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THE INTERESTS ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), AND SUCH OTHER STATE LAWS PURSUANT TO REGISTRATION OR AN APPLICABLE EXEMPTION. THE INTERESTS HAVE NOT BEEN APPROVED OR DISPROVED BY THE SEC, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS CONFIDENTIAL PRIVATE PLACEMENT STATEMENT. THESE SECURITIES MAY ONLY BE OFFERED OR SOLD IN THE UNITED STATES TO “ACCREDITED INVESTORS” AS DEFINED IN SECTION 501 OF THE SECURITIES ACT) IN RELIANCE ON REGULATION D UNDER THE SECURITIES ACT.

myco Holdings Ltd.

Confidential Private Placement Statement

OFFERING OF myco TOKENS

SEE “**TERMS OF THE OFFERING**” FOR PRICING AND OTHER INFORMATION

May 28, 2024

This Confidential Private Placement Statement (this “**Private Placement Statement**”) has been prepared by myco Holdings Ltd., under the laws of the Abu Dhabi Global Market, located at 6th Floor, Sheikh Rashid Tower, Dubai World Trade Centre, Dubai, United Arab Emirates (the “**Company**”), for use by certain prospective purchasers (each, a “**Purchaser**” and collectively, the “**Purchasers**”), to whom the Company is offering (the “**Offering**”) the opportunity to purchase shares in the Company (“**Shares**” or “**Equity**”). Purchasers of shares in the Company (the “**Equityholders**”) will also receive token warrants (“**Token Interests**”) that will entitle them to an equivalent percentage of \$myco tokens (“**Tokens**”) as the total percentage of shares they own. These Tokens are native tokens intended to ultimately provide their holders (the “**Tokenholders**”) with certain functionality within the myco Platform (“**Platform**”). The myco Tokens alone will not give any equity rights in the Company or any other enterprise.

The capital shares of the Company are owned by several persons and entities. Of those shareholders with more than 10% beneficial ownership, there are three: Shehab Gargash (18.30%), Umair Masoom (16.47%), and Dr. Lamees Hamdan (13.82%).

The Company owns 100% of Seed Platform Information Technology LLC (“Seed Platform”), which is the main operating entity based in Dubai. In turn, Seed Platform owns 100% of both mycontent Private Limited, the primary back office company based in Pakistan, and MContent Digital Marketing Ltd., the BVI-based token issuance entity.

No public market for Equity of the Company or myco Tokens or Token interests currently exists.

The myco Tokens may be subject to restrictions on transferability and resale and generally may not be transferred or resold except as specified herein and in the applicable Offering Document (as defined herein).

The primary place for purchases of Equity will be via the token sale website at <https://republic.co/my-co> (the “**Offering Sale Website**” or “**Republic Website**”) in accordance with the instructions and terms of sale set forth therein. The Company may exercise its discretion in accepting purchases through means other than the Offering Sale Website. Purchases may be made in in US dollars (via debit or credit card), Tether (USDT), USD Coin (USDC), or any other currency that the Company permits; provided that the Company may elect to accept other forms of payment on an as-converted to US dollars basis in its sole discretion; the Company reserves the right to discontinue accepting any type of

consideration in its sole discretion. The US dollar exchange rate for USDC or other forms of payment shall be determined at the time the transaction is submitted on the Token Sale Website by the Purchaser in accordance with reasonable and accepted market practices and will also be subject to certain transaction fees. Such currencies are subject to fluctuations in the rate of exchange and, in the case of digital assets, the exchange valuations. Such fluctuations may have an adverse effect on the value, price, or income of a purchase, and purchasers bear any liability or risk with such fluctuations. Purchasers may receive a number of the Company's Equity and Tokens upon conversion of the value rounded up to two (2) decimal places.

FURTHER DISCLAIMERS

This Offering is being conducted on the Offering Platform that is operated for the benefit of OpenDealBroker LLC dba OpenDealBroker, the Capital R, a registered private placement broker-dealer with CRD#: 291387 ("ODB"). ODB is a registered FINRA/SEC broker dealer. ODB is not purchasing the Equity as such Equity is being sold in this Offering (except as otherwise described in "Certain Relationships and Related Party Transactions" herein) and is not required to sell any specific number or dollar amount of Equity in this Offering. This Offering is being conducted on a "best efforts" basis, and we may not be able to raise enough funds to fully implement our business plan, which may result in the loss of the entire investment of investors. This Offering is being conducted pursuant to Regulation D 506(c) of the Securities Act and is only available to accredited investors.

NEITHER ODB NOR REPUBLIC CRYPTO LLC d/b/a REPUBLIC ADVISORY SERVICES LLC ("REPUBLIC ADVISORY") HAS INVESTIGATED (NOR HAVE ANY OF THEIR AFFILIATES INVESTIGATED) THE DESIRABILITY OR ADVISABILITY OF ANY INVESTMENT IN THIS OFFERING OR THE SECURITIES OFFERED HEREIN. ODB, REPUBLIC ADVISORY, AND THEIR AFFILIATES MAKE NO REPRESENTATIONS, WARRANTIES, ENDORSEMENTS, OR JUDGMENT ON THE MERITS OF THE OFFERING OR THE SECURITIES OFFERED HEREIN. REPUBLIC ADVISORY AND ODB'S CONNECTION TO THE OFFERING IS SOLELY FOR THE LIMITED PURPOSES OF ACTING AS A BROKER-DEALER AND SERVICE PROVIDER. AN INVESTOR SHOULD HAVE KNOWLEDGE AND UNDERSTANDING OF SOPHISTICATED AND COMPLEX INVESTMENTS TO MAKE A SELF-DETERMINATION OR SEEK ADVICE ELSEWHERE. PLEASE REFER TO THE "RISKS" SECTIONS OF THIS DOCUMENT. ODB MAY INVITE OTHER BROKER/DEALERS TO PARTICIPATE IN THIS OFFERING UNDER SIMILAR TERMS AND CONDITIONS.

GENERAL NOTICE

THE EQUITY OR TOKENS RECEIVED (IF ANY) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR ANY OTHER LAW OR REGULATION GOVERNING THE OFFERING, SALE OR EXCHANGE OF SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION. THIS OFFERING IS BEING MADE ONLY TO ACCREDITED INVESTORS AS DEFINED UNDER RULE 501 OF REGULATION D OF THE SECURITIES ACT IN JURISDICTIONS WHERE THE OFFER AND SALE OF EQUITY AND TOKENS IS PERMITTED UNDER APPLICABLE LAW AND IN RELIANCE ON REGULATION D UNDER THE SECURITIES ACT.

THE COMPANY WILL NOT BE REQUIRED TO, NOR DO THEY CURRENTLY INTEND TO, OFFER TO EXCHANGE THE EQUITY OR TOKENS FOR ANY SECURITIES REGISTERED UNDER THE SECURITIES ACT OR ANY OTHER LAW, OR REGISTER THE EQUITY OR TOKENS FOR RESALE UNDER THE SECURITIES ACT.

NO GOVERNMENTAL AUTHORITY IN THE UNITED STATES, UNITED ARAB EMIRATES, OR ANY OTHER JURISDICTION HAS PASSED JUDGMENT UPON OR APPROVED THE TERMS OR MERITS OF THIS DOCUMENT.

FOR FLORIDA RESIDENTS

THE EQUITY AND TOKEN INTERESTS (DEFINED HEREIN) HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE FLORIDA SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE

EQUITY AND TOKEN INTERESTS CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR EXEMPTION FROM REGISTRATION IS AVAILABLE.

THE EQUITY AND TOKEN INTERESTS REFERRED TO HEREIN WILL BE SOLD TO, AND ACQUIRED BY, THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF THE FLORIDA SECURITIES ACT. THE EQUITY AND TOKEN INTERESTS HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. IN ADDITION, ALL FLORIDA RESIDENTS SHALL HAVE THE PRIVILEGE OF VOIDING THE PURCHASE WITHIN THREE (3) DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER, OR AN ESCROW AGENT OR WITHIN THREE (3) DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SAID PURCHASER, WHICHEVER OCCURS LATER.

FOR NEW JERSEY RESIDENTS

THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. NO FILING OF THE WITHIN OFFERING HAS BEEN MADE WITH THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEW JERSEY. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR NEW YORK RESIDENTS

THE EQUITY AND TOKEN INTERESTS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE NEW YORK FRAUDULENT PRACTICES (“**MARTIN**”) ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR MARTIN ACT, IF SUCH REGISTRATION IS REQUIRED.

THIS OFFERING STATEMENT HAS NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THE INTERESTS IN EQUITY AND TOKENS ARE SUBJECT TO THE PROVISIONS OF A PURCHASE AGREEMENT ACCOMPANYING THIS PRIVATE PLACEMENT STATEMENT CONTAINING EXPLICIT REPRESENTATIONS, WARRANTIES, TERMS AND CONDITIONS. ANY INVESTMENT IN THE TOKENS SHOULD BE MADE ONLY AFTER A COMPLETE AND THOROUGH REVIEW OF THE PROVISIONS OF THE SECURITIES PURCHASE AGREEMENT ACCOMPANYING THIS STATEMENT.

A purchase of the Equity and Token Interests involves a high degree of risk, volatility, and illiquidity. A prospective purchaser should thoroughly review the confidential information contained herein and the terms of the applicable Offering Documents, and carefully consider whether a purchase of the Equity and Token Interests is suitable to its financial situation and goals. See “*Risk Factors*” below.

Neither the US Securities and Exchange Commission nor any other government or state securities commission has approved or disapproved of this offering or passed upon the adequacy or accuracy of the information herein. Any representation to the contrary is a criminal offense.

THIS OFFERING IS MADE ONLY TO ACCREDITED INVESTORS AS DEFINED UNDER RULE 501 OF REGULATION D OF THE SECURITIES ACT IN JURISDICTIONS WHERE THE OFFER AND SALE OF THE EQUITY AND TOKEN INTERESTS IS PERMITTED UNDER APPLICABLE LAW. ONLY PERSONS OF ADEQUATE FINANCIAL MEANS WHO HAVE NO NEED FOR PRESENT LIQUIDITY WITH RESPECT TO THIS PURCHASE SHOULD CONSIDER PURCHASING THE EQUITY AND TOKEN INTERESTS ON THE TERMS SET FORTH IN THE APPLICABLE OFFERING DOCUMENTS PROVIDED TO YOU IN CONNECTION HEREWITH BECAUSE: (I) A PURCHASE OF THE EQUITY AND TOKEN INTERESTS INVOLVES A NUMBER OF SIGNIFICANT RISKS (SEE “**RISK FACTORS**” BELOW); AND (II) NO MARKET FOR THE EQUITY OR TOKENS (OR TOKEN INTERESTS) CURRENTLY EXISTS NOR MAY EVER EXIST.

OTHER NOTICES

STRIPE, INC. (“STRIPE”), THE CREDIT AND DEBIT CARD PROCESSOR, HAS NOT INVESTIGATED THE DESIRABILITY OR ADVISABILITY OF AN INVESTMENT IN THIS OFFERING OR THE SECURITIES OFFERED HEREIN. STRIPE NOR ANY OF ITS RESPECTIVE AFFILIATES, MAKES ANY REPRESENTATIONS, WARRANTIES, ENDORSEMENTS, OR JUDGMENT ON THE MERITS OF THE OFFERING OR THE SECURITIES OFFERED HEREIN. STRIPE’S CONNECTION TO THE OFFERING IS SOLELY FOR THE LIMITED PURPOSES OF ACTING AS A SERVICE PROVIDER.

CERTAIN NOTICES

This Private Placement Statement shall be maintained in strict confidence. Any reproduction or distribution of this Private Placement Statement, in whole or in part, or the disclosure of its contents, without the prior written consent of the Company, other than to a recipient’s legal, tax or investment advisors, is prohibited. The existence and nature of all conversations regarding the Company and this opportunity must be kept confidential, unless otherwise allowed by the Company.

This Private Placement Statement contains a summary of the Offering, the myco Platform, the Equity, the Token Interests, and certain other documents referred to herein. However, the summaries in this Private Placement Statement do not purport to be complete and are subject to and qualified in their entirety by reference to the actual text of the relevant Offering Documents, copies of which will be provided to each prospective purchaser on the Offering Sale Website. Each prospective purchaser should review the applicable Offering Documents, and such other documents for complete information concerning the rights, privileges, and obligations of Purchasers. If any of the terms, conditions or other provisions of the Offering Documents or such other documents are inconsistent with or contrary to the descriptions or terms in this Private Placement Statement, such other documents shall control. The Company reserves the right to modify the terms of the Offering, the myco Platform, and the Equity and Token Interests described in this Private Placement Statement are offered subject to the Company’s ability to reject any commitment in whole or in part.

The Equity and Token Interests have not been and will not be registered under the Securities Act of 1933, as amended (the “**Securities Act**”), the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or any United States state securities laws or the laws of any foreign jurisdiction. The Equity and Token Interests are being offered and sold herein only under an exemption provided by the Securities Act and Regulation D promulgated thereunder, and other exemptions of similar import in the laws of the states and other jurisdictions where the Offering will be made. The Company will not be registered as an investment company under the United States Investment Company Act of 1940, as amended (the “**Investment Company Act**”). Consequently, Purchasers will not be afforded the protections of the Investment Company Act.

No person has been authorized to make any statements concerning the Company or the sale of the Equity or Token Interests discussed herein other than as set forth in this Private Placement Statement, and any such statements, if made, must not be relied upon.

