

RISK FACTORS

A purchase of SPWR 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 International Offering Memorandum and the Offering Documents, before making a decision to participate in this Offering. The following risks entail circumstances under which the SuperWorld Platform, the SPWR 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 SPWR 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 SPWR TOKENS ARE RELIABLE, CURRENT, OR ERROR-FREE, MEET YOUR REQUIREMENTS, OR THAT DEFECTS IN THE SPWR TOKENS WILL BE CORRECTED. THE COMPANY CANNOT AND DOES NOT REPRESENT OR WARRANT THAT SPWR TOKENS OR THE DELIVERY MECHANISM FOR THE SPWR TOKENS IS FREE OF VIRUSES OR OTHER HARMFUL COMPONENTS.

A significant amount of further work may be required for the SPWR Tokens to be integrated into the SuperWorld Platform, and much of that work may be subject to regulatory approval and dependent on actions or decisions by SuperWorld Inc or SuperWorld Foundation, neither of which is under the control of the Company. The Company is the token issuing entity. The success of the SPWR Tokens is reliant upon the SuperWorld Foundation and the Company (i) securing sufficient resources to support token issuance and integration, and (ii) complying with applicable regulatory, funding, and reserve requirements (collectively, the **“Regulatory and Funding Requirements”**).

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

The Company may issue SPWR Tokens even if there are material changes to the scale, scope, business lines, operations, and any other characteristics of the SPWR Tokens or the SuperWorld Platform 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 SPWR Tokens. No promises of future performance or value are or will be made with respect to the SPWR Tokens, including no promise of inherent value, no promise of continuing payments, and no guarantee that the SPWR Tokens will hold any particular value.

The Company is developing the SPWR Tokens to be used with respect to the SuperWorld Platform. Subject to applicable law and the cautionary statements and risk factors contained in International Offering Memorandum, upon the SuperWorld Token Integration Event, the SuperWorld Platform will accept any duly presented SPWR Tokens in exchange for privileges and other benefits related to such SPWR Tokens from time to time on the SuperWorld Platform.

The precise terms of the privileges and other benefits of the SPWR Tokens will be determined by the Company as the owner of the SuperWorld Platform 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 SuperWorld Token Integration Event and may be amended thereafter at any time and without notice to, or consent from, any holder of SPWR Tokens. Any such determination or amendment shall not be a breach of the terms of this Offering.

SPWR 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 SuperWorld Token is free of defects, vulnerabilities,

merchantable, fit for a particular purpose or non-infringing. Any use of the SPWR 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 SPWR Tokens or its operation or use or be under any obligation to support, develop or otherwise maintain or promote the use of the SuperWorld Platform or the integration of the SPWR Tokens into the SuperWorld Platform.

15

While the SPWR Tokens are available only to contributors that are not Prohibited Persons there is the possibility that SPWR Tokens could be acquired over time or following changes in the regulatory landscape by persons in other jurisdictions currently restricted from acquiring SPWR 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 SPWR 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.

Token Issuance and Integration Risks

No Guarantee that SPWR Tokens Will be Released

The Company may change its plans for issuing SPWR Tokens for various reasons, including changes to its business model, technology limitations, or lack of demand. If the Company ceases operations, undergoes insolvency or liquidation, or assigns its assets and liabilities for the benefit of creditors, it may never issue the SPWR Tokens. If the Token Integration Event does not occur or issuance does not proceed as planned, Purchasers may receive only some or none of their tokens. Issuance remains within the sole discretion of the Company.

Token Integration Event and Repayment Limitations

If there is no Token Integration Event on or before the Deadline Date, the Company's obligation to repay Purchasers is contractual only and does not give Purchasers any priority over other creditors. Purchasers' claims would rank as general unsecured contractual claims, pari passu with other unsecured creditors, and would be subordinated to secured indebtedness and obligations preferred by law. Accordingly, there can be no assurance that any amounts will be available for return to Purchasers, and Purchasers should be prepared to lose the entire Purchase Amount.

No Guarantee on Timing of Token Integration Event

There is no assurance that the Token Integration Event will occur, or when it will occur. Its timing is subject to business, technical, legal, and regulatory contingencies, many of which are outside the Company's control.

