

RISK FACTORS

A purchase of Yellow Tokens involves a high degree of risk. You should consider carefully the risks described below, together with all of the other information contained in this Private Placement Memorandum and the Offering Documents, before making a decision to participate in this Offering. The following risks entail circumstances under which the Yellow Network, the Yellow Tokens, and their related operations and prospects could suffer. They may also be harmed by additional risks and uncertainties not currently known or that we currently do not believe to be material.

UNLESS EXPRESSLY SET OUT HEREIN, THE COMPANY SPECIFICALLY DOES NOT REPRESENT AND WARRANT AND EXPRESSLY DISCLAIMS ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION MATERIALS, THE YELLOW TOKENS, EXPRESS, IMPLIED, OR STATUTORY, INCLUDING WITHOUT LIMITATION, ANY REPRESENTATIONS OR WARRANTIES OF TITLE, NON-INFRINGEMENT, MERCHANTABILITY, USAGE, SUITABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, OR AS TO THE WORKMANSHIP OR TECHNICAL CODING THEREOF, OR THE ABSENCE OF ANY DEFECTS THEREIN, WHETHER LATENT OR PATENT. THE COMPANY DOES NOT REPRESENT OR WARRANT THAT YELLOW TOKENS ARE RELIABLE, CURRENT, OR ERROR-FREE, MEET YOUR REQUIREMENTS, OR THAT DEFECTS IN THE YELLOW TOKENS WILL BE CORRECTED. THE COMPANY CANNOT AND DOES NOT REPRESENT OR WARRANT THAT YELLOW TOKENS OR THE DELIVERY MECHANISM FOR THE YELLOW TOKENS IS FREE OF VIRUSES OR OTHER HARMFUL COMPONENTS.

A significant amount of further work may be required in order for the Yellow Tokens to be integrated into the Yellow Network, and much of that work may be subject to regulatory approval and otherwise reliant on the input or consent of other persons not under the control of the Company. The success of the Yellow Tokens is reliant upon the Company (i) raising sufficient resources to fund the ongoing development of the Yellow Tokens; and (ii) complying with ongoing funding, reserve and/or regulatory requirements (as relevant) related to the proposed creation and operation of the Yellow Tokens (collectively, the “**Regulatory and Funding Requirements**”).

There is a significant risk that the Yellow Tokens are not developed as envisaged herein. The Company, in the sole and absolute discretion of the board of directors, reserves the right to modify, extend, reduce, eliminate, add and/or substitute the scale, scope, business lines, operations, and any other characteristics of the Yellow Tokens in order to address any actual or perceived commercial, legal, regulatory or other matters that the board of directors, in its sole and absolute discretion, considers relevant at any time.

The Company may issue Yellow Tokens even if there are material changes to the scale, scope, business lines, operations, and any other characteristics of the Yellow Tokens or the Yellow Network or if the Company or its affiliates have not satisfied (or are unlikely to satisfy) any regulatory and funding requirements or any other regulatory, commercial or legal requirements with respect to the Yellow Tokens. No promises of future performance or value are or will be made with respect to the Yellow Tokens, including no promise of inherent value, no promise of continuing payments, and no guarantee that the Yellow Tokens will hold any particular value.

The Company is developing the Yellow Tokens to be used with respect to the Yellow Network. Subject to applicable law and the cautionary statements and risk factors contained in Private Placement Memorandum, upon the Yellow Token Integration Event, the Yellow Network will accept any duly

presented Yellow Tokens in exchange for privileges and other benefits related to such Yellow Tokens from time to time on the Yellow Network.

The precise terms of the privileges and other benefits of the Yellow Tokens will be determined by the Company as the owner of the Yellow Network in its sole and absolute discretion from time to time. Such privileges and benefits will initially be determined by such person on or around the Yellow Token Integration Event and may be amended thereafter at any time and without notice to, or consent from, any holder of Yellow Tokens. Any such determination or amendment shall not be a breach of the terms of this Offering.

The Yellow Tokens are provided on an “as is” and “as available” basis, without warranty of any kind, either expressed or implied, including, without limitation, warranties that the Yellow Token is free of defects, vulnerabilities, merchantable, fit for a particular purpose or non-infringing. Any use of the Yellow Tokens shall be at your own risk. In no event shall the Company be held liable in connection with or for any claims, losses, damages, or other liabilities, whether in contract, tort, or otherwise, arising out of or in connection with the Yellow Tokens or its operation or use or be under any obligation to support, develop or otherwise maintain or promote the use of the Yellow Network or the integration of the Yellow Tokens into the Yellow Network.

While the Yellow Tokens are available only to contributors that are not Prohibited Persons there is the possibility that Yellow Tokens could be acquired over time or following changes in the regulatory landscape by persons in other jurisdictions currently restricted from acquiring Yellow Tokens and, accordingly, the risk factors set out below may include certain risk factors specific to certain jurisdictions even though the Company will not at present make the Yellow Tokens available at this time to persons from such jurisdictions.