Prospective purchasers must make their own investigations and evaluations of the myco Platform and the Equity and Token Interests that will be delivered pursuant thereto, including the merits and risks involved in a purchase therein. Prior to any purchase, the Company will give prospective purchasers the opportunity to ask questions of and receive answers and additional information from it concerning the terms and conditions of this Offering and other relevant matters to the extent the Company possesses the same or can acquire it without unreasonable effort or expense. Prospective purchasers should inform themselves as to the legal requirements applicable to them in respect of the acquisition, holding and

disposition of the Tokens upon their delivery, and as to the income and other tax consequences to them of such acquisition, holding and disposition.

This Private Placement Statement does not constitute an offer to sell, or a solicitation of an offer to buy, an interest in any jurisdiction in which it is unlawful to make such an offer or solicitation. Neither the United States Securities and Exchange Commission (the “*Commission*”) nor any other US federal, state or foreign regulatory authority has approved of this Offering.

Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Private Placement Statement, nor is it intended that the foregoing authorities will do so. Any representation to the contrary is a criminal offense.

Prospective purchasers are not to construe this Private Placement Statement as investment, legal, tax, regulatory, financial, accounting, or other advice, and this Private Placement Statement is not intended to provide the sole basis for any evaluation of a purchase of an interest. Prior to purchasing the Equity or Token Interests, a prospective purchaser should consult with its own legal, investment, tax, accounting, and other advisors to determine the potential benefits, burdens, and other consequences of such purchase.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Private Placement Statement contains estimates and forward-looking statements. All statements other than statements of historical fact are forward-looking statements. The words “may,” “might,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “seek,” “believe,” “estimate,” “predict,” “potential,” “continue,” “contemplate,” “possible,” and similar words are intended to identify estimates and forward-looking statements. Such forward-looking statements, including the intended actions and performance objectives of the Company, the myco Tokens and the myco Platform (as defined herein), are based largely on current expectations and projections about future events and trends.

These forward-looking statements are subject to a number of known and unknown risks, uncertainties, assumptions, and other important factors, including those described under “*Risk Factors*,” that could cause the actual results, performance, or achievements of the Company, the Equity and Tokens and the myco Platform to differ materially from any future results, performance, or achievements expressed or implied by such forward-looking statements.

Moreover, new risk factors and uncertainties emerge from time to time, and it is not possible to predict all risk factors and uncertainties, nor is it possible to assess the impact of all these risk factors or the extent to which any risk factor, or combination of risk factors, may cause actual results to differ materially from those contained in any forward-looking statements.

All forward-looking statements in this Private Placement Statement speak only as of the date hereof. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in its expectation with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

OVERVIEW

This overview highlights certain information appearing elsewhere in this Private Placement Statement. As this is an overview, you should read the entire Private Placement Statement carefully, including the information under “Risk Factors”. This Private Placement Statement includes forward-looking statements that involve risks and uncertainties. See “Special Note Regarding Forward-Looking Statements.” Unless the context requires otherwise, in this Private Placement Statement, the terms the “Company,” “we,” “us” and “our” refer to myco Holdings Ltd., a company limited by shares under the laws of the Abu Dhabi Global Market. All dollar (\$) amounts set forth herein refer to United States dollars.

Overview and Background

The \$myco token powers the myco Platform, which is a hub for web3 streaming, serving to engage, empower and reward both viewers & creators. It also allows a process for voting for independent content creators, funding, incubating and curating film makers and content producers around the world.

The platform enables content creators, film professionals, and media artists to build stronger viewers communities and supporters for their projects, creating a pool of global investors and audiences. Both creators and viewers can pay for specific content access or subscriptions, for promoting or boosting their content using the \$myco token as well as for other exclusive features such as for issuing and receiving gated NFT collections.

The myco Platform allows for the opportunity to earn \$myco tokens by certain activities on the application, such as viewing and uploading content. The application has several features, including an integrated wallet connect feature, allowing users to transfer earned tokens to any compatible decentralized wallet.

Other functions include mycontent (allows users to upload videos to earn tokens); MyOriginals (contains movies and series produced by myco); mycollab (funding program for content creators); MyLive (home to huge life events (sporting events, concerts, etc.).

Basic Features of myco Tokens

As referenced above, the Platform works by offering a network that rewards content creators and viewers for their contributions. The platform contains originally produced content from myco, with over 50 original content pieces created over 2 years and 150 episodes of original podcasts produced in a single year.

The \$myco Token is one of the key drivers for the Platform. There are several mechanisms relevant to the \$myco token’s interaction with the Platform.

First, the thresholds for the various loyalty levels can be adjusted dynamically to influence the usage of \$myco tokens (such as to encourage loyalty to encourage users to hold on to the token in a bear market when its price might be low). Second, discount rates can change the consumptive power of the \$myco token by encouraging more exchange of the tokens for platform features and tools. Additionally, in certain market upturns, potential partners may be able to inject capital in exchange for \$myco tokens to be released into the platform. Finally, the treasury may decide to conduct a token buyback program in times of high revenue or cash flow scenarios.

The \$myco token plays several roles in ensuring the functionality of the myco Network.

The \$myco token is designed to drive user acquisition and content generation by incentivizing existing and loyal viewers, creators, and consumers of myco. The tokens are designed to act as loyalty points that will also grant access to events and premium content and discounts on purchases on the marketplace. \$myco tokens will also serve as part of an access-gating mechanism for certain aspects of the ecosystem.

Interacting with certain content, such as liking or commenting can earn users \$myco, and users will also be able to tip content creators. On the creator side, \$myco can be spent to unlock engagement tools or for simply promoting content. Also, \$myco can be locked to yield reputation status, which would allow users to unlock certain benefits, such as discounts on content subscriptions.

One other key function of the \$myco token is that it has the potential to entitle users to a share of revenues generated by the Platform. It will have associated advertising revenue split in a 65%-35% distribution between creators and viewers.

For example, content creation may be in the form of a video or podcast and the associated advertising revenue would be split across the creators and the viewers in this 65-35 ratio.

The blockchain for the \$myco token is not yet finalized. Initial development had been completed on a selected blockchain, but several sizeable grants from blockchain foundations have been offered, and negotiations are underway in making a final decision.

Monthly Active Users

30,000 watch hours is the number of video hours available on the platform. The 30,000 watch hours pertain to the various videos available on the platform and their respective durations which accumulate to 30,000 watch hours when summed together and they are not directly linked to the monthly active users (e.g. 100 films of 2-hour duration will sum up for 200 watch hours). A typical user on the platform spends on an average 15 to 30 mins on the platform daily consuming various types of long form (15 to 60 mins) and short form (15 sec to 3 min) video content. The average view duration goes as high as 40 mins during a live sport event. From a monthly standpoint – there are an average 250k+ daily active users on the platform spending on an avg of 20 mins consuming various video content. The monthly active users reach as high as 5 million during any live sports event and normalizes to around an average of 2.5 to 3 million during non-sports months.

MContent Token

For over one year, the MContent token has been used on the myco platform as the native token and is undergoing an upgrade with enhancement of utilities, monetary policy and wallet infrastructure in partnership with Republic Advisory and other partners. The myco Token represents the reinvented and relaunched upgraded token. As part of the relaunch, current MContent holders will be able to exchange their tokens for myco Tokens. Existing MContent tokens (currently at a circulating mcap of \$8M) are being diluted into the upcoming myco Token.

myco Streaming Deals and Partnerships

myco recently secured digital streaming rights in Pakistan for six marquee ICC (International Cricket Council) Tournaments over the next two years, including the ICC T20 World Cup 2024 at the start of June, the ODI Champions Trophy in early 2025, and the Women's T20 & ODI World Cups.

myco also secured a two-year strategic partnership with Willow TV, which will provide streaming of their cricket matches on a subscription basis on the myco Platform. Willow TV broadcasts an immense slate of cricket matches, including the Indian Premier League (IPL), Pakistan Super League (PSL), and the Major League Cricket (MLC), in addition to the World Cup and other international matches.

The web3 model showed higher average engagement than web2 counterparts, with an average engagement time of over 30 minutes on the platform compared with average sessions of under 10 minutes on the web2 equivalents.

In the past myco has also streamed many other international sports tournaments across the world, including in the MENA (Middle East & North Africa) and Southeast Asia regions. Among the sports previously streamed are tennis, padel, squash, MMA, karate, boxing, racing, backgammon and e-sports.

myco ICC T20 World Cup Promotion

myco is running a promotion in partnership with Willow TV that enables US & Canadian users to subscribe on myco for \$15 to watch cricket matches but receive the entire subscription fee back if they watch at least 30 minutes of each of the matches in the ICC T20 World Cup. myco will also incentivize and reward the users with the highest consumption of matches on the platform. myco has done similar promotions in the past in different MENA and South Asian markets such as in UAE, Egypt and Pakistan..

Offering Overview

The present "Offerings" (combined Regulation D Offering and Regulation S Offering on the Republic Platform) consists of 243,750 shares of the Company at a price of \$6.153 per share, with token warrants accompanying the Equity that will entitle Purchasers to receive Tokens upon their release in a percentage of the total token supply equivalent to the Purchasers' Equity acquisition as a percentage of total outstanding shares in the Company. The valuation basis for

this round is \$80M post-money. At least one other term sheet from an investor (in addition to several soft commitments in the process of closing) has the same valuation basis. This Offering is part of a \$5M closing.

The Company has already secured a \$13M investment commitment (investments plus grants) from Mysten Labs, which agreed on a \$80M valuation attributable to the company. myco is on its path to closing the current fiscal year at \$7.5 to \$8M in annual revenue in the 2023-24 Fiscal Year with a positive bottom line.

Offering Details

For purposes of this agreement, the Company will define the date of completed reconciliation and processing of all underlying Offering Purchase Agreements (“*OPAs*”) for the Equity and Token Interests as the “*OPA Date*.” To avoid any ambiguity, the OPA Date will be the date which the final OPA is fully processed across all Offerings.

The Company plans to formally recognize the Equity interests within 90 days after the OPA Date (“*Release Date*”).

If the Company does not achieve the Release Date within 90 days of the OPA Date (the “*Deadline Date*”), the Company will repay Purchasers the full amount paid pursuant to this Private Placement Statement (the “*Purchase Amount*”), due and payable to such Purchasers immediately prior to, or on, the Deadline Date, to the extent funds are lawfully available at that time.

Terms of Offering

In connection with this Offering, the Company is offering you and certain other prospective purchasers the opportunity to purchase myco Tokens on the terms and conditions set forth under “*Terms of the Offering*.” This Offering is made only to accredited investors via the Offering Sale Website at <https://republic.co/my-co>. Each of ODB and the Company may terminate such sales at any time prior to the sale of any and all Equity and Token Interests in its sole discretion.

The maximum aggregate amount of Equity sold in this Regulation D Offering is \$1,200,000.

The Terms of this Offering, including the applicable Lockups, are set forth under the section titled “*Terms of the Offering*”.

Concurrent Offerings

There is a concurrent Regulation S Offering on the Republic website for a total of 121,891.76 shares with a maximum aggregate amount of \$750,000. Those shares are offerings under the same terms and associated Token Interests.

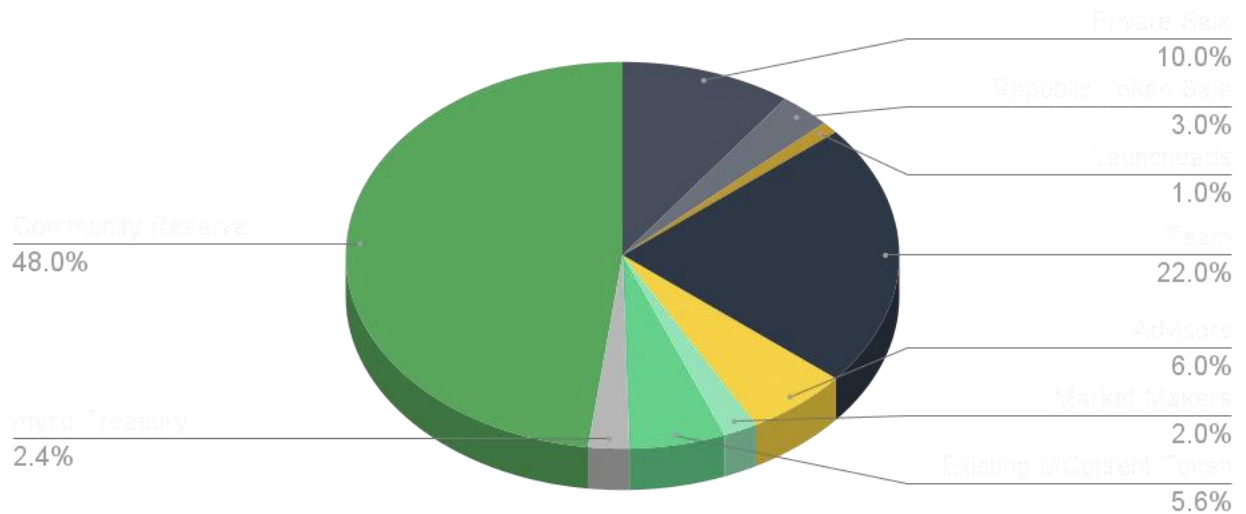
Prior Offerings

Another 325,000 shares of myco Holdings Limited have already been sold at the same price of \$6.153 per share for a total consideration of \$2M. There are several other soft commitments in the process of being closed out, which in aggregate with the offerings on other launchpad platforms, will total an additional \$2M. In sum, a total of 812,500 shares are being priced at the same valuation.

Token Distribution

A total supply of 7,500,000,000 myco Tokens exists.

Distribution Schedule



The distribution schedule for the myco Tokens is described below.