Uncertainty Around SuperWorld Token Launch

Many factors could influence the success of the Company and the SPWR Tokens, including external developments beyond the Company's control. Even if issued, the tokens may not function as intended. Token integration into the platform depends on infrastructure, adoption, and ongoing development. Purchasers may not receive tokens as expected, and their functionality could be limited.

SuperWorld Token Integration and Platform Participation

The success of the Token Integration Event and ongoing token usage depends on user adoption, sustained technical performance, and platform engagement, all of which are outside the sole control of the Company. Declining interest, regulatory constraints, or failure to implement promised services may reduce the utility of the tokens.

Malfunction, Funding Limitations, and Development Failures

The implementation of the SPWR Tokens relies on continued funding, adequate personnel, and the cooperation of external stakeholders. Because the Company functions as the token issuing entity, integration into the SuperWorld

Platform depends on actions and decisions made by SuperWorld Inc and the SuperWorld Foundation. The Company may abandon development or modify the project due to technical or strategic challenges, including decisions by SuperWorld Inc., which oversees governance and token allocation. These risks could impair or eliminate the utility of the tokens.

Risk of Regulatory Delay or Non-Issuance

Governmental approvals or regulatory reviews may be required for token issuance. Delays or failure to obtain necessary approvals could impact the timing or prevent the issuance of SPWR Tokens.

Wallet, Custody, and Technical Security Risks

Wallet Compatibility Requirements

Purchasers must ensure their wallet is compatible with the EVM blockchain and meets the technical requirements needed to receive and store SPWR Tokens. The Company may prescribe specific technical standards for wallets, and these requirements may change at the Company's discretion. Wallet addresses that do not meet these requirements may be rejected. If a Purchaser provides an incorrect wallet address or attempts to transfer tokens to incompatible wallets, this may result in permanent and irreversible loss of tokens. The Company bears no responsibility for losses arising from incorrect or non-compliant wallet submissions.

16

Private Key Security and Management

SuperWorld Token balances are tied to wallets controlled by private keys, which Purchasers are solely responsible for managing securely. The Company will never request private keys and cannot assist with key recovery if they are lost. Token holders should implement best practices such as offline (cold) storage, multiple backups stored in separate physical locations, and strong password hygiene. Loss, theft, or compromise of private keys may result in permanent and unrecoverable loss of tokens.

Inadequate credential management or exposure to phishing attacks poses a significant risk that Purchasers must mitigate through proper security practices.

External Cybersecurity Threats

Token holders face risks from various external cybersecurity threats including phishing, spoofing, malware, and other attack vectors that may compromise wallets or systems used to access SPWR Tokens. If a third party gains unauthorized access to a wallet, whether through stolen credentials, malware, or a breach of a third-party wallet provider, they may misappropriate the tokens with no possibility of recovery. The Company disclaims liability for losses arising from unauthorized access, including attacks on Purchasers' devices or service providers.

Smart Contract and Technical Vulnerabilities

SPWR Tokens rely on smart contracts and infrastructure operating on the EVM blockchain. These systems may contain bugs, may be exploited through known or unknown vulnerabilities, or may behave in unexpected ways. An attack, failure, or unintended behavior could impair the token's functionality or cause financial losses. While the Company aims to use audited and reputable components, all smart contracts carry inherent risk that cannot be fully eliminated.

Blockchain Protocol Dependency

SPWR Tokens are built specifically on the EVM blockchain. Technical issues, governance failures, or regulatory challenges affecting the EVM network may disrupt token availability or functionality. If the EVM blockchain is abandoned or suffers a systemic failure, the Company may be unable to support the continued operation of SPWR Tokens. Changes to the underlying blockchain protocol could necessitate modifications to the SPWR Tokens that may affect their utility or value.

Augmented Reality Technology Adoption and Usability Risks

The SuperWorld Platform relies significantly on augmented reality technology, which remains in relatively early stages

of mass consumer adoption. Current AR hardware capabilities, including smartphones and AR glasses, present limitations in display quality, field of view, battery life, and processing power that may impair the user experience of SuperWorld content. Additionally, AR device penetration varies widely across global markets, potentially limiting accessible user bases in certain regions. Future technological developments in AR could render SuperWorld's current implementations obsolete or require substantial platform revisions, potentially disrupting services or requiring significant additional investment. If AR technology fails to achieve anticipated adoption rates or if SuperWorld cannot adapt to evolving AR standards, the utility and value of SPWR Tokens could be materially diminished.

