
- (iii) Any organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, any corporation, Massachusetts or similar business trust, or company, not formed for the specific purpose of acquiring the Common Stock, with total assets in excess of \$5,000,000;
- (iv) Any director or executive officer of the Company;
- (v) Any natural person whose individual net worth, or joint net worth with that person’s spouse, exclusive of the value of the person’s primary residence net of any mortgage debt and other liens, at the time of his or her purchase exceeds \$1,000,000;
- (vi) 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;

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

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

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

Other Requirements

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

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

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

- (i) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this investment is a country, territory, entity or individual named on an OFAC list, or a person or entity prohibited under the OFAC Programs. Please be advised that the placement Agent may not accept any subscription amounts from a prospective investor if such investors cannot make the representation set forth in the preceding sentence. You agree to promptly notify the Company and the placement Agent should you become aware of any change in the information set forth in any of these representations. You are advised that, by law, the placement Agent may be obligated to “freeze the account” of any investor, either by prohibiting additional subscriptions from it, declining any redemption requests and/or segregating the assets in the account in compliance with governmental regulations, and that the placement Agent may also be required to report such action and to disclose such investor’s identity to the OFAC;
- (i) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this investment is a senior foreign political figure², or any immediate family³ member or close associate⁴ of a senior foreign political figure, as such terms are defined in the footnotes below; and
- (ii) 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 licensed the-

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

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

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

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

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

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

How to Subscribe

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

Once accreditation and KYC/AML steps are complete, Investors will follow the remaining prompts at wallet.bitfair.com to specify investment amount and see estimated Bitfair amount, confirm their investment, and make payment to finalize the transaction.

Notice to Prospective Investors in Canada

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

Canadian Resale Restrictions

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

Purchasers' Rights - Ontario

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

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

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

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

Notice to Prospective Investors in the United Kingdom

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

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

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

Notice to Prospective Investors in China

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

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

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

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

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

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

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

□ *Tax Treatment of SAFT*

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

□ *Treatment of Token Sale*

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

□ *Disposition of Tokens*

An investor who sells, exchanges, or otherwise disposes of the Tokens for cash or other property (including pursuant to an exchange of such Tokens for other convertible virtual currency) should, pursuant to Internal Revenue Service Notice 2014-21, recognize capital gain or loss in an amount equal to the difference between the fair market value of the property received in exchange for such Tokens and the investor's adjusted tax basis in the Tokens. This capital gain may be long-term if the investor has held its Tokens for more than one year prior to disposition.

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

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

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

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

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

EXHIBIT A

Bitfair Whitepaper – whitepaper.bitfair.com