- Private Sale (750,000,000):** 10% of the \$myco token supply is allocated exclusively for early strategic private & institutional investors. These tokens have a 6-month cliff followed by 24-month linear vesting (by the second). The sale price per token for this round was \$0.0053 with an agreement in the form of a SAFT. 50% of this round (5% of the total token pool) had 2.5% of the Company's total equity granted to it. And the other 50% of this round was granted with equity warrants at 2:1, allowing SAFT purchasers to claim a percentage share of equity equivalent to half the percentage of tokens that the SAFT holder is entitled (must be exercised within 12 months of signing the SAFT). This equity has already been allocated in the cap table for the 2.5% outstanding shares yet to be claimed, so exercise of these warrants will not dilute Equity purchased in this Offering.
- Tier-1 Launchpads and Exchange IEOs (206,250,000):** 2.75% of the \$myco token supply will be circulated on tier-1 launchpads and chosen IEOs / Launchpools of leading centralized exchanges. These tokens do not have any cliff and have 24 months of vesting. However, purchasing tokens on these platforms will not grant any equity.
- Republic Equity Sale (93,750,000):** 1.25% of the \$myco token supply will be circulated via the public sale equity offering on the Republic Platform that will grant 1:1 token warrants. Tokens will feature a 12-month cliff, followed by a 12-month linear vesting period.
- Team (1,650,000,000):** 22% of the \$myco token supply is allocated to myco Founding team responsible for the development and implementation of the platform. Team allocations are subject to a 12-month cliff, followed by a 3-year linear vesting schedule.
- Advisors (450,000,000):** 6% of the total \$myco supply is allocated to myco existing and future contributors/advisors. Contributor/Advisor allocations are subject to a 12-month cliff, followed by a 3-year linear vesting schedule
- Liquidity & Market Makers (150,000,000):** 2% of the total \$myco supply is allocated for market-making on the exchanges that the \$myco tokens will be listed on. These tokens will not have any locking or vesting.
- Existing MContentToken Holders (420,000,000):** 5.6% of the total \$myco supply will be allocated to the existing \$MContent token holders. These tokens will not have any locking or vesting.

- **myco Treasury bought back MContent tokens (180,000,000):** 2.4% of the total \$myco supply will be allocated to the existing \$MContent tokens that were bought back by myco & held in treasury. These tokens will not have any locking or vesting.
- **Community Reserve (3,600,000,000):** 48% of the total \$myco supply is allocated to the community reserve. For onboarding, initial user rewards, partnerships & sponsorship, token allocation, existing token holders' rewards program, bounties, and content creator grants, but not limited only to those mentioned above. The community reserve is subject to a 5-years emission period.

DESCRIPTION OF EQUITY AND TOKEN INTERESTS

- The Company is offering Equity and Token Interests in this Offering at different options described under “Terms of the Offering” below. The Equity and Token Interests are subject to transfer restrictions as set forth above.
- The Equity is part of the only class of shares and will carry voting rights with respect to the Company; but the Tokens or Token Interests do not carry any voting rights with respect to the Company. The Purchaser is not entitled, as a holder of myco Tokens or Equity, to receive subscription or redemption rights or otherwise.
- A total supply of 7,500,000,000 myco Tokens will be minted. Such Tokens will be distributed to major participating groups in the platform based on the percentage allocations set forth above. These groups are critical to the creation, development, growth, and maintenance of the platform. Subject to potential modification, these groups are described in the section “*Overview—Token Distribution*” above.

TERMS OF THE OFFERING

The summary below describes the principal terms of the myco Tokens and the Offering. Certain of the terms and conditions described below are subject to important limitations and exceptions. Prospective purchasers should review the entirety of the documents to be entered into in connection with the Offering. The summary below is qualified in its entirety by reference to the actual text of the form of the applicable Offering Documents.

<i>Seller:</i>	myco Holdings Ltd., a company under the laws of the Abu Dhabi Global Market
<i>myco Tokens:</i>	The maximum amount of Equity to be sold in the Regulation D Offering is 121,891.76 shares of the Company, which total \$ 750,000.
<i>Purchaser Qualifications:</i>	Each Purchaser must be an “Accredited Investor” as defined under Rule 501 of Regulation D under the Securities Act.
<i>Period of Offering:</i>	May 28, 2024 at 14:00 UTC (10am EDT) through June 17, 2024 at approximately 14:00 UTC (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 providing notice through a supplement to this Private Placement Statement or announcement on the relevant offering page.
<i>Fulfillment Price:</i>	Participants may purchase the Company’s Equity at a price of \$6.153 per share that will unlock for restricted trading after 12 months.

<p><i>Lockup and Transfer Restrictions:</i></p>	<p>Purchasers may not Transfer any underlying Equity or Token Interests (collectively, “Restricted Interests”), or any options to acquire any Restricted Interests, or any instruments convertible into, exchangeable for, or that represent the right to receive any Restricted Interests, whether now or hereinafter acquired by the Purchaser, unless such Transfer is in accordance with the release schedule set according to the Lock-Up and Transfer Restrictions in the table set out above (collectively, the “Lock-up Restrictions”).</p> <p>Cliffs and vesting periods will be enforced by smart contract. Buyers will receive their balance of Equity and Token Interests after these transactions settle and be able see the balance of Tokens in their wallets after they are issued but won’t be able to send them until unlocked.</p> <p>10% of the Tokens will vest at the Token Generation Event (TGE), and the remaining portion will vest linearly over 24 months, with locking from any transferring for the first 12 months—to be enforced by smart contract.</p>
<p><i>Purchase Limits:</i></p>	<p>Throughout the Offering Period, the minimum purchase amount will be (i) \$100 for individuals and (ii) \$100 for entities.</p> <p>The maximum purchase amount will be \$100,000.</p> <p>Such amounts may be modified by the Company in its sole discretion.</p>
<p><i>Means of Purchase:</i></p>	<p>Purchasers must access the token sale website at https://republic.co/my-co (the “<i>Offering Sale Website</i>”) and be subject to the offering documents as set forth therein (the “<i>Offering Documents</i>”).</p>
<p><i>Form of Payment for myco Equity:</i></p>	<p>The Purchase Amount can be paid in US dollars (via debit or credit card), Tether (USDT), or USD Coin (USDC).</p> <p>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 Issuer.</p> <p>Cash received in connection with the Purchase Amount will be directly transferred to the Company. 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 investment via the Offering Platform that is operated by ODB for the benefit of the offering.</p>

	<p>Cryptocurrencies and digital assets received in connection with purchases pursuant to this Offering are directed to an account maintained by the Company.</p> <p>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.</p> <p>For all accepted purchases, Company will bear the cost of any gas costs and/or other fees to deliver the tokens to the Purchaser.</p>
<p><i>Documentation:</i></p>	<p>In order to complete the closing process in this Offering, each Purchaser will be required to complete such documentation as may be requested by ODB on behalf of the Company, which may include, without limitation: (1) the acceptance of a token purchase agreement; (2) completion of purchaser qualification requirements (status as an Accredited Investor under Regulation D and KYC/AML or KYB (if applicable) screening requirements; and (3) confirmation by ODB or the Company of receipt of funds (collectively, the “Closing Requirements”).</p> <p>The proceeds of this Offering will be disbursed to the Company intermittently throughout the closing process, provided that all applicable Closing Requirements associated with such proceeds must be satisfied prior to disbursement.</p>
<p><i>Use of Proceeds:</i></p>	<p>The Company intends to use a significant portion of the proceeds from this Offering to develop and promote the myco Platform. See “Use of Proceeds.”</p>

RISK FACTORS

A purchase of the Equity and Token Interests involves a high degree of risk. You should consider carefully the risks described below, together with all the other information contained in this Private Placement Statement and the Offering Documents, before making a purchase decision. The following risks entail circumstances under which the Equity and Token Interests, the Platform 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 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 myco TOKENS ARE RELIABLE, CURRENT OR ERROR-FREE, MEET YOUR REQUIREMENTS, OR THAT DEFECTS IN THE myco TOKENS WILL BE CORRECTED. THE COMPANY CANNOT AND DOES NOT REPRESENT OR WARRANT THAT TOKENS OR THE DELIVERY MECHANISM FOR THE TOKENS IS FREE OF VIRUSES OR OTHER HARMFUL COMPONENTS

The myco Platform may not continue to be successfully developed.

Despite the myco Platform already having been launched, it may not succeed in the long term. Changes to the specifications of the myco Platform may be necessary for any number of reasons, and the myco Platform may be developed in a way that does not realize those specifications and may cease to be able to integrate with a functioning blockchain network. It is possible that the myco Platform may never gain traction and that there may never be any fees generated from use of the Platform. The myco Platform, even if successfully maintained, may not meet expectations. Furthermore, despite good faith efforts to support and develop the myco Platform, it is still possible that the myco Platform will experience malfunctions or otherwise fail to be adequately developed or maintained, which may negatively impact the myco Token. If the myco Platform is not successfully developed, the myco Token may lose all its value, and Purchasers may lose all of their Total Purchase Price.

We have a limited operating history.

The Company has a limited operating history. The Platform has launched but the myco token has not yet been fully integrated into the Platform. There is no assurance that any of the Company's proposed activities and business plans as set forth will succeed.

Risks Associated with the Structure of Offering Purchase Agreements

An investment in a OPA 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 the OPA; and (iv) that can bear the potential loss of all of their investment in the OPA. There is no assurance as to whether an investment in an OPA will be profitable. Any Investment made in an OPA may result in a loss of all or part of a Purchaser's Investment. The Offering Purchase Agreement or a portion thereof may be modified, waived, or amended without your consent consistent with its terms.

The myco Platform may not be able to compete effectively with other platforms.

The myco Network may spur innovation and competition in streaming platforms and ecosystems in blockchain, and the space may become competitive as it is rapidly evolving. Currently, there may be other attempts to develop similar platforms, and many more new attempts may emerge. Competitors to the myco Platform may gain substantial competitive advantages, such as in speed, security, scalability, greater financial and other resources, stronger name recognition, larger network of users and developers, greater market acceptance among developers, as well as pre-existing relationships with developers. Any of these events could negatively impact the development and viability of the myco Platform and harm the value of the myco Token.

The myco Platform may be unable to attract and retain users.

The growth and success of the myco Platform depends critically on its widespread adoption, which depends on many factors, including the number and quality of the app's features, speed, usability, security, scalability, competitiveness versus other competitor platforms, and overall market acceptance. The Company, the myco Platform, and the myco Token can also be the subject of negative commentary in the news media, website postings, social media, and other non-traditional media, all of which may result in reduced growth and adoption of the myco Platform and negatively affect the value of the Equity and myco Tokens.

The myco Platform is dependent on validators and computer networks for its operations.

Even if the myco Platform becomes operational, the functionality of blockchains underlying it, will depend on validators, computer networks and their continued operations, all of which are outside of the control of the Company and even the developers of the blockchains the myco Platform will employ. If such validators fail to maintain their operations on blockchains powering the myco Platform, as expected, it could have a material adverse impact on the value of the myco Token.

Real or perceived errors, failures, or bugs in the myco Platform, or in the software or systems of third-party developers utilizing the myco Platform, could adversely affect the myco Platform and the value of the Equity or myco Token.

Real or perceived errors, failures, vulnerabilities, or bugs in the myco Platform, or in the software or systems of third-party developers utilizing the myco Platform, could harm the myco Platform and the myco Tokens. Errors, failures, vulnerabilities, or bugs may occur and may cause errors or failures of applications or products, computing and storage environments of the myco Platform. Any such errors, failures, vulnerabilities, or bugs may not be found until after the Token Release Date or after updates are deployed by developers or data has been deployed on a network using the myco Platform, which could result in negative publicity, loss of data, failure of applications, loss of or delay in market adoption, a decrease in user and developer satisfaction or adoption, loss of competitive position, or claims from third parties. Neither we nor the myco Platform community may be able to promptly resolve these problems, if at all. Any of these incidents could materially and adversely harm the myco Platform, the Equity, and myco Tokens.

The Equity and myco Tokens have no market, liquidity or performance history.

The Equity and myco Tokens have no market, liquidity, or performance history. As such, they should be evaluated on the basis that the Company or any third party's assessment of the prospects of the Equity and myco Token or the myco Platform may not prove accurate, and that the Company, the Equity, the myco Token, and the myco Platform may not achieve their objectives, including the use and adoption of the myco Platform and their associated blockchain applications.

The tax treatment of acquiring, holding, and where permitted, selling, exchanging, or otherwise disposing of the myco Tokens is uncertain, and there may be adverse tax consequences for Purchasers upon certain future events.

The tax treatment of acquiring, holding, and where permitted, selling, exchanging, or otherwise disposing of the myco Tokens is uncertain, and each Purchaser must seek its own tax advice in connection with a purchase of the myco Tokens as described herein. The Company has not requested a ruling from any tax authority regarding the tax treatment of the myco Tokens. Acquiring, holding, and where permitted, selling, exchanging, or otherwise disposing of the myco Tokens may result in adverse tax consequences to Purchasers, including liability for withholding taxes and income taxes and responsibility for complying with certain tax reporting requirements. Each Purchaser should consult with and must rely upon the advice of its own tax advisors with respect to the tax treatment of acquiring, holding, selling, exchanging, or otherwise disposing of the myco Tokens.

The myco Platform and/or the Blockchains it or the myco Tokens are built on may be the target of malicious cyberattacks or may contain exploitable flaws in its underlying code, which may result in security breaches and the loss or theft of myco Tokens. If the myco Platform or these technologies' security is compromised or if the protocols are subjected to attacks that frustrate or thwart access to and use of the myco Tokens, developers may cut back on or stop using the myco Platform altogether, which could seriously curtail the utilization of the myco Tokens and cause a decline in the market price of the myco Tokens and Equity.