BY PARTICIPATING IN ANY ACQUISITION OF TOKENS, YOU EXPRESSLY ACKNOWLEDGE AND ASSUME ALL RISKS RELATED THERETO INCLUDING (WITHOUT LIMITATION) THE RISKS SET OUT BELOW.

No Guarantee that Yellow Tokens Will be Released. Many factors could influence the success of the Company and the Yellow Tokens, some of which are out of the Company’s control, and there can be no guarantee that the Company will ultimately be successful in deploying and delivering the Yellow Tokens. The Company may change its plans for issuing the Yellow Tokens for a variety of reasons, including a change in business plan, technological challenges, lack of perceived demand, or other reasons. Finally, if the Company ceases operations, agrees to assign its assets and liabilities to a third-party for the benefit of creditors in the case of insolvency, or engages in a liquidation or winding up, it may never issue the Yellow Tokens. If the Token Integration Event does not occur or for other reasons the Company does not issue the Yellow Tokens as planned, Purchasers will not receive some or all of their Yellow Tokens. The Company has sole discretion to determine when, or if, the Token Integration Event occurs.

No Guarantee on When or if the Token Integration Event Will Occur. There are no guarantees as to the timing (if ever) of the Token Integration Event or the release of the Yellow Tokens, each of which is dependent on many factors, including many outside the Company’s control.

Risk of Losing Access to Yellow Tokens Due to Wallet Incompatibility. Your cryptocurrency wallet must be EVM-compatible and possess technical infrastructure that is compatible with the receipt, storage, and transfer of the Yellow Tokens. Non-compatible wallet addresses will not be accepted, and any attempt to

transfer Yellow Tokens to a non-compatible wallet address may result in the loss of such Yellow Tokens. In addition, your wallet address must not be associated with a third-party exchange or service that has custody over the private key. The Company reserves the right to prescribe additional conditions relating to specific wallet requirements at any time, acting in its sole discretion.

Risks Associated with the Blockchain Platforms. Any malfunction, breakdown, abandonment, unintended function, unexpected functioning of, or attack on the platform upon which the Yellow Tokens are issued may have an adverse effect on the Yellow Tokens, including causing them to malfunction or function in an unexpected or unintended manner.

Risks Associated with the Overarching Blockchain Industry in Which the Yellow Network Operates. The growth of the blockchain industry in general is subject to a high degree of uncertainty regarding consumer adoption and long-term development. The factors affecting the further development of the cryptocurrency and cryptoassets industry, as well as blockchain networks, include without limitation, the worldwide growth in the adoption and use of digital assets and other blockchain technologies; governmental and quasi-governmental regulation of digital assets and their use, or restrictions on or regulation of access to and operation of blockchain networks or similar systems; the maintenance and development of the open source software protocol of blockchain networks; changes in consumer demographics and public tastes and preferences; the availability and popularity of other forms or methods of buying and selling goods and services, or trading assets including new means of using government-backed currencies or existing networks; the extent to which current interest in cryptocurrencies represents a speculative “bubble”; general economic conditions in the United States and the world; the regulatory environment relating to cryptocurrencies and blockchains; and a decline in the popularity or acceptance of cryptocurrencies or other block-based tokens. The digital assets industries as a whole have been characterized by rapid changes and innovations and are constantly evolving. Although they have experienced significant growth in recent years, the slowing or stopping of the development, general acceptance and adoption, and usage of blockchain networks and blockchain assets may deter or delay the acceptance and adoption of the Yellow Tokens.

Risks Associated with Your Credentials. Any third-party that gains access to or learns of your wallet login credentials or private keys may be able to dispose of your Yellow Tokens. To minimize this risk, you should guard against unauthorized access to your electronic devices. Best practices dictate that you safely store private keys in one or more backup locations geographically separated from the working location. In addition, you are responsible for giving us the correct wallet address to which to send your Yellow Tokens. If you give us the incorrect address to which to send your Yellow Tokens, we are not responsible for any loss of Yellow Tokens that may occur.

Purchasers are Responsible for Securing and Maintaining their Private Keys and Otherwise Following Cybersecurity Best Practices. Failure to do so May result in the Loss of all the Purchaser’s Yellow Tokens. The Yellow Token balances are associated with the Purchasers’ respective wallets with the Purchasers’ respective token public keys, which in turn are associated with Purchasers’ specific token private keys. Each Purchaser is responsible for knowing such Purchaser’s private key and keeping it safe and a secret. A private key, or a combination of private keys, is necessary to control and use Yellow Tokens stored in a digital wallet or vault. The loss of one or more of a Purchaser’s private keys associated with such Purchaser’s digital wallet or vault storing the Yellow Tokens will result in the loss of the Purchasers’ Yellow Tokens. The Company will never ask for Purchasers’ private keys, and Purchasers should never share any private keys with anyone. Further, the Purchaser is responsible for becoming and staying

educated on best practices for securely keeping private keys, protecting any relevant personally identifiable information, and on cybersecurity best practices more generally. Holders of cryptoassets can be targeted by hackers in many ways which are out of our control. Holders' private keys can also be stolen. Any third party that gains access to one or more of Purchaser's private keys, including by gaining access to login credentials of a hosted wallet service used by the Purchaser, may be able to misappropriate Purchaser's Yellow Tokens. The Company has no control over such attacks and cannot stop hackers from stealing private keys of users. The Company will further accept no liability and will not reimburse the Purchaser for any theft of private keys or any malfunction of wallet software. As a result, any loss of the Purchaser's Yellow Tokens due to such theft or malfunction or unauthorized use of any private keys may be final and result in the complete loss of the Purchaser's Yellow Tokens purchased hereunder.