Geographic Content Placement and Location-Based Legal Challenges

SuperWorld's core functionality depends on anchoring digital content to physical world coordinates, which presents unique regulatory and legal challenges. Different jurisdictions apply varying rules regarding virtual content placement, particularly when associated with private property, protected landmarks, or culturally sensitive locations. Legal claims regarding "virtual trespassing" or unauthorized digital overlays on physical property could emerge as this technology evolves. Additionally, GPS

and location-tracking technologies have inherent accuracy limitations that may affect content placement precision, especially in dense urban environments or indoor spaces. Privacy regulations governing location data collection and storage vary globally and continue to evolve, potentially restricting SuperWorld's ability to deliver location-based experiences in certain markets. These challenges could limit platform functionality, increase compliance costs, or expose the Company to litigation risk, potentially affecting token utility and adoption.

User-Generated Content and Moderation Liability

The SuperWorld Platform enables users to create and upload various types of content mapped to real-world locations, which creates significant content moderation challenges and potential liability exposures. The decentralized and location-specific nature of content makes comprehensive moderation particularly difficult. The Company may face challenges in:

- Preventing illegal, offensive, or infringing content from being uploaded to specific locations
- Responding to takedown requests for content that violates intellectual property rights, local laws, or community standards
- Addressing complaints from physical property owners objecting to virtual content placed at their locations
- Managing moderation across different jurisdictions with varying legal standards
- Scaling content review processes as user-generated content volumes increase

17

Legal liability for user-generated content varies significantly by jurisdiction and continues to evolve. If the Company is unable to effectively moderate content or becomes subject to laws requiring proactive content filtering, it may face regulatory penalties, litigation, reputational damage, or increased operational costs that could adversely affect platform viability and token value.

Digital Twin Accuracy and Representation Challenges

SuperWorld's Digital Twin functionality, which creates virtual representations of physical assets, faces technical and legal challenges that may impact platform adoption. Creating accurate digital twins requires extensive data collection, which may be limited by physical access restrictions, property owner permissions, or technical limitations of scanning technologies. Digital twins may become outdated as physical assets change, creating discrepancies between virtual and physical representations that diminish user experience. Additionally, creating digital twins of copyrighted structures, landmarks, or buildings may trigger intellectual property disputes in some jurisdictions where building designs enjoy copyright protection. The Company may need to obtain licenses or permissions for commercial digital twin implementations, adding costs or constraints to this functionality. These factors could limit the scope, accuracy, or legality of digital twin offerings, potentially reducing this feature's utility within the SuperWorld ecosystem.

Events, Ticketing, and Booking Service Reliability

The SuperWorld Platform includes event ticketing and booking services that carry specific regulatory requirements and

operational risks. The Company may be subject to:

- Local ticketing laws and regulations that vary by jurisdiction and restrict pricing, transferability, or sales practices
- Liability for event cancellations, postponements, or quality issues beyond the Company's control
- Payment processing risks including chargebacks, fraud, and compliance with payment card industry standards
- Consumer protection laws governing refunds, disclosures, and dispute resolution for ticketed events
- Contractual obligations to event organizers, venues, and service providers

Additionally, technical failures or service disruptions affecting ticket issuance, validation, or booking confirmations could impair user experiences and damage platform reputation. If the Company is unable to ensure reliable operation of these services or faces substantial regulatory compliance costs in multiple jurisdictions, the adoption and utility of this platform component may be limited, potentially affecting SuperWorld Token value.

Virtual Real Estate Market Volatility and Valuation Uncertainties

SuperWorld's virtual real estate market, consisting of 64.8 billion unique plots mapped to physical locations, faces significant valuation uncertainties and market risks. Virtual land values may be highly speculative and subject to extreme volatility based on:

- Location popularity, traffic, and cultural significance
- Proximity to high-profile virtual developments or celebrity ownership
- Platform user growth or contraction
- Changes in monetization potential based on platform features
- Speculative investment and potential market manipulation
- Virtual land concentration among major holders

Unlike physical real estate, virtual property valuation lacks established appraisal methodologies, historical comparables, or intrinsic utility independent of platform success. The virtual real estate market could experience severe price corrections, illiquidity events, or changes in perceived value based on platform policy changes or competitive pressures. These factors create uncertainty for SuperWorld Token holders, as token utility is partly derived from virtual real estate interactions and transactions within the ecosystem.