The myco Platform, and the networks, applications and other interfaces which will utilize it, as well as applications built upon the networks that will utilize it, are still in the early stages and are unproven, and there can be no assurances that the operation of the myco Platform will be uninterrupted or fully secure which may result in a complete loss of the myco

Tokens, or an unwillingness of smart contract creators to access, adopt and utilize the myco Platform. Additionally, if the underlying blockchain or network is subject to unknown and known security attacks (such as double-spend attacks or other malicious attacks), this may materially and adversely affect the myco Platform's reputation, even though the Company is not responsible for the attacked network. In any such event, if the myco Platform is not widely adopted, if the myco Platform does not reach a sufficient number of users, Purchasers may lose all of their Total Purchase Price.

Assertions by third parties of infringement or other violation by us of their intellectual property rights could harm our ability to develop the myco Platform and the myco 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 myco Platform. 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 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.

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.

Risk of Migration to New Blockchain and/or Token

The \$myco token had been initially developed for launch on a selected blockchain, but it is possible that the development on an alternative blockchain may be unsuccessful or encounter issues. Additionally, the myco Platform may in the future allow or require users of the Platform to migrate their tokens to another blockchain and/or upgrade their token into a new digital asset. myco Platform may choose to do so for numerous reasons, including, without limitation, to address regulatory requirements, due to technological constraints, because of restrictions or failures arising from the existing blockchain, to minimize transaction costs to users, or to enable the myco Platform to incorporate new features into the Platform. There can be no assurance that the migration to a new blockchain will be successful or that the token will retain the same features and functionality if the holder chooses not to migrate their Token to the new blockchain.

Risks related to blockchain technologies and digital assets

The regulatory regime governing the blockchain technologies, cryptocurrencies, coins including the myco Tokens and coin or token offerings including the Offering, is uncertain, and new regulations or policies may materially adversely affect the development or operation of the myco Platform and the value of the myco Tokens and Equity.

Regulation of coins and tokens (including the myco Token), offerings such as this, cryptocurrencies, blockchain technologies, and cryptocurrency exchanges currently is still relatively undeveloped, likely to rapidly evolve, varies significantly among international, federal, state, and local jurisdictions and is subject to significant uncertainty. Various legislative and executive bodies in the United States and in other countries may in the future, adopt laws, regulations, guidance, or other actions, which may severely impact the development and adoption of the myco Platform. Failure by certain developers using the myco Platform 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.

As blockchain networks and blockchain assets have grown in popularity and in market size, US federal and state agencies have begun to regulate their use and operation.

In the case of virtual currencies, state regulators like the New York Department of Financial Services have created new regulatory frameworks. Others, as in Texas, have published guidance on how their existing regulatory regimes apply to virtual currencies. Some states, like New Hampshire, North Carolina, and Washington, have amended their state's statutes to include virtual currencies into existing licensing regimes. Treatment of virtual currencies continues to evolve under federal law as well. The Department of the Treasury, the Commission, and the Commodity Futures Trading Commission (the "CFTC"), for example, have published guidance on the treatment of virtual currencies. The Internal Revenue Service (the "IRS") has released guidance treating virtual currency as property that is not currency for US federal income tax purposes, although there is no indication yet whether courts or federal or state regulators will follow this classification. Both federal and state agencies have instituted enforcement actions against those violating their interpretation of existing laws.

The regulation of non-currency use of blockchain assets is also uncertain. The CFTC has publicly taken the position that certain blockchain assets are commodities, and the Commission, including Chairman Gary Gensler, has issued several public reports or comments stating federal securities laws require treating some blockchain assets as securities.

Recently, the Commission also won summary judgment in federal court in its case against LBRY, Inc., establishing that its blockchain token LBC was offered as an unregistered security.

To the extent that a domestic government or quasi-governmental agency exerts regulatory authority over a blockchain network or asset, the myco Platform and myco Tokens may be materially and adversely affected.

Blockchain networks also face an uncertain regulatory landscape in many foreign jurisdictions. In August 2017, Canada issued guidance stating the sale of cryptocurrency may constitute an investment contract in accordance with Canadian law for determining if an investment constitutes a security. In July 2016, the Russian Ministry of Finance indicated that it supports a proposed law that bans cryptocurrencies domestically. Russia has since issued several releases indicating they may begin regulating cryptocurrencies and licensing miners and entities engaging in initial coin offerings. In July 2016, the European Commission released a draft directive that proposed applying counterterrorism and anti-money laundering regulations to virtual currencies, and, in September 2016, the European Banking authority advised the European Commission to institute new regulation specific to virtual currencies, with amendments to existing regulation as a stopgap measure. On September 4, 2017, China issued a guidance prohibiting the practice of using cryptocurrency for capital fundraising. Additional reports have surfaced that China is considering regulating cryptocurrency businesses by enacting a licensing regime. In April 2019, China's National Development Reform Commission listed crypto-mining among a variety of industries it intends to eliminate. In September 2017, the Financial Services Commission of South Korea released a statement that initial coin offerings would be prohibited as a fundraising tool. In December 2018, South Korea's Financial Services Commission stated that six bills related to the regulation of cryptocurrencies had been submitted to the National Assembly. One of the bills would require all persons in charge of a cryptocurrency transfer business to register with the Financial Services Commission. In June 2017, India's government ruled in favor of regulating cryptocurrencies. In April 2018, the Reserve Bank of India issued a statement to all entities regulated by the Reserve Bank, stating that they must cease all activities related to cryptocurrency. In 2018, Australia passed legislation which requires digital currency exchange providers to register with AUSTRAC (the Australian Transaction Reports and Analysis Centre). Various foreign jurisdictions may, in the near future, adopt laws, regulations or directives that affect the myco Platform, including deeming that myco Tokens constitute securities under the laws of such jurisdiction, or that the use of myco Tokens violates applicable law. Such laws, regulations or directives may conflict with each other and may directly, negatively, and materially impact the myco Platform. The effect of any future regulatory change is impossible to predict, but such change could be substantial and materially adverse to the development and growth of the myco Platform and negatively affect the value of the Equity and myco Tokens.

The myco Platform may be deemed a money transmitter under US anti-money laundering laws.

On May 9, 2019, the US Financial Crimes Enforcement Network ("**FinCEN**") issued guidance on the application of FinCEN's regulations to certain business models involving convertible virtual currencies. Pursuant to this guidance, the creator and seller of a convertible virtual currency may, under certain circumstances, be deemed a money transmitter under US anti-money laundering laws and subject to registration with and oversight by FinCEN. In addition, we may be subject to licensure with certain state and foreign regulators. In some cases, it is unclear how certain laws may affect us based on our business model and operations and compliance with these laws may be costly or impractical. If we are unable to comply with and become liable for violations of these laws, or if courts or regulatory bodies provide unfavorable

interpretations of existing regulations, we may be subject to civil or criminal penalties, including significant fines or damages, the loss of ability to operate.

This Issuance of myco Tokens may constitute the issuance of a “security” under US federal securities laws

On July 25, 2017, the Commission issued a Report of Investigation under Section 21(a) of the Exchange Act describing an SEC investigation of The DAO, a virtual organization, and its use of distributed ledger or blockchain technology to facilitate the offer and sale of DAO ERC-20 Tokens to raise capital. The Commission applied existing US federal securities laws to this new paradigm, determining that DAO ERC-20 Tokens were securities. The Commission stressed that those who offer and sell securities in the United States are required to comply with federal securities laws, regardless of whether those securities are purchased with virtual currencies or distributed with blockchain technology. Further, on December 11, 2017, Commission Chairman Jay Clayton issued a Statement on Cryptocurrencies and Initial Coin Offerings emphasizing that whether a digital asset constitutes a security is a fact-specific inquiry that “depends on the characteristics and use of that particular asset,” and cautioned that the Commission’s Division of Enforcement will continue to police this area vigorously. For instance, on December 11, 2017, a California-based company named Munchee selling digital ERC-20 Tokens to raise capital for its blockchain-based food review service agreed to an order with the Commission to halt its initial coin offering and return all proceeds. Similar enforcement actions continued through 2018, 2019 and 2020 including claims brought against Kik Interactive Inc., Block.one, Telegram Group Inc. and Ripple Labs for their unregistered securities offerings. On April 3, 2019, the SEC’s Fintech Hub issued a “**Framework for Investment Contract Analysis of Digital Assets**” (the “**SEC Framework**”) further delineating various factors considered by the SEC in determining whether any cryptocurrency is a security.

More recently, the Commission has brought actions for the unregistered offer and sale of securities against several companies and individuals, including Sparkster, Ltd. and its CEO (9/19/2022), Dragonchain, Inc. (8/16/2022), and NASGO and its associates (4/28/2022). The Commission also brought insider trading charges against a former Coinbase product manager, and his brother and friend, for perpetuating a scheme to trade ahead of announcements regarding crypto assets that would be made available for trading on Coinbase, specifically alleging that 9 of the 25 tokens traded were securities.

Moreover, the Commission seems to have taken an aggressive stance towards the classification of certain NFT collections, such as the Bored Ape Yacht Club NFTs. As of October 2022, the SEC was investigating Yuga Labs, the creator of the Bored Ape Yacht Club, in examining whether the issuance of NFTs constituted any securities violations.

In June 2023, the SEC filed suit against Coinbase, Inc. claiming that it was operating an unregistered securities exchange and identified 13 cryptocurrency tokens as unregistered securities. The list of purported cryptocurrency securities included popular tokens such as SOL (the token powering the Solana ecosystem), Cardano’s ADA token, and Protocol Labs’ Filecoin FIL token.

While the characterization of any cryptocurrency or digital asset as a security is a highly fact-specific analysis, the SEC framework suggests that the SEC is taking a broad view of what constitutes a security under US federal securities laws, and many digital assets are expected to be characterized as securities under this new SEC Framework.

If the myco Tokens collection are deemed to be securities under US federal securities laws, then the Company may be required to register such issuance under the Securities Act. In addition, each purchaser will be required to comply with the Securities Act for all sales, resales, and transfers of the myco Tokens. The Company has no contractual obligation to register the myco Tokens under the Securities Act and do not presently intend to do so. If we decide to pursue such registration of myco Tokens under the Securities Act, it would result in significant delays in the issuance of the myco Tokens, and would require us to incur substantial additional expenses. If in the alternative we do not pursue such registration, or if we abandon the development of the myco Platform, you may lose all or part of your Total Purchase Price.

The myco Tokens contemplated hereby may be subject to registration under the Exchange Act if the Company has assets above \$10 million and more than 2,000 Purchasers participate in such offering.

Each company with total assets above \$10 million and more than 2,000 holders of record of a class of its equity securities, or 500 holders of record of a class of its equity securities who are not accredited investors, must register that class of equity securities with the Commission under the Exchange Act. The Company may surpass \$10 million in assets by virtue of the myco Tokens held in treasury. While the myco Tokens are not intended to constitute equity securities within the meaning of the Exchange Act, there is substantial uncertainty on the application of US securities laws to cryptocurrencies,

and there is no guarantee that they will not be characterized as such. There is the possibility that the Commission will deem the myco Tokens to constitute “equity securities” under the Exchange Act; and in such event, if the sale of myco Tokens as described herein surpasses 2,000 Purchasers, or there are more than 2,000 holders of myco Tokens after the Token Release Date, then the Company will have to register the myco Tokens as described herein with the Commission, which will be a laborious and expensive process. If such registration takes place, it would require us to incur substantial additional expenses, including expenses to comply with the periodic reporting requirements under the Exchange Act. If we do not pursue such registration, or if we abandon the development of the myco Platform, you may lose all or part of your Total Purchase Price.

There may be occasions when certain individuals involved in the development of the myco Platform 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 myco Platform or the Company may encounter potential conflicts of interest in connection with the sale of myco 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 myco Platform and its code, or other factors. Decisions made by the Company on such matters may be more beneficial for some Purchasers than for others.

Purchasers may lack information for monitoring their purchases.

The Purchaser may not be able to obtain all information it would want regarding the Company or the myco Platform on a timely basis or at all. It is possible that the Purchaser may not be aware on a timely basis of material adverse changes that have occurred with respect to certain of its purchases. In addition, the Company is a private entity and is not required to publicly disclose any information about its finances, cash runway, or product development status. Certain information relating to the platform may not be publicly disclosed or readily available. As a result of these difficulties, as well as other uncertainties, a Purchaser may not have accurate or accessible information about the myco Platform.

If the myco Platform is unable to satisfy data protection, security, privacy, and other government- and industry-specific requirements, its growth could be harmed.

There are several data protection, security, privacy, and other government- and industry-specific requirements, including those that require companies to notify individuals of data security incidents involving certain types of personal data. Security compromises could harm the myco Platform reputation, erode market confidence in the effectiveness of its security measures and reliability of its endorsements, negatively impact its ability to attract new users, or cause users to stop using the myco Platform.

The further development and acceptance of blockchain networks, including those underlying the myco Platform, which are part of highly competitive and rapidly changing industries, are subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of blockchain networks and blockchain assets would have an adverse material effect on the successful development and adoption of the myco Platform.

The growth and adoption of the blockchain industry, including the myco Platform, is subject to a high degree of uncertainty. The factors affecting the further development of the cryptocurrency industry, as well as blockchain networks, include, without limitation:

- Worldwide growth in the adoption and use of Bitcoin, Ethereum, Solana, and other blockchain technologies;
- Government and quasi-government regulation of Bitcoin, Ethereum, Solana, and other blockchain assets and systems and their use, or restrictions on or regulation of access to and operation of blockchain networks or similar systems;
- The maintenance and development of other open-source software protocols such as the Bitcoin, Ethereum, and Solana 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 fiat currencies or existing networks;
- General economic conditions and the regulatory environment relating to cryptocurrencies; and
- A decline in the popularity or acceptance of Bitcoin, Ethereum, Solana, or other blockchain-based coins and the myco Platform.

