

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

July 29, 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.

TERMS OF THE OFFERING

<i>Subscription Amounts:</i>	The minimum investment amount is \$100.00 for individual Purchasers and \$5,000.00 for entity Purchasers. The maximum subscription amount is \$1,000,000.00. Such amounts may be modified by the Company in its sole discretion.
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