

**PRIVATE PLACEMENT MEMORANDUM SUPPLEMENT**

**(to Private Placement Memorandum dated May 19, 2025)**

**Offering of Premier Digital Evermoon Tokens**

**Pursuant to Regulation D**

**May 30, 2025**

This Supplement to Confidential Private Placement Memorandum (this “**Supplement**”) supplements the Confidential Private Placement Memorandum (“**PPM**”), dated May 19, 2025, of Premier Digital Ltd., a British Virgin Islands incorporated entity (“**we**”, “**Premier Digital**” or the “**Company**”, interchangeably), in connection with the purchase Evermoon Tokens, the native unit of value on the Evermoon Ecosystem (“**Evermoon Tokens**” or “**Tokens**”) pursuant to Regulation D. The purpose of this Supplement is to amend certain information in the PPM, as more fully described below.

This Supplement is incorporated by reference into, and should be reviewed in conjunction with, the PPM. This Supplement is not complete without and may not be delivered or utilized except in connection with the PPM. If the description in this Supplement differs from the description in the PPM, the description in this Supplement supersedes the description in the PPM.

Capitalized terms used but not defined herein shall have the meanings set forth in the PPM. Expressly as set forth in this Supplement, the PPM, including all disclosures therein and all exhibits thereto, shall remain unmodified.

The recipient, by accepting delivery of this Supplement, agrees to return this Supplement and all accompanying or related documents to the Company if the recipient does not agree to purchase any of the Evermoon Tokens offered in the Offering.

**OVERVIEW**

**Distribution Schedule**

The distribution schedule for the Evermoon Tokens at or subsequent to the Token Integration Event is described below.

**Public Sales:**

- **Republic Sale (Regulation D).** A total number of 3,750,000 Evermoon Tokens, equal to 0.375% of the initial supply of the Evermoon Tokens, is allocated for sales to certain contributors in the Republic Sale (Regulation D). Tokens under this distribution category are subject to a one-year delivery restriction.
- **Republic Whitelist Sale (Concurrent Offering).** A total number of 25,000,000 Evermoon Tokens, equal to 2.5% of the initial supply of the Evermoon Tokens, is allocated for sales to certain contributors in the Republic Sale (Regulation D). Tokens under this distribution category are subject to a lock-up schedule.
- **Other Public Sales.** A total number of 86,250,000 Evermoon Tokens, equal to 8.625% of the initial network supply of the Evermoon Tokens, will be allocated to supplementing the Republic Sales or future public sales following the Token Integration Event. Tokens under this category may be subject to varying lock up schedules.

**TERMS OF THE OFFERING**

<p><b><i>Period of Offering:</i></b></p>	<p>May 19, 2025, at 8:00 am Coordinated Universal Time (“<b>UTC</b>”) through July 31, 2025, at 7:59 am UTC (the “<b>Offering Period</b>”). Purchasers who are on the Company’s “whitelist” are eligible to participate in this Offering starting on May 19, 2025, at 8:00 am UCT. The Company reserves the right to reject any payments not made within the Offering Period. The Offering Period may be extended or shortened by the Company in its sole discretion by posting a Memorandum supplement on the Offering Website.</p>
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## USE OF PROCEEDS

The Company estimates that the maximum net proceeds from this Offering and any other contemporaneous Evermoon Token offerings on Republic (together, the “*Republic Offerings*”) may be approximately \$22,205.00 after deducting estimated offering expenses, less any marketing and legal expenses. The Company intends to use the proceeds of the Republic Offerings, net of any federal and state income taxes, for general business purposes, including, but not limited to, technology and product development, as well as promoting the use of the Evermoon Ecosystem through community building and engagement. No proceeds from this Offering will be used to discharge any indebtedness.

