

**PRIVATE PLACEMENT MEMORANDUM
SUPPLEMENT (to Private Placement Memorandum
dated February 1, 2024)**

Massa Token

Regulation D Offering

January 30, 2024

This Supplement to Private Placement Memorandum (this “*Supplement*”) supplements the Private Placement Memorandum (“*PPM*”) dated February 1, 2024, in connection with the issuance Massa Tokens by Fondation Massa., dba Massa Foundation, a Swiss Foundation incorporated under the laws of Switzerland. 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 February 1, 2024, PPM, the description in this Supplement supersedes the description in the February 1, 2024, 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 Massa Tokens offered in the Offering.

Modification of Dilution

The PPM originally stated that the weighted average price per Token for outstanding Tokens (or rights thereto) before this Offering was \$0.711. This Supplement modifies the weighted average price per Token for outstanding Tokens (or rights thereto) before this Offering to \$0.071.

Modification of Terms of the Offering

The PPM originally stated in ‘Form of Payment for TPA’ that “ODB charges a two percent (3.0%) administrative fee for payments made via credit card, on the gross principal transaction with a minimum fee of \$7 and a maximum fee of \$300.” This Supplement modifies the administrative fee to (2.0%).

The PPM originally stated in ‘Examples of Fees Incurred During Purchase of Massa Tokens – Example 1’ that “Purchaser will also incur an administrative fee from ODB, for payments made via credit card, that is the greater of 3.0% or \$7—here, it will be \$7 for this transaction because 3.0% is lower, meaning the Purchaser will pay \$107 total for the 1,000 Massa Tokens.” This Supplement modifies the administrative fee to (2.0%). Further, The PPM originally stated in ‘Examples of Fees Incurred During Purchase of Massa Tokens – Example 2’ that “Purchaser will also incur an administrative fee from ODB, for payments made via credit card, that is the greater of 3.0% or \$7—here, it will be 3.0% for this transaction because \$7 is lower, meaning the Purchaser will pay \$3,090 total for the 25,000 Massa Tokens.” This Supplement modifies the administrative fee to (2.0%) and amends the total the Purchaser will Pay from \$3,090 to \$3,060.

Modification of Certain Relationships and Related-Party Transactions

The PPM originally stated in 'Fees to Investor' that "ODB shall, in its sole discretion, charge a 2.5% cash fee on gross subscriptions made by each Purchaser who subscribes to the Offering through the Platform, with a minimum fee of \$7 and a maximum of \$300 per subscription." This Supplement modifies the administrative fee to 2.0%.

DILUTION

The following table summarizes the differences between the total consideration and the weighted-average price per token paid by existing tokenholders who have purchased or acquired Massa Tokens or rights thereto, prior to the date of this Memorandum and participants participating in this Offering at the price, or deemed price, to the public of \$0.10 to \$0.12 per Massa Token, before deducting estimated expenses in connection to this Offering:

	Tokens Previously Purchased or Acquired	Total Consideration	Weighted- Average Price Per Token
Outstanding Tokens (or rights thereto) before this Offering	160,000,000(1)(2)	\$11,376,669(3)	\$0.071 (4)
Tokens offered in this Offering	5,000,000	\$580,000	\$0.116

- (1) Includes (i) 100,777,680 Massa Tokens that were allocated pursuant to Seed Sale contributors and (ii) 59,222,320 Massa Tokens that were allocated pursuant to Strategic Sale contributors.
- (2) Contributors in the Seed Sale and Strategic Sale are subject to various vesting schedules as described in Plan of Distribution.
- (3) Total consideration includes (i) \$6,046,660.80 pursuant to contributions made to the Company by Seed Sale contributors¹ and (ii) \$5,330,009 pursuant to contributions made to the Company by Strategic Sale contributors.
- (4) The price per Massa Token offered to contributors in (i) our Seed Sale was approximately \$0.06 and (ii) our Strategic Sale was approximately \$0.09. For all Massa Tokens issuable pursuant to the Seed Sale and Strategic Sale, this amount is calculated based on a price of \$0.071.

¹ The Seed Sale was denominated in European Euro, and the price per Massa Token under the seed sale was €0.05. The price-per-token set forth herein as denominated in U.S. Dollars was calculated based on the conversion rate set forth in footnote 4.

