

PRIVATE PLACEMENT MEMORANDUM SUPPLEMENT
(to Private Placement Memorandum dated July 18, 2025)
Offering of Layer3 Yellow Tokens
Pursuant to Regulation D

July 24, 2025

This Supplement to Confidential Private Placement Memorandum (this “*Supplement*”) supplements the Confidential Private Placement Memorandum (“*PPM*”), dated July 18, 2025, of Layer3 FinTech Ltd., a British Virgin Islands incorporated entity (“*we*”, “*Layer3*” or the “*Company*”, interchangeably), in connection with the purchase Yellow Tokens, the native unit of value on the Yellow Network (“*Yellow 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 Yellow Tokens offered in the Offering.

OFFERING PAGE

LAYER3 FINTECH LTD.

Private Placement Memorandum

Purchase of YELLOW TOKENS

Regulation D Offering – \$200,200.00

OVERVIEW

Distribution Schedule

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

Public Sales: A total of 652,500,000 Yellow Tokens, equal to 6.80% of the initial network supply, is allocated to investors across multiple fundraising rounds per the below. These numbers may be increased by the Company in its discretion subsequent to the commencement of the Offering by allocation from the Company’s reserves.

Republic Sale (Regulation D). A total number of 18,200,000 Yellow Tokens, equal to 0.18% of the network supply of the Yellow Tokens, is allocated to certain contributors in the Republic Sale (Regulation D). Tokens under this distribution category are subject to varying delivery restrictions and lock up schedule.

Republic Sale (Concurrent Offering). A total number of 72,800,000 Yellow Tokens, equal to 0.73% of the network supply of the Yellow Tokens, is allocated to certain contributors in the Republic Sale (Regulation S). Tokens under this distribution category are subject to a lock up schedule.

Other Public Sales. A total number of 561,500,000 Yellow Tokens, equal to 5.62% of the initial network supply of the Yellow Tokens, will be allocated to future public sales following the TIE. Tokens under this category may be subject to delivery restrictions.

TERMS OF THE OFFERING

<i>TPAs:</i>	The expected number of Yellow Tokens to be sold in this Offering is 7,300,000 Yellow Tokens, which the Company has the ability to increase or decrease in its sole discretion, all of which will be paid out from the Republic Sale (Regulation S) allocation. The total amount of Yellow Tokens allocated for public sale is 652,500,000 and can be sold by the Company in its sole discretion through the Republic Sale and through other platforms, including digital asset exchanges.
<i>Offering Size:</i>	US\$200,200.00 subject to increase dependent on demand.
<i>Period of Offering:</i>	July 24, 2025, at 9:00 am Eastern Standard Time (“ <i>EST</i> ”) through August 24, 2025, at 12:00 am Pacific Standard Time (“ <i>PST</i> ”) (the “ <i>Offering Period</i> ”). The Company will invite certain participants to participate and will accept commitments from such participants prior to the Offering Period. 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.
<i>Fulfillment Price:</i>	<u>Regulation D Offering</u> Price: US\$0.011/Yellow Token Delivery Restrictions: The Yellow Tokens will be released during the 3-month period after the expiration of the twelve (12) month period following the Token Integration Event as described below in “ <u>Delivery of Yellow Tokens</u> ” Maximum Supply: 18,200,000 Yellow Tokens

USE OF PROCEEDS

The Company estimates that the maximum net proceeds from this Offering and any other contemporaneous Yellow Token offerings on Republic (together, the “***Republic Offerings***”) may be approximately \$183,418.86 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 Yellow Network through community building and engagement. No proceeds from this Offering will be used to discharge any indebtedness.