Risk of Unfavorable Regulatory Action in One or More Jurisdictions. Blockchain technologies and cryptographic tokens have been the subject of scrutiny by various regulatory bodies around the world. Blockchain technology allows new forms of interaction, and it is possible that certain jurisdictions will apply existing regulations on, or introduce new regulations addressing, blockchain technology-based applications, which regulations may be contrary to the current setup of the Yellow Tokens or their associated smart contract system and, therefore, may result in substantial modifications to the Yellow Tokens and such smart contract systems, including its termination and the loss of Yellow Tokens.

The regulatory status of cryptographic tokens and distributed ledger technology is unclear or unsettled in many jurisdictions. It is difficult to predict how or whether regulatory authorities may apply existing regulations with respect to such technology and its applications, including specifically (but without limitation to) the Yellow Network and Yellow Tokens. It is likewise difficult to predict how or whether any legislative or regulatory authorities may implement changes to law and regulation affecting distributed ledger technology and its applications, including specifically (but without limitation to) the Yellow Tokens. Regulatory actions could negatively impact the Yellow Tokens in various ways, including, for purposes of illustration only, through a determination that Tokens are a regulated financial instrument that requires registration, licensing, recordkeeping, reporting, or restriction. The Company may cease operations in a jurisdiction if regulatory actions, or changes to law or regulation, make it illegal to operate in such jurisdiction, or commercially undesirable to obtain the necessary regulatory approval(s) to operate in such jurisdiction. The functioning of the Yellow Tokens could be impacted by any regulatory inquiries or actions, including restrictions on the use, sale, or possession of digital tokens like the Yellow Tokens, which restrictions could impede, limit, or end the development of the Yellow Tokens and increase legal costs.

The cryptocurrency exchange market, the token listing and trading market, initial coin offerings, and by extension the Yellow Tokens, are or may be subject to a variety of federal, state, and international laws and regulations, including those with respect to KYC/AML and customer due diligence procedures, privacy and data protection, consumer protection, data security, foreign exchange controls money transmission, and others. These laws and regulations, and the interpretation or application of these laws and regulations, could change. In addition, new laws or regulations affecting the Yellow Tokens could be enacted, which could impact the utility of the Yellow Tokens in the Yellow Network. Additionally, users of the Yellow Network are subject to or may be adversely affected by industry-specific laws and regulations or licensing requirements. If any of these parties fails to comply with any of these licensing requirements or other applicable laws or regulations, or if such laws and regulations or licensing requirements become more stringent or are otherwise expanded, it could adversely impact the Yellow Tokens, including the utility of Yellow Tokens with respect to the Yellow Network, including any applications that are built in connection with the Yellow Network.

The Company may need to obtain approvals from one or more governmental authorities and there is a risk that securing such approvals may delay or prevent the Token Integration Event, the development of the Yellow Tokens and/or the Company's ability to issue the Yellow Tokens.

We are not Licensed to Conduct a Virtual Currency Business in New York and do not Currently Intend to Become Licensed in any Other State. We Have Taken the Position that the New York's BitLicense Regulatory Framework does not apply to our Offer and Sale of the Interests. It is possible, however, that the New York State Department of Financial Services could disagree with our Position. We are not licensed to conduct a virtual currency business in New York or any other state. We have, however, taken the position that the State of New York's BitLicense Regulatory Framework does not apply to the offering or operation of the Yellow Network or the offer and sale of the Interests.

It is possible that the New York State Department of Financial Services could disagree with our position. If we were deemed to be conducting an unlicensed virtual currency business in New York, we could be subject to significant additional regulation and/or regulatory consequences and/or be required to no longer make the Yellow Network or the Interests available in New York or to New York residents. Other states may take a similar position in the future. Any of these outcomes may negatively affect Yellow Tokens, including its further development, or the value of the Yellow Tokens and/or could cause us to cease operations in New York or any other states requiring a license for our activity.

We are not Licensed as a Money Transmitter under State Law or Registered as a Money Services Business under Federal Law, and our business may be adversely affected if we are required to do so. We believe that we are not a money transmitter under state law or a money services business under federal law in the United States when we offer the Yellow Network to developers. Further, we do not generally or specifically target U.S. Persons (as defined under the Securities Act) or residents to be users of the Yellow Tokens. If we were deemed to be a money transmitter under state law and/or money services business under federal law, we would be subject to significant additional regulation and costs. This could lead to significant changes with respect to operations of the Yellow Network, the Yellow Tokens, suspensions in the operation of the Yellow Network, the Yellow Network, the Yellow Tokens or certain of its components, changes in how the Yellow Tokens are structured, changes in how they are issued and other regulatory or business consequences and would greatly increase our costs in creating and facilitating transactions of the Yellow Tokens. It could also lead to a decrease in value of Yellow Tokens. In addition, a regulator could take action against us if it views our activity regarding the Yellow Network or the Yellow Tokens as a violation of existing law. Any of these outcomes would negatively affect the value of the Yellow Tokens and/or could cause the Company to cease operations in certain states or nationwide.