Digital Property Rights Limitations

Ownership of virtual real estate on the SuperWorld Platform, including SPWR Tokens, does not convey any legal ownership of physical real estate or tangible property rights in the corresponding real-world locations. These digital property rights are limited to platform-specific functionalities and monetization opportunities within the SuperWorld ecosystem only. Physical property owners maintain all legal rights to their real-world property regardless of SuperWorld virtual real estate ownership at the same coordinates.

Multi-Vertical Integration and Execution Challenges

The SuperWorld Platform operates across multiple verticals including content creation, event ticketing, bookings, virtual real estate, and DePIN, which presents significant execution and resource allocation challenges. This multi-vertical approach may:

- Dilute development resources across numerous product lines rather than focusing on core functionalities
- Create inconsistent user experiences across different platform components

- Require expertise across diverse business domains that may be difficult to acquire and retain
- Increase regulatory complexity as each vertical may face different compliance requirements
- Complicate monetization strategies and business model optimization
- Create dependencies between verticals that magnify failure risks

If the Company cannot successfully execute across these diverse verticals or fails to achieve critical mass in key business lines, platform adoption may suffer. Additionally, competitive pressures from specialized operators focusing on single verticals (dedicated ticketing platforms, content creation tools, or metaverse competitors) may outpace SuperWorld's capabilities in specific areas. These execution challenges could impair overall platform viability and, consequently, SuperWorld Token utility and value.

Technical Scalability and Virtual Land System Challenges

SuperWorld's system of 64.8 billion unique virtual land parcels presents substantial technical challenges that could affect platform performance and user experience. The blockchain infrastructure must be capable of processing, recording, and retrieving ownership and content data for this massive virtual real estate system, particularly during periods of high transaction volume in popular areas. Technical limitations may include:

- Blockchain throughput constraints during peak usage periods
- Data retrieval latency affecting real-time AR experiences
- Storage and computational requirements for managing content across billions of parcels
- Synchronization challenges between on-chain ownership records and off-chain content
- Resource allocation inefficiencies due to highly uneven usage across different parcels

Additionally, the vast majority of virtual parcels may see minimal activity or interest, creating economic inefficiencies in the system design. If the technical infrastructure cannot scale to support high-demand regions or if the economic value becomes too concentrated in a small subset of parcels, platform utility could be compromised, affecting both user experience and token value.

DePIN Implementation and Integration Vulnerabilities

SuperWorld's incorporation of Decentralized Physical Infrastructure Networks (DePIN) introduces unique technical, operational, and security risks. DePIN components connect physical devices and infrastructure to decentralized networks, creating potential points of failure that could affect platform reliability. These risks include:

- Hardware security vulnerabilities in connected physical devices
- Reliance on third-party IoT devices with varying security standards
- Data integrity challenges when bridging physical world inputs to blockchain systems
- Operational disruptions due to physical device failures, connectivity issues, or power outages
- Regulatory uncertainty regarding decentralized control of physical infrastructure in various jurisdictions
- Increased attack surface through numerous physical-digital connection points

The nascent state of DePIN technology means implementation standards and best practices are still evolving. If SuperWorld's DePIN components experience security breaches, reliability issues, or face regulatory restrictions, this could compromise platform functionality and user trust, potentially affecting adoption rates and token utility.

Physical-Virtual World Synchronization and Maintenance Challenges

SuperWorld's value proposition depends on successfully maintaining alignment between virtual content and the physical world, which presents ongoing technical and operational challenges. Physical environments constantly change through construction, demolition, natural events, and seasonal variations, potentially rendering virtual content misaligned, irrelevant, or inaccurate. Challenges include:

- Maintaining accurate geospatial positioning when physical landmarks change
- Ensuring consistent user experiences across diverse physical environments (urban centers, rural areas, indoor spaces)
- Adapting to limitations in GPS accuracy, which can vary by location and conditions
- Accommodating regional differences in mapping data quality and availability
- Managing content visibility and interactions during different physical conditions (weather, time of day, seasonal changes)

If the Company cannot maintain reliable synchronization between virtual content and physical world contexts, user experience may be compromised, potentially reducing platform adoption and engagement. These integration challenges could limit the practical utility of the SuperWorld Platform and, consequently, impact token value.