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 myco Platform and may decrease the value of the myco Tokens or Equity.

The application of distributed ledger technology is novel and untested and may contain inherent flaws or limitations.

Blockchain is an emerging technology that offers new capabilities which are not fully proven in use. There are limited examples of the application of distributed ledger technology. In most cases, software used by blockchain asset issuing entities will be in an early development stage and still unproven. As with other novel software products, the computer code underpinning the blockchain networks using the myco Platform may contain errors, or function in unexpected ways. Insufficient testing of smart contract code, as well as the use of external code libraries, may cause the software to break or function incorrectly. Any error or unexpected functionality may cause a decline in value of the myco Tokens and result in substantial losses to Purchasers.

The prices of blockchain assets are extremely volatile. Fluctuations in the price of digital assets could materially and adversely affect our business, and the myco Tokens and Equity may also be subject to significant price volatility.

The prices of blockchain assets such as Bitcoin, Ethereum and other blockchain assets have historically been subject to dramatic fluctuations and are highly volatile, and the market prices of the myco Tokens and Equity may also be highly volatile. Several factors may influence the market price of the myco Tokens or Equity, including, but not limited to:

- Global blockchain asset supply;
- Global blockchain asset demand, which can be influenced by the growth of retail merchants' and commercial businesses' acceptance of blockchain assets like cryptocurrencies as payment for goods and services, the security of online blockchain asset exchanges and digital wallets that hold blockchain assets, the perception that the use and holding of blockchain assets is safe and secure, and the regulatory restrictions on their use;
- Purchasers' expectations with respect to the rate of inflation;
- Changes in the software, software requirements or hardware requirements underlying the myco Platform;
- Changes to the software, security, cost and adoption of the myco Platform;
- Changes in the rights, obligations, incentives, or rewards for the various participants in the blockchains utilizing the myco Platform;
- Interest rates;
- Currency exchange rates, including the rates at which digital assets may be exchanged for fiat currencies;
- Fiat currency withdrawal and deposit policies of blockchain asset exchanges on which the myco Tokens may be traded and liquidity on such exchanges;
- Interruptions in service from or failures of any blockchain asset exchanges on which the myco Tokens may be traded, if any such exchanges exist at all;

- Activities of large purchasers, including private and registered funds, that may directly or indirectly purchase myco Tokens, or other blockchain assets;
- Monetary policies of governments, trade restrictions, currency devaluations and revaluations;
- Regulatory measures, if any, that affect the use of blockchain assets such as the myco Tokens;
- The maintenance and development of the myco Platform;
- New technologies and competing products and services;
- Global or regional political, economic or financial events and situations; and
- Expectations among myco Platform or other blockchain asset participants that the value of the myco Tokens or other blockchain assets will soon change.

A decrease in the price of a single blockchain asset may cause volatility in the entire blockchain asset industry and may affect other blockchain assets including the myco Tokens. For example, a security breach that affects purchaser or user confidence in Bitcoin, Ethereum, or Solana may affect the industry as a whole and may also cause the price of the myco Tokens and other blockchain assets to fluctuate.

If you lose access to your wallet credentials or someone else accesses them, it may result in total loss of your tokens.

Any third party that gains access to or learns of your wallet login credentials or private keys may be able to dispose of your myco 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 myco Tokens. If you give us the incorrect address to which to send your myco Tokens, we are not responsible for any loss of myco Tokens that may occur.

Risks relating to the myco Platform

The blockchain networks utilizing the myco Platform may fail to generate enough value in their tokens to reap meaningful licensing fees.

Given that the myco Tokens depend upon other blockchain networks, the risks inherent in those blockchain networks failing to generate significant publicity, utility or value for their users and developer community become risks that the myco Platform and myco Token must also bear. Hundreds of blockchains may use the myco Platform without any meaningful licensing fees generated, given the low value of the native tokens in these blockchain applications. As a consequence, the myco Platform technology could be widely used, and the Company's employees could be busy upgrading and customizing the technology to ensure wide adoption, but the myco Platform itself could still fail to generate meaningful network activity and usage of the myco Tokens.

The myco Platform has limited operating history.

Because the myco Platform only recently launched in its current conception, issues may arise from time to time with the myco Platform that affects its security, speed, storage, scalability, security, operations, or cost. Also, the price and supply of myco Tokens may in the future experience sharp fluctuations. If any real or perceived problems or vulnerabilities are identified, or if such volatility continues, the myco Platform may be materially and adversely affected, which may have a further adverse effect on the willingness of parties to utilize the myco Platform and transact using myco Tokens.

Modifications may be made to the myco Platform or the myco Tokens features and rights.

The Company reserves the right to continuously modify the business plans of the myco Platform and modify the codebase of the myco Platform from time to time in the Company's sole and absolute discretion. Any such changes will be binding on the Purchasers. Any such modifications could materially and adversely impact the value of the myco Tokens and you could lose all or part of your purchase price.

A disruption of the Internet or the underlying network would affect the ability to transfer myco Tokens.

Blockchain networks depend on the Internet. A significant disruption in Internet connectivity could disrupt the blockchain network's operations until the disruption is resolved and have an adverse effect on the price of myco Tokens which exist on a blockchain network. In addition, such blockchain Network may be subjected to several denial-of-service attacks in the future, which could lead to delays in block creation and in the transfer of myco Tokens on the network. Any future attacks that impact the ability to transfer myco Tokens could have a material adverse effect on the price and supply of myco Tokens.

Litigation and third-party claims may adversely affect the development and adoption of the myco Platform.

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 myco Tokens may adversely affect the myco Platform. Additionally, a meritorious claim could prevent developers from accessing the most up to date myco Platform code or holding or transferring their myco Tokens.

Planned launchpad and public listings of myco Tokens could negatively impact their price.

Concurrent with this Offering, the Company plans to list the myco Token on other launchpad platforms. If the Tokens fail to successfully sell on these platforms, the market could perceive such failure as a negative signal about the myco Platform that adversely affects the price of myco Tokens and Equity.

The Company also plans on listing the Token on several decentralized exchanges. Such public listings could negatively impact the price of myco, especially if there is significant selling activity. Lockups may also prevent participants in this Offering from selling their stakes in myco while the price is declining.

Planned public listings of myco Tokens may offer the public an opportunity to buy myco tokens at lower prices and without a lockup than participants in this Offering.

Public listings on exchanges may give users the chance to buy myco on those exchanges for a lower price than what participants in this Offering are paying. Additionally, these myco tokens may not have lockups associated with them.

myco Tokens may be sold at a lower price or with less restrictive lockup restrictions in future offerings.

Following this Offering, the Company may distribute additional myco Tokens in future offerings, including via bounty programs, partnerships, airdrops and/or additional sales. The price per myco Token associated with any such future offerings may be greater or lower than the price herein and any lockup schedules may be more or less restrictive than that offered herein. For instance, the Company may sell or grant additional myco Tokens for community incentive and developer programs with a less restrictive lockup than yours. Any such distribution of myco Tokens at a lower price could materially and adversely impact the value of the myco Tokens and you could lose all or part of your Total Purchase Price.

Additional sales or distributions of myco Tokens could cause the price of myco Tokens to drop significantly.

In addition to the Offering hereunder, the Company has issued or will issue rights to myco Tokens to service providers, members of the community, and partners. Sales or distributions of a substantial number of myco Tokens by any party, or the perception in the market that we or any third parties are selling or distributing a large number of myco Tokens, could cause the market price of myco Tokens to drop significantly (as adjusted for any token split or combination), and you might lose all or part of your Total Purchase Price.

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 myco Tokens.

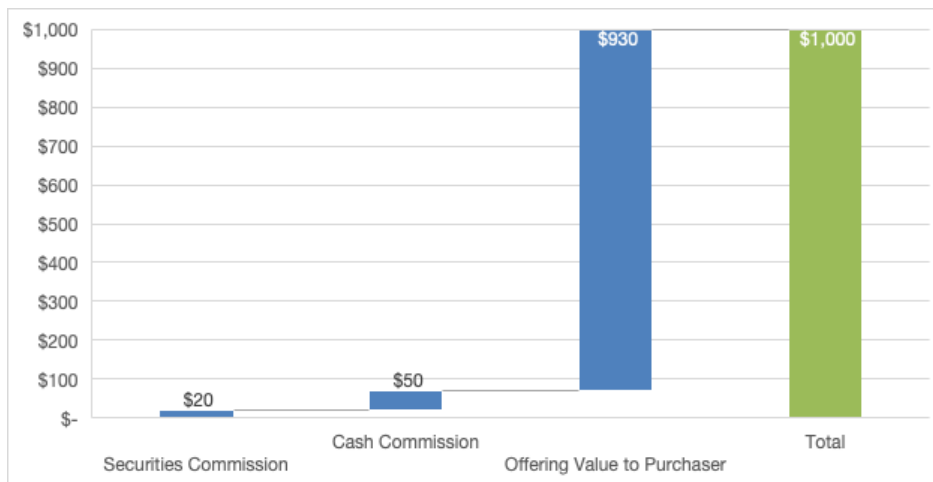
The myco Token balances are associated in the Purchaser's respective wallet with the Purchaser's respective token public keys, which is in turn associated with the Purchaser's token private keys. The Purchaser is responsible for knowing its private key and keeping it a secret. Because a private key, or a combination of private keys, is necessary to control and use myco Tokens stored in a digital wallet or vault, the loss of one or more of the Purchaser's private keys associated with the Purchaser's digital wallet or vaults storing the myco Tokens will result in the loss of the Purchaser's myco

Tokens. The Company will never ask for the Purchaser’s private keys, and the Purchaser should never share any of his private keys with anyone.

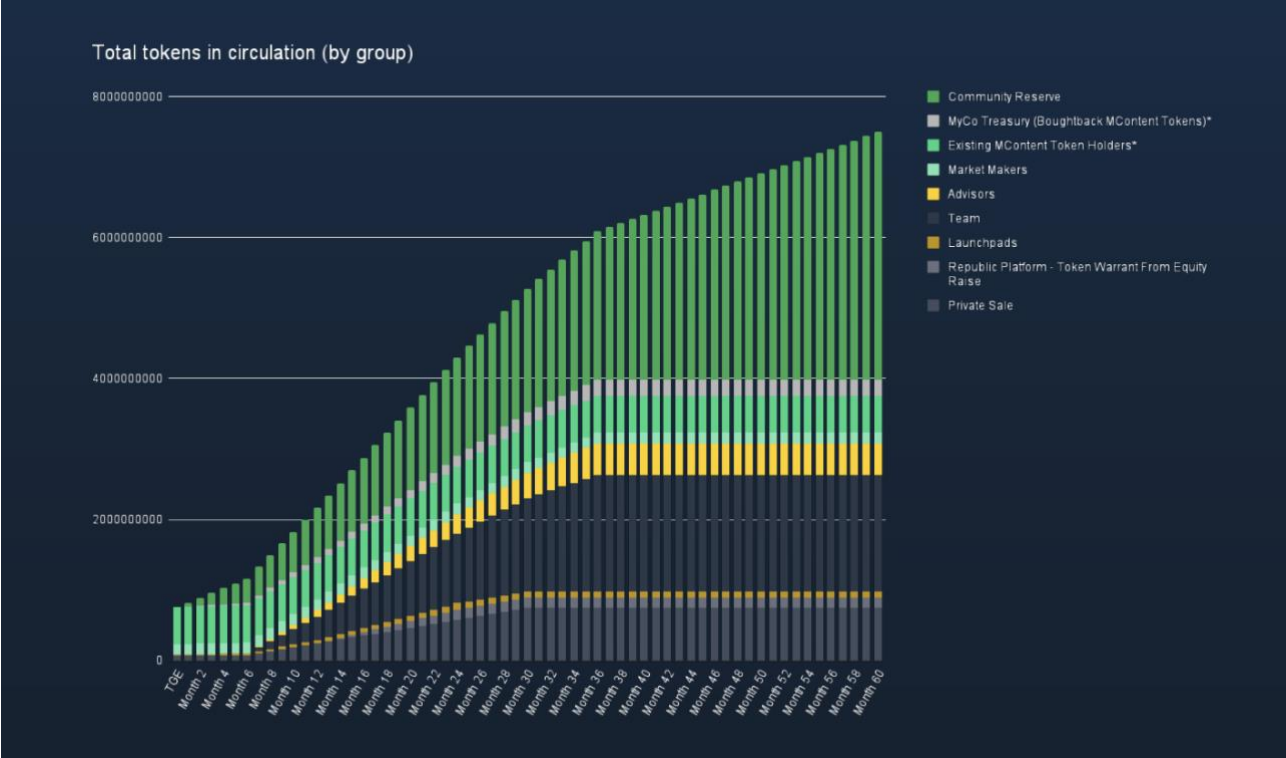
The Purchaser is responsible for educating itself on best practices for securely keeping private keys, protecting his personally identifiable information and on cybersecurity best practices. Holders of crypto assets can be targeted by hackers in many ways which are out of our control. Holders’ private keys also can be stolen. Any third party that gains access to one or more of the Purchaser’s private keys, including by gaining access to login credentials of a hosted wallet service the Purchaser uses, may be able to misappropriate Purchaser’s myco 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 myco Tokens Platform due to such theft or malfunction or unauthorized use of any of his private keys may be final and result in the complete loss of the Purchaser’s Total Purchase Price.