Risk of Yellow Tokens Being Deemed a Futures Contract or Swap. Given the time period between the close of this Offering and delivery of the Yellow Tokens, there is a risk that any deferred delivery arrangement involving a commodity could be viewed as a futures contract or swap transaction under U.S. commodities laws. We believe that this risk is generally a latent one that is mitigated by the Company's obligation to deliver Yellow Tokens shortly after the Token Integration Event to Purchasers who represent and warrant that they are Yellow Network users not purchasing with speculative intent and who are otherwise prohibited from transferring the Yellow Tokens before the Yellow Token is launched.

Risk of Litigation and/or Third-Party Claims. From time to time, third parties may assert claims against the Company, its developers, and/or its underlying technology. Regardless of the merit of any legal action or claim, any action that reduces confidence in the Company's long-term viability or the ability of individuals to hold and transfer Yellow Tokens may adversely affect the Yellow Network. Additionally, a

meritorious claim could prevent developers from accessing the most up-to-date protocol code or holding or transferring their Yellow Tokens.

Risk of Alternative, Unofficial Platforms. Following the issuance of the Yellow Tokens, it is possible that alternative applications or platforms could be established, which use the same or similar open-source code and protocol underlying the Yellow Tokens. The Yellow Tokens may have no intrinsic value with respect to such alternative applications. The Yellow Tokens may compete with these alternative, unofficial token-based applications, which could potentially negatively impact the Yellow Tokens.

Assertions by Third Parties of Infringement or other Violation by Us of Their Intellectual Property Rights Could Harm our Ability to Develop the Yellow Network and the Yellow Token. Third parties may in the future assert that we have infringed, misappropriated, or otherwise violated their copyrights, patents, and other intellectual property rights, and as we face increasing competition, the possibility of intellectual property infringement claims against us grows. Various laws and regulations govern the copyright and other intellectual property rights associated with the Yellow Network. Existing laws and regulations are evolving and subject to different interpretations, and various legislative or regulatory bodies may expand current or enact new laws or regulations. We cannot assure you that we are not infringing or violating any third-party intellectual property rights, or that we will not do so in the future. In addition, internet and technology companies are frequently subject to litigation based on allegations of infringement, misappropriation, or other violations of intellectual property rights. Many companies in these industries, including many of our competitors, have substantially larger patent and intellectual property portfolios than we do, which could make us a target for litigation as we may not be able to assert counterclaims against parties that sue us for patent, or other intellectual property infringement. By their nature, media platforms feature content protected by intellectual property laws and may be fora for the publication of content that has infringed upon the intellectual property rights of others.

It is difficult to predict whether assertions of third-party intellectual property rights or any infringement or misappropriation claims arising from such assertions will substantially harm our business, operating results, and financial condition. If we are forced to defend against any infringement or misappropriation claims, whether they are with or without merit, are settled out of court, or are determined in our favor, we may be required to expend significant time and financial resources on the defense of such claims. Furthermore, an adverse outcome of a dispute may require us to pay significant damages, which may be even greater if we are found to have willfully infringed upon a party's intellectual property; cease exploiting copyrighted content that we have previously had the ability to exploit; cease using solutions that are alleged to infringe or misappropriate the intellectual property of others; expend additional development resources to redesign our solutions; enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies, content, or materials; indemnify our partners and other third parties; and/or take other actions that may have material effects on our business, operating results, and financial condition.

Yellow Token Integration Risk and Risk of Insufficient Interest in the Yellow protocol. There are no guarantees as to the timing of the Yellow Tokens being integrated into the Yellow Network, which is dependent on many factors, including many outside the Company's control. Further, it is possible that there will be limited public interest in the Yellow Tokens or that public interest in the Yellow Network may reduce over time. Such a lack of interest could negatively impact the Yellow Tokens and their functionality in the Yellow Network.

Operating History. The Company has a limited operating history in the blockchain industry, which continues to be evolving and may not develop as expected. The Company's historical performance does

not necessarily reflect future performance or the likelihood of the success of the Yellow Tokens. A significant amount of work was required in order to create the Yellow Tokens and implement the Yellow Token into the Yellow Network and much of that work is reliant on the input or consent of other persons not under the control of the Company. Assessing the business and future prospects of the Company is challenging in light of the risks and difficulties the Company may encounter. These risks and difficulties include but are not limited to, their ability to:

- navigate complex and evolving regulatory and competitive environments;
- obtain the requisite regulatory and other licenses in the relevant jurisdictions;
- obtain and retain customers;
- successfully develop, maintain, and update internal controls to manage compliance within an evolving and complex regulatory environment;
- effectively identify and react to market trends;
- be involved in the successful development and deployment of the Yellow Tokens;
- implement new products and services;
- successfully execute the Company's funding strategy;
- effectively compete with other companies;
- successfully navigate economic conditions and fluctuations in the market;
- effectively manage the growth of the business;
- continue to develop, maintain, and scale the Yellow Tokens;
- effectively use finite personnel and technology resources;
- effectively maintain and scale financial and risk management controls and procedures;
- maintain the security of technology infrastructure, and the confidentiality of the information provided and utilized therein; and
- attract, integrate, and retain qualified employees and contractors.