TERMS OF THE OFFERING

Form of Payment for TPA:

The Purchase Amount can be paid in US dollars (via credit card) USD Coin (USDC), or USD Tether (USDT). The US dollar exchange rate for any cryptocurrencies used for the Purchase Amount shall be determined as set forth in the TPA. Purchases through Stripe will incur a total fee of approximately 2.7%-3.8% plus an additional \$0.36 per transaction. These total expenses for Stripe will ultimately be borne by the Company. Cash received in connection with the Purchase Amount will be directly transferred to the Company. ODB charges a two percent (**2.0%**) administrative fee for payments made via credit card, on the gross principal transaction with a minimum fee of \$7 and a maximum fee of \$300. The fee is added to the total amount of the investment at checkout. Purchasers in the offering will not have the right to revoke their purchase at any time. If a purchase is rejected for any reason, it will be refunded without interest or deduction save any applicable fees. Purchasers will follow instructions for completing payment when making their purchase via the Offering Platform that is operated by ODB for the benefit of the Offering.

Cryptocurrencies and digital assets received in connection with purchases pursuant to this Offering are directed to an account maintained by the Company. If a purchase is rejected for any reason, and if payment was made in the specifically approved cryptocurrency or digital asset, a refund of the purchase price will be made in USDC, and such refunds will be based upon the USD-denominated value of the Purchase Amount only, regardless of the type and amount of the approved cryptocurrency or digital assets paid, or any volatility in their prices, and subject to certain fees (i.e. the amount of cryptocurrency originally sent may vary from the amount of cryptocurrency refunded due to exchange rate variations). Gas fees or miner fees for refunds will be deducted from the amount of the refund sent. Purchasers in the Offering will not have the right to revoke their subscription at any time. Gas costs and miner fees paid in the original subscription will not be refunded. For all accepted purchases, Company will bear the cost of any gas costs and/or other fees to deliver the tokens to the Purchaser.

If a purchase is rejected for any reason, including if ODB is unable to verify the KYC of the Purchaser, and if payment was made in the specifically approved cryptocurrency or digital asset, a refund of the purchase price will be made in USDC, and such refunds will be based upon the USD-denominated value of the Purchase Amount only and subject to certain fees (i.e. the amount of cryptocurrency originally sent may vary from the amount of cryptocurrency refunded due to exchange rate variations). Gas fees or miner fees for refunds, which are paid to validators on a blockchain network, will be deducted from the amount of the refund sent. Purchasers in the Offering will not have the right to revoke their subscription at any time. The ODB administrative fee paid in the original subscription will not be refunded.

Examples of Fees Incurred During Purchase of Massa Tokens:

Below are examples of how fees may impact the total purchase price paid by Purchaser for Massa Tokens:

Example 1: Purchaser wants to purchase 1,000 Massa Tokens at \$0.10 per Massa Token using a credit card. The purchase price will be \$100. Purchaser will also incur an administrative fee from ODB, for payments made via credit card, that is the greater of **2.0%** or \$7—here, it will be \$7 for this transaction because **2.0%** is lower, meaning the Purchaser will pay \$107 total for the 1,000 Massa Tokens. Note that this total is independent of any fee that the Purchaser’s financial institution may impose on the method of payment, e.g., a credit card fee.

Example 2: Purchaser wants to purchase 25,000 Massa Tokens at \$0.12 per Massa Token using a credit card. The purchase price will be \$3,000. Purchaser will also incur an administrative fee from ODB, for payments made via credit card, that is the greater of **2.0%** or \$7—here, it will be **2.0%** for this transaction because \$7 is lower, meaning the Purchaser will pay **\$3,060** total for the 25,000 Massa Tokens. Note that this total is independent of any fee that the Purchaser’s financial institution may impose on the method of payment, e.g., a credit card fee.

Example 3: Purchaser wants to purchase 25,000 Massa Tokens at \$0.10 per Massa Token using cryptocurrency. The purchase price will be \$2,500. Purchaser will not incur an administrative fee from ODB for payments made via cryptocurrency. Note that this total is independent of (1) any gas fees that may be incurred if the Purchaser pays via cryptocurrency.

**CERTAIN RELATIONSHIPS AND RELATED-PARTY
TRANSACTIONS**

Fees to Investor: ODB shall, in its sole discretion, charge a **2.0%** cash fee on gross subscriptions made by each Purchaser who subscribes to the Offering through the Platform, with a minimum fee of \$7 and a maximum of \$300 per subscription.