Graphical Representation of Purchase

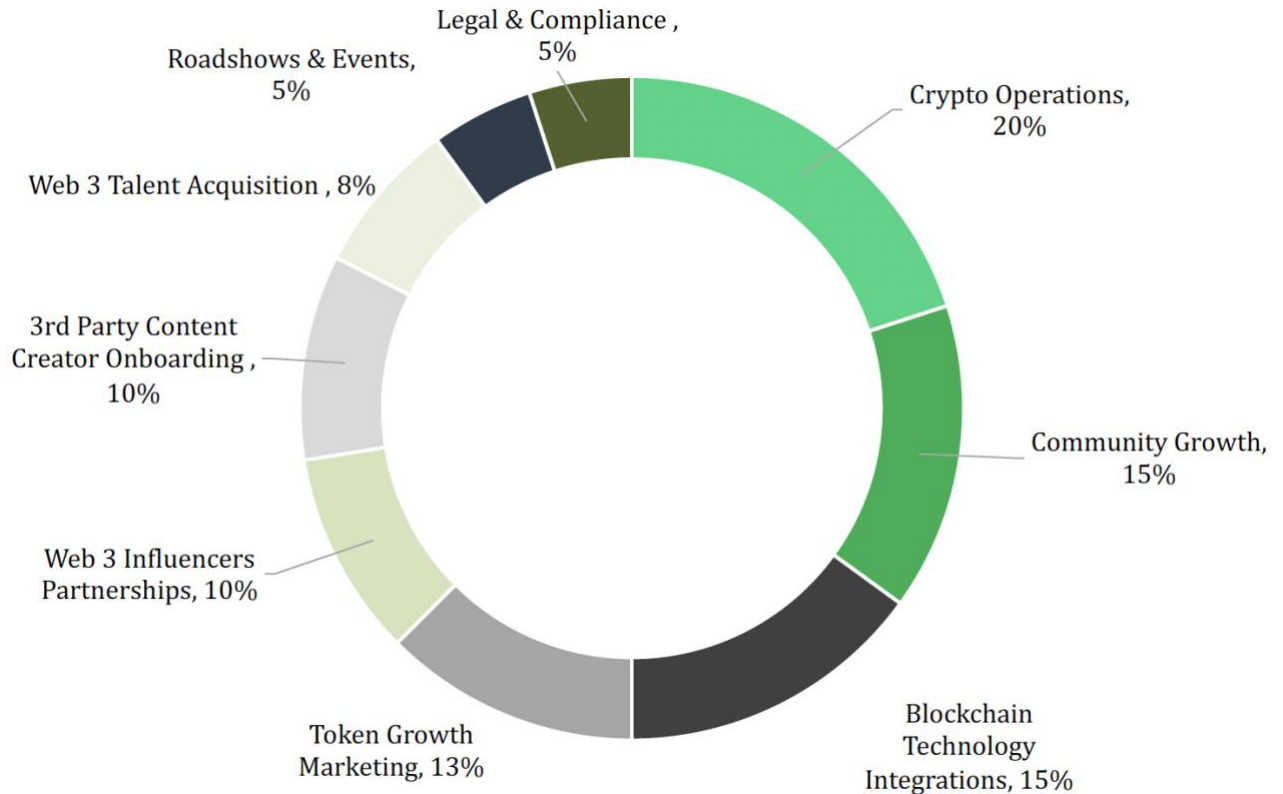
Assuming the Offerings in aggregate exceed the \$500,000 amount, an incremental \$1000 purchase in the Offering towards myco tokens would result in approximately \$930 to the Company. \$50 would be a cash commission to ODB. \$20 in myco would go to ODB as a securities commission.



Graphical Representation of Token Release Schedule: Tokens released by month (x-axis)



USE OF PROCEEDS



Crypto Operations: Funds for crypto operations such as exchange listings, LP lock up, Market Makers, & others.

Community Growth: Funds for ongoing community growth, user engagements, discord channels, moderators, community admins, ambassadors, partnerships with blockchain communities.

Token Growth Marketing: Targeted growth marketing in key focus markets like MENA, USA, SE Asia, FE Asia, Africa

Blockchain Technology: Blockchain technology ongoing integrations with the platform to continuously optimize the user journey, UI/UX interfacing, and integrate web3 tools & APIs that will enhance efficiency & product value accrual

People & Talent Acquisition: Talent acquisition and increase team, with a focus on growth officers, blockchain tech devops, business development, and customer support.

Web 3 Influencers: Collaborations with high profile web3 social media influencers & experts

3rd Party Creator & Onboarding: Onboarding 3rd Party content creators from leading platforms onto myco

Roadshows & Events: Roadshows and targeted strategic web3 & blockchain events

Legal & Compliance: Legal advisory & counsel

We currently have no exact plans for the use of the net proceeds that we receive from this Offering; however, it is our intention to use the funds to further the organic worldwide adoption, development, and use of the myco Platform, with the above breakdown serving as guidelines. Accordingly, we will have broad discretion in using these proceeds. Without limiting the foregoing, we currently intend to use all proceeds from this Offering to promote the use and adoption of the myco Platform, including making grants to third parties to develop the myco Platform, to research, develop and implement additional features and interoperability solutions, to incentivize adoption and developer participation, and promote community building activities. As part of promoting the use and adoption of the myco Platform, a portion of the proceeds will be used to procure various service providers for the provision of engineering, operational, and administrative services

for the Company. We also intend to use a portion of the proceeds to work with the myco Platform community and various groups around the world to facilitate the organic growth of the adoption of myco Platform. We also intend to use a portion of the proceeds to work with the myco Platform community and various groups around the world to facilitate the organic growth of the myco Platform. We reserve the right to change our use of proceeds from time to time as determined by the board of directors of the Company in its sole discretion.

LIMITATION OF LIABILITY

To the fullest extent permitted by applicable law (i) in no event will the Company be liable for any indirect, special, incidental, consequential, or exemplary damages of any kind (including, but not limited to, where related to loss of revenue, income or profits, loss of use or data, or damages for business interruption) arising out of or in any way related to this Private Placement Statement, myco Tokens, Equity, or the Token Interests, regardless of the form of action, whether based in contract, tort or any other legal or equitable claim (even if the party has been advised of the possibility of such damages and regardless of whether such damages were foreseeable); and (ii) in no event will the liability of the Company, whether in contract, tort or other legal or equitable claim, arising out of or relating to this Private Placement Statement, myco Tokens, or Equity, exceed the amount the Purchaser pays to the Company hereunder. The Company shall not be liable or responsible to the Purchaser, nor be deemed to have defaulted under or breached this Private Placement Statement, for any failure or delay in fulfilling or performing any provision of this Private Placement Statement, including without limitation, delivering the myco Tokens.

THE COMPANY

myco Holdings Ltd., is a company limited by shares under the laws of the Abu Dhabi Global Market, located at 6th Floor, Sheikh Rashid Tower, Dubai World Trade Centre, Dubai, United Arab Emirates.

The capital shares of the Company are owned by several persons and entities. Of those shareholders with more than 10% beneficial ownership, there are three: Shehab Gargash (18.30%), Umair Masoom (16.47%), and Dr. Lamees Hamdan (13.82%).

The Company owns 100% of Seed Platform Information Technology LLC (“Seed Platform”), which is the main operating entity based in Dubai. In turn, Seed Platform owns 100% of both mycontent Private Limited, the primary back office company based in Pakistan, and MContent Digital Marketing Ltd., the BVI-based token issuance entity.

The myco Tokens do not represent any equitable or debt interest in the Company, nor do they assign any other rights of the Company.

Employees

The Company has 52 total employees. None of the employees work in any of the jurisdictions restricted from participating in the Offerings.

Employee Count by Division

Leadership 6

Content & Business Development 12

Product & Technology 16

Operations 10

Finance 4

Marketing 4

Board of Directors and Officers

- Umair Masoom
- Shehab Gargash
- Lamees Hamdan

- Ahmed Khizer Khan
- Hubertus Thonhauser

Project Founders

- Umair Masoom
- Phil McKenzie
- Somair Rizvi
- Hani Khatib
- Tariq Jaser
- Zuhair Jawed

Financial Information of the Company

The Company has limited operating history. It has only existed and been in operation since January 2022. These financial statements are currently in the process of being audited.

Seed Platform Information Technology LLC (Fully owned subsidiary of myco Holdings Limited)
Statement of Comprehensive Income
Period: 01 Jan'22 to 29 Feb'24

Description	Notes	Jan22 - Jun 23		Jul 23 to Feb 24		ITD (Jan 22 to Feb 24)	
		AED	USD	AED	USD	AED	USD
REVENUE							
Content creator fund revenue		4,502,995	1,225,305	-	-	4,502,995	1,225,305
Content syndication revenue		3,104,980	844,893	4,814,250	1,310,000	7,919,230	2,154,893
NFT / Web3 Consulting Revenue		349,121	94,999	-	-	349,121	94,999
Platform Advertising Revenue		315,335	85,805	9,826,823	2,673,965	10,142,158	2,759,771
OTC Revenue		263,188	71,616	48,634	13,234	311,822	84,849
Web3 Revenue		367,500	100,000	-	-	367,500	100,000
Other Revenue		5,000	1,361	121,044	32,937	126,044	34,298
Production Revenue		-	-	521,623	141,938	521,623	141,938
Interest Income		-	-	20,134	5,479	20,134	5,479
Rental Income		-	-	116,620	31,733	116,620	31,733
Total Revenue		8,908,119	2,423,978	15,469,128	4,209,287	24,377,248	6,633,265
EXPENSES							
Professional Services		(1,928,544)	(524,774)	(2,206,433)	(600,390)	(4,134,977)	(1,125,164)
Event Management		(1,325,033)	(360,553)	(172,781)	(47,015)	(1,497,815)	(407,569)
Marketing & PR		(5,334,006)	(1,451,430)	(875,084)	(238,118)	(6,209,091)	(1,689,548)
Content Production		(548,412)	(149,228)	(136,943)	(37,263)	(685,355)	(186,491)
Tech Expenses		(514,515)	(140,004)	(1,064,433)	(289,642)	(1,578,947)	(429,646)
Charity		(100,000)	(27,211)	-	-	(100,000)	(27,211)
Premises Rent		(745,405)	(202,831)	(340,903)	(92,763)	(1,086,308)	(295,594)
Bank charges & Forex		(243,517)	(66,263)	(94,678)	(25,763)	(338,195)	(92,026)
Admin & Travel Expenses		(1,923,731)	(523,464)	(461,785)	(125,656)	(2,385,515)	(649,120)
HR & Payroll		(8,699,952)	(2,367,334)	(2,377,057)	(646,818)	(11,077,009)	(3,014,152)
Depreciation Expense		(930,197)	(253,115)	(560,642)	(152,556)	(1,490,838)	(405,670)
Legal		(114,673)	(31,204)	(4,367)	(1,188)	(119,040)	(32,392)
MyCo Back Office		-	-	(805,366)	(219,147)	(805,366)	(219,147)
Interest Expense		-	-	214,538	58,378	214,538	58,378
Staff Commission		-	-	(28,875)	(7,857)	(28,875)	(7,857)
ICC CWC		-	-	(4,428,955)	(1,205,158)	(4,428,955)	(1,205,158)
Viewers Disbursements		(42,998)	(11,700)	(367,500)	(100,000)	(410,498)	(111,700)
Revaluation Gain/Loss		-	-	(73,500)	(20,000)	(73,500)	(20,000)
Total Expenses		(22,450,982)	(6,109,111)	(13,784,764)	(3,750,956)	(36,235,746)	(9,860,067)
Net Profit		(13,542,863)	(3,685,133)	1,684,364	458,330	(11,858,499)	(3,226,802)

Seed Platform Information Technology LLC (Fully owned subsidiary of myco Holdings Limited)

Statement of Financial Position

As of 29 Feb 2024

Description	AED	USD
Assets		
Cash at Bank	3,533,875.00 ا.د.	\$ 961,599.00
Cash in hand	305,449.00 ا.د.	\$ 83,115.00
Fixed Deposit	1,837,500.00 ا.د.	\$ 500,000.00
Loan & Advances	66,150.00 ا.د.	\$ 18,000.00
Digital wallets	27,767,623.00 ا.د.	\$ 7,555,816.00
Receivables	12,478,095.00 ا.د.	\$ 3,395,400.00
Receivables from Shareholder - -		
Prepayments	65,829.00 ا.د.	\$ 17,913.00
Tech Stack	4,335,262.00 ا.د.	\$ 1,179,663.00
IPs of content ownership	15,137,155.00 ا.د.	\$ 4,118,954.00
Intercompany	81,317.00 ا.د.	\$ 22,127.00
Deposits	39,244.00 ا.د.	\$ 10,679.00
Fixture & Fittings	1,078,421.00 ا.د.	\$ 293,448.00
Total Assets	66,725,922.00 ا.د.	\$ 18,156,713.00
Liabilities		
Supplier payments	108,316.00 ا.د.	\$ 29,474.00
Employee End of Service Benefits	170,196.00 ا.د.	\$ 46,312.00
Loan Payable	17,455,615.00 ا.د.	\$ 4,749,827.00
Curve Pool Payables	4,172,080.00 ا.د.	\$ 1,135,260.00
Accrued Interest Payable	- 225,563.00 ا.د.	\$ (61,378.00)
Total Liabilities	21,680,644.00 ا.د.	\$ 5,899,495.00
Equity		
Capital	56,903,777.00 ا.د.	\$ 15,484,021.00
Retained Earnings	- 11,858,499.00 ا.د.	\$ (3,226,802.00)
Total Equity	45,045,278.00 ا.د.	\$ 12,257,218.00
Total Equity & Liabilities	66,725,922.00 ا.د.	\$ 18,156,713.00

DILUTION

A total supply of 7,500,000,000 myco Tokens will be minted. The release of myco Tokens shall be made in accordance with the Release Schedule described above.