Risk that the Yellow Tokens Will Not Meet Expectations. Any expectations or assumptions regarding the form and functionality of the Yellow Tokens (including participant behavior) held by the Company or by you may not be met, for any number of reasons, including, without limitation, mistaken assumptions or analysis, a change in the design and implementation plans, and changes in the execution of the Yellow Tokens. Moreover, the Company may not be able to retain full and effective control over how other participants will use the Yellow Network, what products or services will be offered through the Yellow Network by third parties, or how third-party products and services will utilize Yellow Tokens (if at all). This could create the risk that the Yellow Tokens, as further developed and maintained, may not meet your expectations. Furthermore, despite our good faith efforts, it is still possible that the integration of the Yellow Tokens into the Yellow Network will experience malfunctions or otherwise fail to be adequately maintained, which may negatively impact the Yellow Network and Yellow Tokens, and the potential utility of the Yellow Tokens within the Yellow Network.

The Value of the Yellow Tokens will be Affected by the Success of the Yellow Network. Because the Yellow Tokens are intended for use on the Yellow Network, a failure to maintain the Yellow Network would negatively affect the value of the Yellow Tokens. There is no guarantee that the Yellow Network, including its use of the Yellow Tokens, will develop as planned or become successful in the marketplace.

Long-term Viability of Cryptoassets. Cryptoassets, including those like the Yellow Tokens, are a new and relatively untested product. There is considerable uncertainty about their long-term viability, which could be affected by a variety of factors, including many market-based factors such as economic growth, inflation, and others. In addition, the success of cryptoassets (including the Yellow Tokens) will depend on

the long-term utility and economic viability of blockchain and other new technologies related to cryptoassets. Due in part to these uncertainties, the price of cryptoassets are volatile and the Yellow Tokens may be hard to sell. Further, the value of Yellow Tokens may decrease over time, which may impact interest in, or the success of, the Yellow Network. The Company does not control any of these factors, including the ability of the Yellow Tokens to maintain their value over time.

Further Innovations in the Cryptoasset Industry may Cause the Yellow Tokens to Lose Value. The development and acceptance of the cryptographic and algorithmic protocols governing the issuance of, and transactions in, cryptoassets is subject to a variety of factors that are difficult to evaluate and predict. The use of cryptoassets to, among other things, transact in goods and services is part of a new and rapidly evolving commercial practice that employs digital assets based on a computer-generated mathematical and/or cryptographic protocol. The growth of this commercial practice in general, and the use of cryptoassets in particular is subject to a high degree of uncertainty. Factors affecting further development of the cryptoasset industry include, among other things, the continued worldwide adoption of cryptoassets; governmental and quasi-governmental regulation of cryptoassets and/or cryptoasset exchanges; changing consumer demographics, tastes, and preferences; sustained development and maintenance of open-source software protocols; the popularity and availability of alternative and/or new payment services; and general economic conditions. If these factors negatively affect or impede the development of the cryptoasset industry, the value of holding Yellow Tokens may also be negatively affected.

Inability to Fund Development or Maintenance. The Company may not be able to fund [the](#) development of the Yellow Tokens in the manner that it was intended.

Risks from Taxation. The tax characterization of the Yellow Tokens is uncertain as described above, which may lead to inefficient tax outcomes for Purchasers and/or the Company and/or its affiliates. You must seek your own tax advice in connection with acquiring and holding Yellow Tokens, which may result in adverse tax consequences to you, including withholding taxes, income taxes, and tax reporting requirements. The purchase of Interests may result in adverse tax consequences to Purchasers, including withholding taxes, income taxes, and tax reporting requirements. Additionally, subsequent transactions in cryptoassets such as the Yellow Tokens may cause Purchasers to incur tax liabilities. Further, any reward received in the form of, or through the use of, Yellow Tokens may result in additional tax liability. Each Purchaser should consult with and must rely upon the advice of its own professional tax advisors.

Risk of Theft and Hacking. Smart contracts, software applications, and the Yellow Tokens may be exposed to attacks by hackers or other individuals, groups, organizations, or countries that interfere with the availability of the Yellow Tokens in any number of ways, including denial of service attacks, sybil attacks, spoofing, smurfing, malware attacks, or consensus-based attacks, or phishing, or other novel methods that may or may not be known. Any such successful attacks could result in theft or loss of Yellow Tokens, adversely impacting the ability to further derive any usage or functionality from Yellow Tokens. The Company must take appropriate steps to ensure the integrity of its smart contracts, systems, and other vectors of potential attack. You must take appropriate steps to satisfy yourself of the integrity and veracity of relevant websites, systems, and communications. Furthermore, because the Yellow Tokens employs open-source software, there is a risk that a third-party or a member of the Company's team may intentionally or unintentionally introduce weaknesses or defects into the core infrastructure of the Yellow Token and negatively affect it.