19

AI Integration and Generated Content Risks

The SuperWorld Platform incorporates artificial intelligence technologies for content creation, curation, and platform functions, which introduces specific technical, legal, and ethical risks. AI-generated content may:

- Inadvertently incorporate copyrighted material or produce content that infringes third-party intellectual property rights
- Reflect biases present in training data, potentially creating discriminatory or objectionable outputs
- Generate content that violates platform policies or legal standards without intentional human direction
- Create attribution and ownership uncertainties regarding AI-generated assets

Additionally, AI regulations are rapidly evolving across jurisdictions, with potential requirements for transparency, human oversight, bias testing, or restrictions on certain applications. The Company may face legal or compliance obligations related to its AI implementations that were not anticipated during platform development. Technical limitations in current AI systems may also create unpredictable outputs or performance issues that affect user experience. If SuperWorld's AI features produce problematic content, face regulatory restrictions, or fail to meet user expectations, this could impair platform adoption and token utility.

Blockchain and Crypto Industry Risks

Evolving Industry and Market Volatility

The digital asset and blockchain industry remain in flux. Factors such as global regulation, consumer behavior, speculative bubbles, or technological stagnation could impair the adoption of the SPWR Tokens. Despite prior growth, the pace of adoption and development may slow, limiting token usage. The value of digital assets generally, including SPWR Tokens, may fluctuate significantly and decline without warning. The broader macroeconomic environment, including inflation, rising interest rates, or financial instability, could further compound these risks.

Illiquid or Non-Existent Market.

There is no guarantee that a liquid or functioning market for SPWR Tokens will develop. Any value ascribed by third-party exchanges may be highly volatile or fall to zero. Exchange operations may be unreliable, subject to regulatory uncertainty, or exposed to fraud. Exchanges may delist or suspend SPWR Tokens at any time. Even if tokens become listed, there may be insufficient depth or trading activity to support liquidity. Additionally, certain

lockups or restrictions applicable to this Offering may prevent resale or delay market access for token holders.

Competition and Token Viability

SPWR Tokens face competition from other platforms and technologies, including those using similar open-source code. Competitors may have superior resources or IP protection. Forks, clones, or reverse-engineered alternatives may diminish the value of the SuperWorld Platform. A competing platform may launch similar products with improved user experience, greater adaptation, or better security features, thereby displacing SPWR Tokens in the market. Additionally, centralized platforms with greater financial backing or customer base may capture market share at the expense of decentralized or niche offerings like SuperWorld.

Token Utility, Value, and Project Continuity Risks

Risk of Token Not Meeting Expectations

SPWR Tokens may not function in the manner anticipated by the Company or Purchasers. Their ultimate utility, usability, and role within the SuperWorld Platform depend on multiple evolving factors, including the development of supporting infrastructure and third-party engagement. Expectations around performance, user behavior, or market reception may not be realized. Moreover, despite good faith efforts, the integration of the SPWR Tokens may experience delays, malfunctions, or design changes, which could reduce their anticipated value or utility.

Dependence on Platform Success

SPWR Tokens are intended to be used in connection with the SuperWorld Platform. If the SuperWorld Platform fails to attract sufficient adoption, maintain functionality, or achieve user engagement, the SPWR Tokens may have limited or no utility or value. The development and commercial success of the SuperWorld Platform are subject to uncertainty and depend on competitive, regulatory, and technical dynamics.

Risk of Dissolution or Project Abandonment

There is no assurance that the SPWR Tokens or the broader SuperWorld Platform will achieve long-term viability. The Company may determine at any time, for reasons including insufficient funding, lack of market interest, legal exposure, or strategic redirection, to discontinue the development or support of the SPWR Tokens. The abandonment of the project could result in total loss of token value.

20

Illiquidity and Exchange Risk

SPWR Tokens may never be listed on a trading platform or exchange. Even if listed, there is no guarantee of sufficient liquidity, fair pricing, or stability. Any exchange-based market value may be highly speculative and subject to sudden or permanent collapse. Lockups, restricted transfer periods, or the absence of reliable secondary markets could render SPWR Tokens non-transferable for prolonged periods. Purchasers should not assume that they will be able to resell or exchange tokens.