## DILUTION

	<b>Tokens Previously Purchased or Acquired</b>	<b>Total Consideration</b>	<b>Weighted Average Price Per Token</b>
Outstanding Tokens (or rights thereto) before this Offering	<b>252,000,000 (1)(2)</b>	<b>\$1,882,000.00 (3)</b>	<b>\$0.007 (4)</b>
Tokens offered in this Offering	<b>3,750,000</b>	<b>\$37,500.00</b>	<b>\$0.010</b>
Tokens offered in Concurrent Offering (5)	<b>25,000,000</b>	<b>\$250,000.00</b>	<b>\$0.010</b>

- (1) Includes (i) 67,000,000 Evermoon Tokens that were allocated to Seed Sale contributors and (ii) 185,000,000 Evermoon Tokens that were allocated pursuant to Private Rounds contributors.
- (2) Contributors in the Seed Round and Private Rounds are subject to various unlock schedules as described in Plan of Distribution.
- (3) Total consideration includes (i) \$402,000.00 pursuant to contributions made to the Company by Seed Round contributors; and (ii) \$1,480,000.00 pursuant to contributions made to the Company by Private Round contributors.
- (4) The price per Evermoon Token offered to contributors in (i) our Seed Round was approximately \$0.006 and (ii) our Private Rounds were approximately \$0.008. For all Evermoon Tokens issuable pursuant to the Seed Round and Private Rounds, this amount is calculated based on a price of \$0.0070.
- (5) Offered on the Republic platform pursuant to Regulation S.

## PLAN OF DISTRIBUTION

This Offering of Evermoon Tokens will be deemed to be fully subscribed once the aggregate purchase amount (of TPAs) meets the Offering Size (see “Terms of the Offering”).

### Distribution of Evermoon Tokens

The 1,000,000,000 Evermoon Tokens, consisting of the initial minted supply of Evermoon Tokens, will be distributed as follows:

Allocation	Tokens	%	Cliff (Months)	Vesting (Months)
<b>Private Sales</b>				
Seed Round Contributors	67,000,000	6.7%	2	15
Private Round Contributors	185,000,000	18.5%	2	12
<b>Public Sales</b>				
Republic Sale (Reg D)	3,750,000	0.375%	12	0
Republic Whitelist (Concurrent Offering)	25,000,000	2.5%	2	9
Other Public Sales	86,250,000	8.625%	2	9
KOL Round Sales	13,000,000	1.3%	2	6
Liquidity	80,000,000	8.0%	0	6
Team	135,000,000	13.5%	12	48
Advisory	50,000,000	5.0%	3	24
Marketing	70,000,000	7.0%	0	24
In-Game	215,000,000	21.5%	3	48
Stake/Farm	70,000,000	7.0%	0	48
<b>Total Token Allocation</b>	<b>1,000,000,000</b>	<b>100.00%</b>		

**Public Sales:** A total of 115,000,000 Evermoon Tokens, equal to 11.55% of the initial network supply, is allocated to investors across multiple fundraising rounds per the below:

- **Republic Sale (Regulation D).** 3,750,000 Evermoon Tokens equal to 0.375% of the initial network supply, will be sold at \$0.010 per token. Tokens in this category will be released within seven calendar days after the expiration of the twelve (12) month period following the TPA purchase (the “*Restricted Period*”).
- **Republic Whitelist Sale (Concurrent Offering):** 25,000,000 Evermoon Tokens, equal to 2.5% of the initial network supply, will be sold at \$0.010 per token. Fifty percent (50%) of the Evermoon Tokens in this category will be released on the TIE and the balance of the Evermoon Tokens (50%) will be subject to a 2-month lock up after the TIE followed by a 9-month linear unlock schedule.
- **Other Public Sales.** 86,250,000 Evermoon Tokens, equal to 8.625% of the initial network supply, will be sold at \$0.01 per token will be allocated to future public sales following TIE. Twenty percent (20%) of the Evermoon Tokens in this category will be released on the TIE and the balance of the Evermoon Tokens (80%) will be subject to a 2-month lock up after the TIE followed by a 9-month linear unlock schedule.