You acknowledge, understand, and accept that if your private key or password gets lost or stolen, the Yellow Tokens associated with your wallet address may be unrecoverable and permanently lost.

Additionally, any third-party that gains access to your private key, including by gaining access to the login credentials relating to your wallet, may be able to misappropriate your Yellow Tokens. Any errors or malfunctions caused by or otherwise related to the digital wallet or vault you choose to receive and store Yellow Tokens, including your own failure to properly maintain or use such digital wallet or vault, may also result in the loss of your Yellow Tokens, for which the Company shall have no liability.

Misconduct and Errors Risks. The Company is exposed to many types of operational risk, including the risk of misconduct and errors by our employees, former employees, and other third-party service providers, or by users and developers on the Yellow Network, whom the Company does not control, could be in a position to handle large amounts of sensitive and potentially proprietary information, whose exposure could result in significant liability. It is not always possible to identify and deter misconduct by employees or third-party providers, and the Company cannot control developers or uses of the Yellow Network. The precautions the Company takes to detect and prevent this activity, such as encryption of user data, may not be effective in controlling unknown or unmanaged risks or losses. Any of these occurrences could result in the Company's diminished ability to operate the business and develop the Yellow Network, inability to attract future developers and users, regulatory intervention, and financial harm which could negatively impact the Company, the growth of the Company, and the value of Yellow Tokens.

Risk of Security Weaknesses in the Yellow Tokens. The Yellow Tokens consists, at least in part, of open-source software that may, in turn, be based on other open-source software. There is a risk that the Company or other third parties may intentionally or unintentionally introduce weaknesses or bugs into the core infrastructural elements of the Yellow Tokens to interfere with the use of or cause the loss of Yellow Tokens.

Risk of Weaknesses or Exploitable Breakthroughs in the Field of Cryptography. Advances in cryptography, or technical advances such as the development of quantum computing, could present risks to cryptocurrencies (like Yellow Tokens) by rendering ineffective the cryptographic consensus mechanism that underpins the Yellow Tokens, which could result in the theft, loss, or decreased utility of the Yellow Tokens. Smart contracts, blockchain application software, and blockchain platforms and protocols are still in an early development stage and relatively unproven. There is no warranty or assurance that the process for creating Yellow Tokens will be uninterrupted or error-free and there is an inherent risk that the software could contain defects, weaknesses, vulnerabilities, viruses, or bugs causing, inter alia, the complete loss of contributions and/or Yellow Tokens.

Risk of Lack of Adoption or Use of the Yellow Tokens. While the Yellow Tokens should not be viewed as an investment, they may have value over time. That value may be limited or non-existent if the Yellow Tokens lack acceptance, use, and adoption on the Yellow Network.

Risk of an Illiquid Market for Yellow Tokens. There may never be any marketplace for Yellow Tokens. There are currently no exchanges upon which the Yellow Tokens would trade. If exchanges do develop, they will likely be relatively new and subject to poorly understood regulatory oversight. They may, therefore, be more exposed to fraud and failure than established, regulated exchanges for other products and have a negative impact on the Yellow Tokens. To the extent that any third-party ascribes an external exchange value to Yellow Tokens (e.g., as denominated in a crypto or fiat currency), such value may be extremely volatile and diminish to zero. If (despite your representations to us to the contrary) you are holding Yellow Tokens as a form of investment on a speculative basis or otherwise, or for a financial purpose, with the expectation or desire that their inherent, intrinsic or cash-equivalent value may increase

with time, you assume all risks associated with such speculation or actions, and any errors associated therewith, and accept that the Yellow Tokens are not offered by the Company or its affiliates on an investment basis.

Risk of Dissolution of the Yellow Tokens. It is possible that, due to any number of reasons, including development issues with the Yellow Tokens, the failure of business relationships, lack of public interest, lack of funding, or competing intellectual property claims, the Yellow Network and/or Yellow Tokens may no longer be viable as a business or otherwise and may dissolve or fail to maintain commercial or legal viability, or be abandoned. There is no assurance that you will receive any benefits through the Yellow Tokens.

Risk of Malfunction in the Yellow Tokens. It is possible that the Yellow Tokens or the Yellow Network malfunctions in an unfavorable way, including one that results in the loss of the Yellow Tokens.

Risk Associated with Underlying Technology. There can be no guarantee that the technology required for operation of the Yellow Network will function as anticipated or function at all. This technology may malfunction because of internal problems or as a result of cyberattacks or security breaches or the Company might not be able to successfully develop the technology. Further, there may be no alternatives available if this technology does not work as anticipated. As a result, failure of this technology to work as intended may adversely affect the operation and growth of the Yellow Network and may have a material adverse impact on Yellow Tokens.