Risk of Future Token Dilution

The overall supply of SPWR Tokens may be modified in the future through governance decisions or protocol updates, including inflationary measures tied to staking or validator rewards. These changes could reduce the relative ownership percentage or value of tokens acquired in this Offering.

Regulatory, Legal, and Taxation Risks

Uncertainty of Regulatory Landscape

The legal and regulatory framework applicable to blockchain technologies and cryptographic tokens remains unsettled across many jurisdictions. Regulators may apply existing laws or introduce new requirements targeting the issuance, exchange, transfer, or use of tokens. Changes in laws or interpretations could require the Company to alter the SPWR Tokens' structure or discontinue development. The Company may also be compelled to restrict token use in certain jurisdictions, limiting functionality and marketability.

Risk of Money Transmission Regulation and Virtual Currency Licensing Requirements

The Company has taken the position that it is not engaged in regulated virtual currency business activity under the New

York BitLicense framework or similar laws in other U.S. states. However, regulators may disagree. If the Company is deemed to operate a money transmission business, it may be required to obtain licensure, cease operations in affected jurisdictions, or restructure token delivery. The BitLicense framework imposes extensive operational burdens, including cybersecurity, AML, and capital standards. States such as California and Texas may apply varying interpretations of money transmission laws. Enforcement actions could delay or suspend platform development and impair token value.

Federal and State Money Services Business (MSB/MTL) Risks

The Company may be subject to federal MSB registration under the Bank Secrecy Act and FinCEN rules. MSB status would impose AML obligations, transaction monitoring, recordkeeping, and potential reporting requirements. FinCEN guidance suggests token issuers, custodians, or transfer agents may fall within MSB scope. Failure to register or comply may expose the Company to civil or criminal penalties and force a change in token issuance or platform operations.

Securities Law Exemption Risks

This offering involves both U.S. and non-U.S. components, relying on distinct exemptions under applicable securities laws. If a court or regulator determines that the offering structure improperly integrates these components or fails to meet the requirements of either exemption, the consequences could include:

- Rescission rights for investors and repayment obligations;
- Recharacterization of the offering as a public, non-exempt offering subject to registration;
- Extension of lock-up or transfer restrictions;
- Regulatory enforcement actions and fines;
- Adverse impacts on project development and available funds.

Although the Company believes it has taken reasonable steps to comply with applicable securities laws, purchasers bear the risk that one or more regulators may disagree with this assessment.

Risk of Classification as Futures, Swaps, or Other Regulated Instruments

Due to the deferred delivery nature of the tokens and their link to an underlying blockchain platform, SPWR Tokens could be deemed a commodity interest subject to regulation under the Commodity Exchange Act. The CFTC or other regulators may interpret the offering or use of SPWR Tokens as constituting a swap, security-based swap, or futures contract. If so, the Company would face additional compliance burdens, including registration, recordkeeping, and reporting, or may be required to cease token issuance entirely.

Regulatory Risk from Platform Participants

Users of the SuperWorld Platform may themselves be subject to regulatory obligations, such as KYC/AML compliance, licensing, or consumer protection standards. If third parties fail to comply or if platform design enables unlawful activity, the Company may face indirect enforcement risk, reputational damage, or demands for structural changes.

Taxation Risks

The tax treatment of SPWR Tokens remains highly uncertain. Depending on jurisdiction, the acquisition, holding, or use of SPWR Tokens could trigger various tax obligations, including income, capital gains, withholding, or reporting requirements. Any reward, appreciation, or use of the tokens may generate additional tax liabilities. Each Purchaser is solely responsible for consulting tax advisors to assess potential tax consequences. Improper classification or reporting could expose token holders or the Company to penalties or back taxes.

Operational and Governance Risks.

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 SPWR Tokens. A significant amount of work was required in order

to create the SPWR Tokens and implement the SuperWorld Token into the SuperWorld Platform 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 SPWR 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 SPWR 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.

Dependence on Key Personnel and Recruitment Challenges

The Company's success, and that of the SuperWorld Platform, depends heavily on the continued services of a small number of key personnel. These individuals are responsible for strategic decisions and relationships critical to the growth of the SuperWorld Platform. The loss or unavailability of any key personnel could delay development efforts and materially impact operations. Recruiting individuals with specialized knowledge of blockchain, AI, prediction markets, and compliance remains highly competitive.