Purchaser Qualifications

Each Purchaser must satisfy the following requirements. You acknowledge and agree that, in the event the Company determines that you do not meet the Company's requirements for Purchasers hereunder (as determined by the Company in its sole discretion), the Company may immediately and without notice rescind or terminate, as applicable, your purchase, notwithstanding your compliance with the Offering Documents, or that you have delivered the purchase price to the Company.

Only persons of adequate financial means who have no need for present liquidity with respect to this purchase should consider purchasing the myco Tokens offered hereby because: (i) a purchase of the myco Tokens involves a number of significant risks (See "**Risk Factors**"); and (ii) no market for the myco Tokens currently exists. It is uncertain whether a robust public market will ever develop for the myco Tokens. The sale of myco Tokens as described herein is intended to be exempt from registration under the Securities Act and applicable state securities laws.

This Offering is limited solely to Purchasers who are "accredited investors" as defined in Rule 501 of Regulation D under the Securities Act.

For purposes hereof, an "accredited investor," as defined under the Securities Act shall mean any person who comes within any of the following categories, or who we reasonably believe comes within any of the following categories, at the time of the sale of shares of myco Tokens to that person:

- (a) any bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; any insurance company as defined in Section 2(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the US Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a State, its political subdivisions, or any agency or instrumentality of a State or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
- (b) any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
- (c) any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- (d) any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer or general partner of a general partner of that issuer;
- (e) any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase, exceeds \$1,000,000;
- (f) any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- (g) any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the Act; and
- (h) any entity in which all of the equity owners are accredited investors.
- (i) any entity not listed among the above entities that owns investments in excess of \$5,000,000 not formed for

the specific purpose of acquiring the securities offered

- (j) any natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the Commission has designated as qualifying an individual for accredited investor status.
- (k) any “family office,” as defined in rule 202(a)(11)(G)–1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)–1) with assets under management above \$5,000,000 that is not formed for the specific purpose of acquiring the securities offered and whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment
- (l) any “family client,” as defined in rule 202(a)(11)(G)–1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)–1)), of a family office meeting the requirements in paragraph (k) above and whose prospective investment in the issuer is directed by such family office

The Purchaser represents, by completing and signing the Token Purchase Agreement attached hereto that:

- (a) the Purchaser understands that the shares of our common stock represent a speculative, high risk investment, and that he must bear the economic risk of that investment for an indefinite period of time because the shares have not been registered under the Securities Act or applicable state blue sky or securities laws and that the Purchaser therefore cannot sell his shares unless they are subsequently so registered or an exemption from registration is available, and that any transfer will require our approval;
- (b) the Purchaser understands that the Token Purchase Agreement will bear a restrictive legend prohibiting transfers thereof except in compliance with the provisions of this Private Placement Statement and applicable securities laws and will not be transferred of record except in compliance therewith;
- (c) the Purchaser is acquiring the myco Tokens solely for his own account and without any intention of reselling or distributing them;
- (d) if the Purchaser is not a natural person, it was not organized or reorganized for the specific purpose of acquiring the shares of the myco Tokens;
- (e) we have, during the course of the offering and prior to the sale of the myco Tokens, accorded the Purchaser and the Purchaser’s representatives, if any, the opportunity to ask questions and receive answers concerning the terms and conditions of the offering and to obtain any additional information, to the extent we or our agent possess such information or could have acquired it without unreasonable effort or expense, necessary to verify the accuracy of the information contained in this statement;
- (f) the Purchaser, alone or in conjunction with his purchaser representative, if any, has substantial knowledge and experience in business and financial matters, and is an experienced and sophisticated investor fully capable of evaluating the risks and merits of the proposed investment in the shares of the myco Tokens; and
- (g) considering his business and financial circumstances (including, but not limited to, health problems, unusual family responsibilities and requirements for current income) and all other factors, the prospective investor is able to bear the economic risk of an illiquid investment in the myco Tokens, including the risk of loss of the entire amount of the prospective investor’s investment.

You should check the Office of Foreign Assets Control (the “OFAC”) website at <http://www.treas.gov/ofac> before making the following representations to the Company: You represent that the amounts invested by you in this sale of myco Tokens as described herein were not and are not directly or indirectly derived from any activities that contravene Federal, state or international laws and regulations, including anti-money laundering laws and regulations. Federal regulations and Executive Orders administered by the OFAC prohibit, among other things, the engagement in transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. The lists of the OFAC-prohibited countries, territories, individuals, and entities can be found on the OFAC website at <http://www.treas.gov/ofac>.

In addition, the programs administered by the OFAC (the “*OFAC Programs*”) prohibit dealing with individuals¹ or entities in certain countries, regardless of whether such individuals or entities appear on any OFAC list;

- (i) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this purchase is a country, territory, entity or individual named on an OFAC list, or a person or entity prohibited under the OFAC Programs. Please be advised that the Company may not accept any subscription amounts from a prospective Purchaser if such prospective Purchaser cannot make the representation set forth in the preceding sentence. You agree to promptly notify the Company should you become aware of any change in the information set forth in any of these representations. You are advised that, by law, the Company may be obligated to “freeze the account” of any Purchaser, either by prohibiting additional subscriptions from it, declining any redemption requests and/or segregating the assets in the account in compliance with governmental regulations, and that the Company may also be required to report such action and to disclose such Purchaser’s identity to the OFAC;
- (ii) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this purchase is a senior foreign political figure², or any immediate family³ member or close associate⁴ of a senior foreign political figure, as such terms are defined in the footnotes below; and
- (iii) if you are affiliated with a non-US banking institution (a “*Foreign Bank*”), or if you receive deposits from, make payments on behalf of, or handle other financial transactions related to a Foreign Bank, you represent and warrant to the Company that: (1) the Foreign Bank has a fixed address, and not solely an electronic address, in a country in which the Foreign Bank is authorized to conduct banking activities; (2) the Foreign Bank maintains operating records related to its banking activities; (3) the Foreign Bank is subject to inspection by the banking authority that licensed the Foreign Bank to conduct its banking activities; and (4) the Foreign Bank does not provide banking services to any other Foreign Bank that does not have a physical presence in any country and that is not a regulated affiliate.

The Company is entitled to rely upon the accuracy of each of your representations. The Company may, but under no circumstances shall it be obligated to, require additional evidence that a prospective purchaser meets the standards set forth above at any time prior to its acceptance of a prospective purchaser’s subscription. You are not obligated to supply any information so requested by the Company, but the Company may reject a subscription from you or any person who fails to supply such information. In addition, if at any time after completion of the sale of the myco Equity and Token Interests the representations concerning Purchaser’s compliance with the OFAC Programs becomes untrue, the Company may be required to take certain actions, including refusal to deliver the myco Equity or Tokens after Listing and reporting the transaction(s) to the relevant governmental authorities.

Republic Crypto LLC

Republic Crypto LLC d/b/a Republic Advisory Services (“*Republic Advisory*”) is providing advisory services for myco, including blockchain advisory & token design and the provision of a dedicated Senior Project Manager.

¹ These individuals include specially designated nationals, specially designated narcotics traffickers, and other parties subject to OFAC sanctions and embargo programs.

² A “senior foreign political figure” is defined as a senior official in the executive, legislative, administrative, military, or judicial branch of a foreign government (whether elected or not), a senior official of a major foreign political party, or a senior executive of a foreign government-owned corporation. In addition, a “senior foreign political figure” includes any corporation, business or other entity that has been formed by, or for the benefit of, a senior foreign political figure.

³ “Immediate family” of a senior foreign political figure typically includes such figure’s parents, siblings, spouse, children, and in-laws.

⁴ A “close associate” of a senior foreign political figure is a person who is widely and publicly known to maintain an unusually close relationship with such senior foreign political figure and includes a person who is in a position to conduct substantial domestic and international financial transactions on behalf of such senior foreign political figure.

Republic Advisory has been compensated for advisory services in the amount of \$500,000 (paid over 8 months since March 2023) and will be compensated a fixed amount of 2% of the fully diluted myco token supply, upon the Token Genesis Event.

Disclaimer

Republic Advisory has not investigated (nor have any of its affiliates investigated) the desirability or advisability of a purchase in this offering or the securities offered herein. None of Republic Advisory or its respective affiliates make any representations, warranties, endorsements, or judgment on the merits of the offering or the Interests offered herein.

ODB

ODB provides hosting and operational services for the Offering. ODB, as a third-party service provider, does not hold any interest in any tokens being offered pursuant to this Offering nor the proceeds resulting from this Offering except any consideration received for services rendered as relating to this Offering. Such services include marketing and advisory services. ODB and Republic Advisory Services are subsidiaries within a family of companies owned by OpenDeal Inc. (together sometimes referred to as "Republic"). Republic and its affiliates do not provide tax, accounting or legal advice—all recipients are advised to consult with their own advisers. Neither Republic Advisory Services nor ODB has investigated (nor have any of its affiliates investigated) the desirability or advisability of participation in this offering or the securities offered herein. ODB and its affiliates make no representations, warranties, endorsements, or judgment on the merits of the offering or the Interests offered herein.

Commission

ODB will charge a cash commission in the amount of the greater of 5% of the combined proceeds for the Offerings or \$25,000. So the cash commission will be \$25,000 if the proceeds from the Offering are not more than \$500,000; and it will be 5% if the proceeds exceed \$500,000. ODB will also be compensated an additional 2% commission in myco tokens based on the US dollar amounts of myco sold in the Offerings (subject to the Regulation D Offering Terms).

Termination

In the event the Offering does not close or we decide not to pursue this Offering, we have agreed to reimburse ODB the greater of (a) \$10,000 and (b) the product of the total committed amount in the offering at the time of termination and the Cash Commission percentage.

Other Fees

ODB shall in its discretion charge a 2% cash fee on gross subscriptions made by each Investor who subscribes in the Offering, with a minimum fee of \$7 and a maximum of \$300. ODB is also charging for Business Advisory Services in the amount of \$10,000, for services including standard, additional, or enhanced reviews of KYC, AML, diligence, compliance monitoring, CIP, financials, offering documents, and the appropriate time and effort undertaken to perform such reviews.

Reconciliation and Refunds

The Company will rely on ODB for reconciling all investor purchases in the Offering, including but not limited to verifying purchases and KYC AML of Purchasers. In the event that ODB is unable to reconcile a purchase, ODB will promptly notify Issuer of such inability. Issuer agrees to refund money actually received by the Issuer to the investor for the purchase within 10 days of receiving such notice from ODB.

If the Company fails to promptly refund the investor, the Company shall pay a penalty to the purchaser equal to 4% of the Purchase Amount. The penalty shall be paid to the purchaser within thirty (30) days of the date on which the refund was due.

Indemnification and Control

We have agreed to indemnify ODB against liabilities relating to any investigation, claim or proceeding stemming from the Offering, liabilities arising from breaches of representations and warranties contained in the Engagement Agreement, and to contribute to payments that ODB may be required to make for these liabilities. ODB and its respective affiliates are engaged in various activities, which may include securities, trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. ODB and its respective affiliates may in the future perform various financial advisory and investment banking services for

us, for which they will receive customary fees and expenses. The Company agrees to rely on ODB for reconciling all investor purchases in the Offering, including but not limited to verifying purchases and KYC AML of Purchasers. In the event that ODB is unable to reconcile a purchase, ODB will promptly notify the Company of such inability. The Company agrees to refund money actually received by the Company to the Purchaser for the purchase within 10 days of receiving such notice from ODB.

Disclaimer

ODB has not investigated (nor have any of its affiliates investigated) the desirability or advisability of a purchase in this offering or the securities offered herein. None of ODB or its respective affiliates make any representations, warranties, endorsements, or judgment on the merits of the offering or the Interests offered herein.

Potential Conflicts of Interest

This Memorandum does not purport to identify all conflicts of interest. OpenDeal Broker, from time to time, may enter into other transactions not specifically described in this Memorandum with affiliates, officers, managers, members, employees, agents and representatives.

Insider Participation

No board member, officer, or employee intends to participate in this Present Offering.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

Set forth below is a brief discussion of certain potential United States (“US”) federal income tax consequences relating to the acquisition, ownership, and disposition of myco Tokens pursuant to this offer. This discussion is addressed solely to “foreign persons” (as defined in Section 7701 of the US Internal Revenue Code of 1986, as amended (the “Code”). This summary does not attempt to present all aspects of the United States federal income tax laws or any state, local or foreign laws that may impact a purchase of myco Tokens. In particular, this summary does not discuss US federal income tax considerations that may be applicable to purchasers based on their particular circumstances, including but not limited to purchasers who are “*United States persons*” as defined in the Code, financial institutions, insurance companies, tax-exempt entities (including retirement plans), dealers in securities, traders in securities that have elected a mark-to-market method of accounting for US federal income tax purposes, holders whose functional currency is not the US dollar, purchasers subject to the alternative minimum tax or Medicare contribution tax on net investment income, persons that own the myco Tokens as a position in a hedging transaction, persons that own the myco Tokens as part of a “straddle,” “conversion” or other integrated transaction for tax purposes, purchasers acquiring the myco Tokens in a compensatory transaction, purchasers that have expatriated from the US or are former US citizens, purchasers that carry on activities relating to the myco Tokens as part of a trade or business conducted in the US or in connection with a “permanent establishment” maintained in the US under an applicable income tax treaty, foreign governmental investors, including but not limited to “qualified foreign pension funds” as defined in Section 897(l) of the Code and entities wholly owned by them, and holders that are partnerships or other pass-through entities for US tax purposes. Purchasers should consult with their own professional tax advisors regarding a prospective purchase of the myco Tokens. This summary is by nature general and should not be construed as tax advice to any prospective Purchaser.