DILUTION

	Tokens Previously Purchased or Acquired	Total Consideration	Weighted Average Price Per Token
Outstanding Tokens (or rights thereto) before this Offering	1,347,500,000(1)(2)	\$7,627,460.56 (3)	\$0.0056 (4)
Tokens offered in this Offering	18,200,000	\$200,200.00	\$0.011
Tokens offered in Concurrent Offerings (5)	72,800,000	\$800,800.00	\$0.011

- (1) Includes (i) 500,000,000 Yellow Tokens that were allocated to certain Private Sale (Group 1) contributors and (ii) 847,500,000 Yellow Tokens that were allocated to all other contributors across Private Rounds (Groups 1 and 2).
- (2) Contributors in the Private Rounds are subject to various vesting schedules as described in Plan of Distribution.
- (3) Total consideration includes (i) \$1,000,000 pursuant to contributions made to the Company by certain contributors to Private Round (Group 1); and (ii) \$6,627,460.56 pursuant to contributions made to the Company by all other contributors in Private Rounds (Groups 1 and 2).
- (4) The price per Yellow Token offered to (i) certain contributors in Private Round (Group 1) was approximately \$0.002 and (ii) all other Private Round contributors was approximately \$0.0078. For all Yellow Tokens issuable pursuant to the Private Rounds, this amount is calculated based on a price of \$0.0056.
- (5) Offered on the Republic platform pursuant to a International Offering Memorandum ("*IOM*").

DESCRIPTION OF THE YELLOW TOKENS

Ownership of Yellow Tokens

We are offering TPAs in this Offering in accordance with the terms outlined under "Terms of the Offering" above, which entitles the holders thereof to purchase Yellow Tokens at a price of \$0.011 per Yellow Token. The TPAs and the Yellow Tokens are subject to transfer restrictions as described under "Terms of the Offering" above.

PLAN OF DISTRIBUTION

This Offering of Yellow 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 Yellow Tokens

The 10,000,000,000 Yellow Tokens, consisting of the initial minted supply of Yellow Tokens, will be distributed as follows:

Allocation	Tokens	%	Cliff, months	Vesting, months
PRIVATE SALES:				
Private Round (Group 1)	1,120,000,000	11.20%	4-6	36
Private Round (Group 2)	227,500,000	2.28%	0-2	0-24
PUBLIC SALES:				
Republic Sale (<i>Reg D</i>)	18,200,000	0.18%	12	3
Republic Sale (<i>Concurrent Offering</i>)	72,800,000	0.73%	3	6
Other Public Sales	561,500,000	5.62%	1	3
Founders and Team				
Founders and Team	1,000,000,000	10.00%	6	60
Community Treasury	3,000,000,000	30.00%	0	96
Foundation Treasury	1,250,000,000	12.50%	3	60
Network Rewards Program	2,500,000,000	25.00%	0	60
Liquidity Reserves	250,000,000	2.50%	0	0
Total Token Allocation:	10,000,000,000	100.00%		

Public Sales: A total of 652,500,000 Yellow Tokens, equal to 6.80% of the initial network supply, is allocated to investors across multiple fundraising rounds per the below. These numbers may be increased by the Company in its discretion subsequent to the commencement of the Offering by allocation from the Company’s reserves.

Republic Sale (Regulation D). 18,200,000 Yellow Tokens, equal to 0.18% of the initial network supply, will be sold at \$0.011 per token and will be allocated to certain contributors as presented in the table above. Tokens in this category will be released within seven calendar days after the expiration of the twelve (12) month period following the TIE followed by a three-month linear and in accordance with the vesting schedule (the “*Restricted Period*”).

Republic Sale (Concurrent Offering). 72,800,000 Yellow Tokens, equal to 0.73% of the initial network supply, will be sold at \$0.011 per token and will be allocated to certain contributors as presented in the table above. Tokens in this category will be released pursuant to a 3-month cliff after the Token Integration Event (“*TIE*”) followed by a six-month linear vesting schedule.

Other Public Sales. A total number of 561,500,000 Yellow Tokens, equal to 5.62% of the initial network supply, will be sold at \$0.012 per token to facilitate the Republic sales and will be allocated to certain contributors as presented in the table above. Tokens in this category will be subject to a 1-month lock up after the TIE followed by a 3-month linear vesting schedule and may be subject to delivery restrictions.