Single Point of Failure and Outsourced Functions

Substantially all of the Company's services and technical operations are performed by third-party contractors and vendors under service agreements. These outsourced relationships increase the risk of operational disruption if a vendor fails, breaches contract, becomes insolvent, or disengages. Because the Company does not directly employ the individuals performing critical services, it may have limited visibility into key dependencies or may experience delays in correcting issues.

Conflicts of Interest

There may be circumstances where the Company's principals or developers have personal, financial, or professional interests in other ventures, including competing platforms or blockchain initiatives. These conflicts may influence business decisions, including those related to governance, project timelines, or resource allocation. Additionally, individuals involved in the offering or development of the SPWR Tokens may profit from trading activities, token structuring, or relationships that are not aligned with the interests of other Purchasers. Purchasers should be aware that no fiduciary duties are owed, and no mechanism exists to resolve internal conflicts in favor of token holders.

Decentralized Governance Risk

Governance rights and decisions relating to token allocation, platform functionality, and the use of proceeds are ultimately directed by SuperWorld, Inc., not the Company. Decentralized decision-making mechanisms may lead to outcomes that do not reflect the interests of all participants. The lack of enforceable accountability measures or dispute resolution processes can further weaken governance integrity.

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 SuperWorld Platform 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 SuperWorld Platform, and the distribution of SPWR Tokens.

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. 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 SPWR Tokens Could Negatively Impact Their Price. The Company may, in the future, list SPWR Tokens on digital asset trading platforms (aka. "Exchanges"). Any such listing could negatively impact the price of SPWR 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 SPWR Tokens while such SPWR Tokens remain subject to a lock-up.

Structural, Jurisdictional, and IP Risks

Complex Entity Structure and Jurisdictional Exposure

The Company operates through affiliated entities in multiple jurisdictions, including the United Kingdom, British Virgin Islands, and the Cayman Islands. This cross-border structure introduces legal, tax, operational, and regulatory risk. Regulatory or enforcement actions in one jurisdiction may affect the ability of other entities to perform key obligations. Inconsistent legal interpretations, limited enforceability of agreements across borders, and evolving regulatory standards in each jurisdiction increase uncertainty and potential liability.

BVI Jurisdiction and Limited Legal Recourse

The Company is incorporated in the British Virgin Islands, which may limit Purchasers' legal recourse compared to entities formed in their home jurisdictions. BVI laws regarding investor protection, corporate governance, and dispute resolution may differ substantially from those in other jurisdictions. Any disputes are governed by BVI law and, for non-Consumer Purchasers, must be resolved through BVI arbitration. This creates practical challenges for Purchasers including increased costs to pursue claims in a foreign jurisdiction, difficulties enforcing judgments, and limitations on class actions or representative proceedings. The Company's directors do not contract personal liability for Company obligations, further limiting recourse for Purchasers.

Intercompany Agreements and Operational Dependence

The Company's operations rely on master services agreements and intercompany arrangements between affiliated entities. If any of these agreements are invalidated, breached, or become unenforceable, the ability to manage resources, enforce IP rights, or allocate revenue may be impaired. Failure to coordinate among the entities could result in delays or failure to deliver the SPWR Tokens or support the platform.

IP Infringement and Enforcement Limitations

The Company may be accused by third parties of infringing software, design, or branding rights. IP claims are common in emerging technology sectors, and the Company may not have sufficient resources to defend against such claims. Even where the Company owns proprietary algorithms or content, enforcing those rights globally may be prohibitively expensive or legally infeasible.

Open Source and Cloning Risks

The SuperWorld Platform relies on open-source technologies and protocols that may be freely copied or forked. A third-party could recreate key platform components and release a competing product that undermines SuperWorld's adoption or reputation. The Company may be unable to prevent others from mimicking functionality or using similar branding, especially in jurisdictions where it lacks trademark protection.

Platform Misuse and Unauthorized Use

The open nature of blockchain systems makes them susceptible to use by unauthorized or malicious actors. Minors, persons from restricted jurisdictions, or sanctioned individuals may attempt to use the SuperWorld Platform despite user restrictions. The Company may have limited ability to prevent or remediate such use, and any regulatory consequence arising from misuse could be serious, including legal liability, reputational harm, or demands to restrict access at the protocol level.