This description is based on the Code, existing, proposed, and temporary US Treasury Regulations promulgated under the Code and judicial and administrative interpretations thereof, in each case as available on the date hereof. All the foregoing is subject to change, which change could apply retroactively and could affect the tax consequences described below. No ruling has been or will be requested from the Internal Revenue Service (the “*IRS*”) and no assurance can be given that the IRS will agree with the tax consequences described in this summary. The following discussion assumes that each prospective Purchaser will acquire Tokens as a capital asset (generally, property held for investment), and does not discuss any US estate, state, or local tax that may apply.

The tax treatment of a partnership and each partner thereof will generally depend upon the status and activities of the partnership and such partner. A holder that is treated as a partnership for US federal income tax purposes or a partner in such partnership should consult its own tax advisor regarding the US federal income tax consequences applicable to it and its partners of the acquisition, ownership, and disposition of the myco Tokens.

Each prospective purchaser should consult with its own tax adviser to fully understand the US federal, state, local, and foreign income tax consequences of a purchase of myco Tokens. No formal or legal tax advice is hereby given

to any prospective purchaser. In addition, transactions involving myco Tokens and similar instruments, as well as other cryptocurrency and token transactions, are relatively new and it is more than likely that the IRS will issue guidance, possibly with retroactive effect, impacting the taxation of purchasers of myco Tokens. Future legislation or tax guidance from the IRS (or guidance resulting from future judicial decisions) could negatively impact purchasers of myco Tokens.

There is substantial uncertainty regarding the tax treatment of digital assets such as the myco Tokens, as well as activities or occurrences related or appurtenant thereto (including, without limitation, to the extent relevant and applicable, those discussed below). As a result, prospective purchasers may be subject to adverse tax consequences associated with their investment. Because this discussion only addresses various possible characterizations of the Ethereum Tokens for US tax purposes and given the lack of guidance from the IRS on tax matters relating to tokens with characteristics similar to myco Tokens, there can be no assurance that the following discussion is accurate or will continue to be accurate. Accordingly, prospective purchasers should not base their decision to purchase the myco Tokens on the information related to US taxation provided herein.

Use of Cryptocurrency or non-US Currency to Purchase myco Tokens

This summary does not discuss any tax consequences associated with the use of cryptocurrency or non-US currency to acquire myco Tokens. Each prospective purchaser should consult with its own tax adviser in order to fully understand the United States federal, state, local and foreign income tax consequences of a purchase of myco Tokens using cryptocurrency or non-US currency.

Tax Characterization of the myco Tokens

1. *Overview.* There are no regulations, published rulings or judicial decisions involving the US federal income tax characterization of instruments with substantially the same terms as the myco Tokens. In IRS Notice 2014-21, the IRS provided guidance regarding the taxation of convertible virtual currency. “Virtual currency” is defined in the Notice as a digital representation of value that functions as a medium of exchange, a unit of account, and/or a store of value. Virtual currency that has an equivalent value in real currency, or that acts as a substitute for real currency, is a “convertible” virtual currency (a “CVC”). Bitcoin, for example, which can be digitally traded between users, and can be purchased for, or exchanged into, US dollars, Euros, and other fiat or virtual currencies, is the prototypical CVC. IRS Notice 2014-21 does not address any virtual currency that is not “convertible.”

IRS Notice 2014-21 provides that CVC is treated as property for federal tax purposes; it is not treated as currency for purposes of determining whether a transaction results in foreign currency gain or loss. A taxpayer must recognize taxable gain (or loss) if the taxpayer exchanges a unit of CVC for other property, measured by the difference between the fair market value of the other property and the tax basis in the unit of CVC. The tax character of exchange gain (or loss) will be determined under general US tax principles – a taxpayer who holds CVC as a capital asset will generally realize a capital gain (or loss).

However, Notice 2014-21 does not address the tax treatment of tokens similar to the myco Tokens, which accord purchasers potential governance rights over activities pertaining to the myco Platform and which also involve the potential receipt of amounts received in a digital wallet that relate to fees paid by parties utilizing the myco Platform.

Accordingly, the characterization of the myco Tokens is uncertain. Prospective purchasers should therefore expect that the IRS or a court will ultimately determine how the myco Tokens should be characterized based on a consideration and weighing of the economic and governance rights of these instruments.

2. *Treatment of the Single Wallet into which Token Fees are collected as an Entity for US Federal Tax Purposes.* One possible characterization of the economic and governance rights associated with the myco Tokens is that the myco Tokens represent an interest in an entity that should be recognized for US federal income tax purposes. If this characterization is appropriate, the entity may be taxable for US federal income tax purposes as a corporation. The IRS may take this position based upon the underlying economic and governance rights inherent in the myco Tokens, including the rights that purchasers will have to receive a share of Token Fees and the governance rights that Purchasers may exercise to control certain activities relating to the myco Platform. Under US federal tax law, the existence of an “entity” for tax purposes is not dependent on how local law characterizes the arrangement. Applicable Treasury Regulations provide that: “[w]hether an organization is an entity separate from its owners for federal tax purposes is a matter of federal tax law and does not depend on whether the organization is recognized as an entity under local law... a joint venture or other contractual arrangement may create a separate entity for federal tax purposes if the participants carry on a trade, business, financial operation, or venture and divide the profits therefrom.” Unlike Bitcoin, where investors can look solely to appreciation in value of Bitcoin for an investment return, the myco Tokens might be viewed by the IRS or a court as involving, as provided

in the Treasury Regulations cited above, a joint agreement by purchasers to share in the Token Fees generated through the myco Platform. Given the fact that the exact nature of the governance rights that will apply to the myco Tokens are yet to be developed, no assurances can be given as to how these tests or other tests applicable to the determination of whether an entity has been or will be created for tax purposes will be applied.

In this case, it is possible that any amounts derived by the “entity” in respect of the myco Tokens might be treated as income that is effectively connected with a US trade or business, depending on various factors, including the extent of the contacts that exist between the creators of the myco Platform and the US, whether certain offices (including home offices) exist in the US that relate to the myco Network, or where the myco Network’s activities are conducted, and other factors. In general, non-US corporations are subject to tax at the same rates applicable to US corporations on income treated as effectively connected with a US trade or business and are then subject to an additional tax at a 30% rate on effectively connected earnings and profits. If this characterization is ultimately determined to be appropriate, any economic returns realized by prospective Purchasers with respect to the myco Tokens would be materially reduced.

If the IRS takes the position that a taxable entity has been created in connection with the collection and distribution of Token Fees, the IRS may also be successful in taking the position that the entity should be taxable as a US corporation, rather than a foreign corporation. In this case, the Token Fees would be taxable in the US at regular corporate rates, and any Token Fees made available to holders of the myco Tokens could be taxable as dividends for US tax purposes. In the absence of a reduced rate under an applicable tax treaty, distributions taxable as dividends (and that are not otherwise, in the hands of a purchaser, attributable to the conduct of a US trade or business by the purchaser or, to the extent an income tax treaty applies, treated as business profits attributable to a “permanent establishment” maintained in the US) are subject to a 30% US federal withholding tax rate.

If the IRS takes the position that an entity has been created in connection with the collection and distribution of the Token Fees, and the entity is taxable for US federal income tax purposes as a partnership, then prospective purchasers would generally be taxable on their distributive shares of the partnership’s earnings and profits treated as effectively connected to a US trade or business, as determined under US federal income tax principles, and prospective purchasers would be required to file US federal income tax returns. If viewed as a partnership, it is also possible that the IRS or a court would conclude that the “partnership” should nevertheless be taxable as a corporation for US federal income tax purposes as a “publicly-traded partnership.” Under the Code, “publicly-traded partnerships” are taxable as corporations unless specific exemptions apply. A publicly traded partnership is one whose interests are either traded on an “established securities market” or “are readily tradable on a secondary market (or the substantial equivalent thereof).” Depending on the market that develops for the myco Tokens and depending on whether the exchanges on which the myco Tokens are determined to meet these tests, the publicly traded partnership provisions of the Code may apply.

Prospective purchasers should be aware that neither the Company nor any of its employees or beneficial owners will undertake to ensure that activities relating to the myco Platform are carried out outside the US, and therefore, the risks of US taxation associated with purchasing the myco Tokens will potentially be material and could change based on factors that the Company and such persons will not factor into their decisions.

3. Other Potential Characterizations. Other potential tax characterizations of the myco Tokens are also possible. For example, rather than representing an interest in an entity for US federal income tax purposes, the myco Tokens may represent a right to receive certain payments associated with the commercialization of the software developed by the Company. Prospective purchasers of myco Tokens should be aware that, under this characterization, if Token Fees are ultimately paid to or received by the holder from a US person, these fees may also be treated as US-source royalty income, which, in the absence of a reduced rate under a tax treaty, would be subject to a US federal withholding tax rate of 30%.

4. Withholding and Tax Disclosure. It is unclear how participants in the program who pay Token Fees would comply with US withholding and tax information reporting requirements with respect to the Token Fees. In general, payors of income are required to withhold US withholding taxes, at varying rates, based upon the tax status of the recipients of the payments. Under current US federal income tax law, complying with these rules requires tax certifications to be given by the payee to the ultimate payor. The cryptocurrency industry has expressed concerns with the possible application of the rules to transactions involving undifferentiated payees, including when payments are made to a digital wallet without accompanying beneficial ownership information. It is possible that the IRS or another tax authority would seek to obtain information regarding the ultimate owners of the myco Tokens, and to avoid significant taxes and penalties, purchasers should discuss these issues with their personal tax advisors and should provide applicable beneficial ownership interest certifications to the Company by completing and sending the Company an IRS Form W-8.

In addition, purchasers should be aware that recent legislation, including the infrastructure bill passed by the House of Representatives on November 6, 2021, includes an expanded information reporting regime that broadens the existing definition of “broker” to include “any person who (for consideration) is responsible for regularly providing any service effectuating transfers of digital assets on behalf of another person.” It is unclear how this expanded definition of broker

would apply to the Company, the State ERC20 Tokens or the myco Platform and purchasers should expect that additional guidance and rulemaking may occur prior or subsequent to the provisions entering into effect. In any event, purchasers should expect that if the State ERC20 Tokens are traded on an exchange or otherwise by a “broker,” reporting obligations will apply (which would include identifying information about the purchasers).

To the extent that these information reporting rules are applicable, purchasers could be impacted in several ways. Failure to deliver appropriate tax certifications could result in US “backup” withholding tax of 24% even on the gross proceeds derived from a sale of the myco Tokens. Rules treating cryptocurrency as cash might require reporting to the IRS for transactions involving the State ERC -20 Tokens above statutorily mandated thresholds. Penalties, additions to tax and interest may also apply in the case of certification failures and the failure to comply with information reporting.

Sale, Exchange, or Other Disposition of myco Tokens:

Except as provided below and above in Section 4 regarding withholding, if the myco Tokens are treated for tax purposes as an interest in a US corporation, purchasers would not generally be subject to US taxation unless the corporation is treated as a “United States real property holding company” within the meaning of the Code, or certain other conditions are satisfied. If the corporation is treated as a “United States real property holding corporation,” a purchaser who sells, exchanges, or otherwise disposes of the myco Tokens for cash or other property (including pursuant to an exchange of such myco Tokens for other convertible virtual currency) would generally recognize taxable gain for US federal income tax purposes, which would be treated as effectively connected with a U.S trade or business. If the corporation is not treated as a “United States real property holding corporation” within the meaning of the Code, but the myco Tokens are otherwise treated as equity interests in a US corporation, Non-US Holders would not generally be taxable in the US on gain realized on a sale of the myco Tokens unless:

A. the gain (1) is effectively connected with the conduct by the purchaser of a US trade or business and (2) if required by an applicable income tax treaty between the US and the purchaser’s country of residence, is attributable to a permanent establishment (or, in the case of an individual, a fixed base) maintained by such purchaser in the United States, or

B. the purchaser is an individual who is present in the US for 183 days or more in the taxable year of the sale, exchange or other taxable disposition of the myco Tokens and certain other requirements are met (in which case the gain would be subject to a flat 30% tax, or such reduced rate as may be specified by an applicable income tax treaty).

If, instead, the myco Tokens are not treated as an interest in an entity for US federal income tax purposes, the tax consequences associated with a disposition are also unclear. If the myco Tokens are treated as “capital assets” in a purchaser’s hands, then it is possible that Non-US Holders would generally not be subject to taxation in the US unless certain conditions are satisfied, including conditions similar to the conditions described above that relate to sales of myco Tokens if the tokens are treated as interests in a US corporation.

EACH PURCHASER SHOULD SEEK, AND MUST DEPEND UPON, THE ADVICE OF HIS, HER OR ITS TAX ADVISOR WITH RESPECT TO THEIR PURCHASES, AND EACH PURCHASER IS RESPONSIBLE FOR THE FEES OF SUCH ADVISOR. NOTHING IN THIS PRIVATE PLACEMENT STATEMENT IS OR SHOULD BE CONSTRUED AS LEGAL OR TAX ADVICE TO A PURCHASER. PURCHASERS SHOULD BE AWARE THAT THE INTERNAL REVENUE SERVICE MAY NOT AGREE WITH ALL TAX POSITIONS TAKEN BY THE COMPANY AND THAT CHANGES TO THE INTERNAL REVENUE CODE OR THE REGULATIONS OR RULINGS THEREUNDER OR COURT DECISIONS AFTER THE DATE OF THIS PRIVATE PLACEMENT STATEMENT MAY CHANGE THE ANTICIPATED TAX TREATMENT TO A PURCHASER. THE COMPANY WILL NOT OBTAIN ANY RULING FROM THE INTERNAL REVENUE SERVICE WITH REGARD TO THE TAX CONSEQUENCES OF A PURCHASE OF THE myco TOKENS OR EQUITY.