Risks Associated with Incomplete Information regarding the Yellow Tokens. You will not have full access to all the information relevant to the Company and the Yellow Tokens. The Company is not required to update you on the progress of the Yellow Tokens. You are responsible for making your own decision in respect of the acquisition of the Yellow Tokens. The Company does not provide you with any recommendation or advice in respect of the acquisition of the Yellow Tokens. You may not rely on the Company to provide you with complete or up-to-date information.

The Holders of Yellow Tokens will not be in any Fiduciary, Partnership, Trustee, Agency, or Similar Relationship with the Company or any of its Affiliates and will not be Owed any Fiduciary Duty by the Company or any of its Affiliates. The holders of Yellow Tokens have no direct management, equity, voting, or similar rights in the Company or any of its affiliates. However, without limitation to the above, the Company reserves all rights with respect to pursuing any form of decentralized governance should it [be](#) so determined that doing so would be in the best interests of the holders of Yellow Tokens from time to time.

In order to seek compliance with (or to seek to mitigate the impact of) any laws, statutes, ordinances, rules, regulations, judgments, injunctions, orders, treaties, administrative acts or decrees of any nation or government, any state or other political subdivision thereof, any entity exercising legislative, judicial or administrative functions of or pertaining to government, including, without limitation, any government authority, agency, department, board, commission or instrumentality, and any court, tribunal or arbitrator(s) of competent jurisdiction, and any self-regulatory organization believed by the Company or its affiliates to apply to or affect the Company or its affiliates, the Yellow Tokens, the Company may in its sole and absolute discretion take such steps as it considers necessary or convenient to comply with such matters including, without limitation, the termination of the Yellow Tokens. In addition, the Company may take such steps as it considers necessary or convenient where it believes or suspects the Yellow Tokens may be used, trafficked, or applied in the attempted furtherance of money laundering, terrorist financing, tax evasion, or other unlawful activity or where it believes the Yellow Tokens are no longer viable.

Regulation of (i) tokens (including the Yellow Tokens); (ii) cryptocurrencies; (iii) blockchain technologies; and (iv) cryptocurrency exchanges; is currently underdeveloped and is likely to evolve rapidly, vary significantly among international, national, federal, state and local jurisdictions and is subject to significant uncertainty. Various legislative and executive bodies in the United States, South Korea, China, Singapore, India, among other countries, are currently considering, or may in the future consider, laws, regulations, guidance, or other actions, which may severely impact the development and growth of the Yellow Tokens and the Company. Other countries may adopt similar approaches. Failure by the Company or users of the Yellow Tokens 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. New or changing laws and regulations or interpretations of existing laws and regulations would likely have numerous material adverse consequences on the Company and the Yellow Tokens. Therefore, there can be no assurance that any new or continuing regulatory scrutiny or initiatives will not have a material adverse impact on the value of the Yellow Tokens or impede the activities of the Company.

No Specific Use of Proceeds. At present, and other than as set out herein, no proceeds have been allocated for any particular purposes, and management expects to use the net proceeds from this offering for working capital and to promote the development, security, maintenance, and distribution of the Yellow Network, regardless of whether all of the Yellow Tokens under this Offering are sold. Management may also use a portion of the net proceeds to acquire, license, and invest in complementary products, technologies, or businesses in the ordinary course of business. However, management will have broad discretion over the use of proceeds and reserves the right to change the use of proceeds on other than working capital and general corporate purposes should the circumstances change, or future research and development opportunities arise and could spend the proceeds from the offering in ways with which Purchasers may not agree with or that do not yield a favorable return, if at all. If management does not use the proceeds of this offering in ways that benefit the Yellow Tokens, the future value and utility of Purchasers' Yellow Tokens may be adversely affected.

Representation by Legal Counsel. Certain counsel (the "***Law Firm***") represents the Company solely with respect to the specific matters pertaining to the preparation of this Memorandum. Other matters may exist that could have a bearing on the Company as to which the Law Firm has been neither retained nor consulted. The Law Firm does not undertake to monitor compliance by the Company and its affiliates with the guidelines and procedures set forth in this Memorandum, nor does the Law Firm monitor compliance by the Company and/or its affiliates with applicable laws, unless in each case the Law Firm has been specifically retained to do so. The Law Firm does not investigate or verify the accuracy and completeness of information set forth in this Memorandum concerning the Company. Furthermore, the Law Firm **is does** not provide any advice, representation, warranty, or other assurance of any kind as to any matter to any prospective purchasers of the Yellow Tokens. No separate counsel has been engaged by the Company to represent any purchasers with respect to a purchase of the Yellow Tokens.

The Company has the exclusive right, in its sole and absolute discretion, to address and remediate any of the operational, legal, or regulatory risks presented as of the date hereof or hereafter. In the exercise of such rights, it is possible that the Company may determine that the continued development of the Yellow Tokens is not feasible. Accordingly, there is a material risk that the Company and its affiliates may not successfully continue to develop, market, and operate the Yellow Tokens.

Unanticipated Risks. Cryptographic tokens are a relatively new and comparatively untested technology. In addition to the risks discussed herein, there are risks that the Company cannot anticipate. Further risks may materialize, such as unanticipated combinations or variations of the discussed risks or the emergence of new risks.

Violation of Policies Risks. Any violation of Company policies and terms and conditions of use, including misuse of the Yellow Network and Yellow Tokens, by users and Yellow Tokenholders, may result in unforeseeable adverse impact to the Yellow Network out of the Company's control, which may in turn potentially affect the value of Yellow Tokens.

Risk of Competitors. The Company believes that other organizations are or may be working to develop decentralized application systems for scalable and interoperable solutions for Web3 developers or other novel technologies that may be competitive with the technology of the Company. Some or all of these organizations that may have technology similar to the Company, may have substantially greater technological expertise, experience with blockchain technologies and/or financial resources than the Company has, and many of them may be attempting to patent technologies that may be competitive with or similar to the technology the Company has developed, or attempting to reverse engineer the Company's technology, which may be possible as a substantial portion of the software underlying the Yellow Network is open source software that is generally available to the public.

Given that such open-source software is generally available to the public, a person or company could establish software technology, and networks, built using the Company's publicly available software. It is possible that those products would be substantially similar to and competitive with the Company's software and technology. If this were to occur, it is possible that the value of the Yellow Network and Yellow Tokens could decline.

Risk of Underage Users. In certain jurisdictions, persons under the age of eighteen (18) have the ability to repudiate or disaffirm contracts entered into by those individuals, and some of the Yellow Network users are likely to be under the age of eighteen. As a result, the Company may have difficulty enforcing the terms of service and other agreements entered into with such individuals that are under the age of eighteen in connection with the operation of the Company's business, the Yellow Network, and the distribution of Yellow Tokens.

Risks Associated with Issuance of Additional Tokens. If Yellow Tokenholders are provided with governance rights in the future, Yellow Tokenholders may collectively determine it is in the best interest of the Yellow Network to ~~issue~~ additional tokens. If such an event ~~occurs~~, the value of Yellow Tokens may be adversely impacted, and a Yellow Tokenholder's token holding may also be diluted as a result.

Risk Associated with Hiring and Retaining Personnel. Because the blockchain industry is a technologically cutting-edge field, the market for engineers and other non-technical talent familiar with the industry is competitive. It may be difficult to attract and retain qualified individuals with the expertise, and in the timeframe, required for the steady progress of the Yellow Network. If we were to lose some or all of our personnel, they would be difficult to replace, which in turn may present significant delays in the continued development of the Yellow Network. In addition, if any of our key personnel, retires or otherwise leaves the Company, we will need to have appropriate succession plans in place and to successfully

implement such plans, which requires time and resources devoted towards identifying and integrating new personnel into leadership roles and other key positions. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on the operations of the Yellow Network, as well as the business and financial condition of the Company. We do not maintain key-person life insurance policies on our key personnel.

There may be Occasions when Certain Individuals Involved in the Development of the Yellow Network may Encounter Potential Conflicts of Interest, such that such a Person may Avoid a Loss, or even Realize a Gain, when other Purchasers are Suffering Losses. There may be occasions when certain individuals involved in the development of the Yellow Network or the Company may encounter potential conflicts of interest in connection with the sale of Yellow Tokens described herein, such that such person may avoid a loss, or even realize a gain, when other Purchasers in such sale are suffering losses. Purchasers may also have conflicting investment, tax, and other interests, which may arise from the terms of the Offering Documents, the Yellow Network and its code, or other factors. Decisions made by the Company on such matters may be more beneficial for some Purchasers than for others.

Risks Associated with Single Point of Failure. The Company is an ownerless entity organized pursuant to British Virgin Islands law and operated by its directors. All other services are provided to the Company pursuant to contractual relationships, where persons performing material functions for the Company are not employees of the Company. As a result, there is a heightened risk of a single point of failure if the Company's directors are unable to fulfill their duties.

Risks Associated with the Structure of Token Purchase Agreements. An investment in a TPA involves a significant amount of risk and is suitable only for sophisticated Purchasers: (i) of substantial means who have no immediate need for liquidity in the amount invested; (ii) for whom such investment does not constitute a complete investment program; (iii) that fully understand, and are willing to assume and have the financial resources necessary to withstand, the risks involved in investing in a TPA; and (iv) that can bear the potential loss of all of their investment in a TPA. There is no assurance as to whether an investment in a TPA will be profitable. Any Investment made in a TPA may result in a loss of all or part of a Purchaser's Investment. The Token Purchase Agreement or a portion thereof may be modified, waived, or amended without your consent consistent with its terms.

Risks Associated with Potential Public Listings of Yellow Tokens Could Negatively Impact Their Price. The Company may, in the future, list Yellow Tokens on digital asset trading platforms (aka. "Exchanges"). Any such listing could negatively impact the price of Yellow Tokens, especially if there is significant selling activity on any such exchange. Lockups applicable to any Interests purchased in this Offering may prevent participants in this Offering from selling their stake in Yellow Tokens while such Yellow Tokens remain subject to a lock-up.