



Series A Preferred Tear Sheet – 2Q Offering (Closes Prior to Public Token Offering)

- Who is BlockCerts?** The only authenticated block blockchain with patented *Secure Virtual Space Technology*. The proprietary Choice solution provides a secure wallet accessing a one-click SaaS platform creating a moat around the business.
- BlockCerts blockchain reimagined the Microsoft model in our SaaS & cloud bundle - demanded today for a cloud connected, privacy and security driven world. The platform is driven by the BCERT token, an ecosystem creating a digital transformation and incredible value for token holders. [See Private Investor Deck >>](#)
- IDCERTin provides a new form of authentication with integrated background check tools. Authentication and privacy create truth, trust and transparency.
 - WorkCERTin provides an integrated one-click SaaS business solution.
 - VacCERTin provides an authenticated app for business employees and for quick-view to enter restaurants and venues.
- Market Disruption** BlockCerts fixes the issues that the web created. Centralized Technology and web 2.0 are 30+ years old. Last year over 30 billion records were exposed, 2,950 large companies reported data breaches. A breach costs a business an estimated \$248 per record, not to mention hefty fines and P.R. nightmares. Facebook was penalized \$5B for invading consumer's privacy, Equifax \$575M for their data breach. Businesses can't afford the exposure or risks, consumers are tired of being tracked, hacked and hijacked. The current seat fee model costs companies \$4,000 per employee, BlockCerts disrupts the entire model with web 3.0, authentication, private cloud and eliminating seat fees.
- Over 1.9 million development hours and \$28 million dollars have been spent building the current technology layer, which is being implemented into endless verticals. BCBC was born from the company Finaeos, Inc, which processed billions of transactions in the ehealth, real estate and fintech.
- The Series A Offering** The Series A offering will be available until either the offering is filled or is closed on the day before the planned public token offering in 4Q 2021.
- For institutions and accredited investors.
- Preferred BCBC share option rights converted by investor at their discretion at any time (see Option Exercise).
 - 10M Units at \$.99 per Unit (USD) current.
 - Current Retail SaaS token cost of \$11 with volume discounts available.
 - BCERTin token holder has numerous options for future benefit. Series A holder may hold the token, sell, or has the right to transfer to Preferred BCBC Shares at any time.
- Annual Dividends:** Series A Preferred Shares bear cumulative dividends at a rate of (10%) per year.
- Investment Minimum:** \$25,000 investment minimum.
- BCERTin Tokens:** Tokens originally listed on April 16th, 2020 on Ethereum as BCERT token [Etherscan >>](#) for test use cases. BCERTin tokens to be listed on Uniswap at the initial launch. The BCERT token will have full DeFi Functionality ([see white paper](#)).
- Option Holders:** Accredited Investors which have received their Options as a right under the purchase of the Units, under the terms of the Subscription Agreement.
- Option Exercise:** Option Holders are entitled to convert BCERTin Tokens into Series A Preferred Shares in BlockCerts Blockchain, or into shares of an affiliate of the Issuer. Option Holders also have the right to retain their tokens and pay cash for preferred shares, up to the total available tokens available for conversion.

Each Option entitles Option Holders to purchase one (1) Series A Preferred Share in consideration for one (1) BCERTin Token at an amount in USD that is the Market Value of the Series A Preferred Share less 20%. Examples:

Conversion: 1:1 conversion based upon token price vs. company valuation less 20%. If BCERTin token price is \$.35 and company price is \$1.35, $\$1.35 \text{ less } 20\% = \1.08 , the conversion would be 3 tokens to = 1 Preferred share. (there can never be a lower token conversion than the price paid for tokens). Other examples:

A). \$.99 Public Token Offering: 1:1 conversion, 1 token for 1 *Preferred Share.

B). \$5.00 Token Price: 1 token for 5 *Preferred Shares.

Drag-along Rights: If any BCBC "entity" has a "liquidity event", the Pref A holder has drag-along rights under the umbrella of BlockCerts Blockchain.

*Company price is shown in these examples as the current price. This price will vary based upon company valuation at the time of token conversion.

Participation Rights: Major Purchasers will have the right to participate on a pro rata basis in subsequent issuances of Shares, BCERTin Tokens, and additional Tokens which are issued by the Issuer or its affiliates.

Hold Period: 180-Day Hold Period on Token "sales" and "trades". Tokens can be used in a business for a Use Case or BCERTin or other company product immediately.

Exchanges: Uniswap exchange listing is planned for the initial offering. ExMarkets and other exchanges will follow after the initial liquidity pool launches ([see how the Uniswap Liquidity Pool works](#)).

Forward-Looking: The company is speaking with institutions, family offices and high-net worth individuals. The offering may close at any time due to the nature of large investments. Review the BCBC Executive Deck for the company outlook.

Entities and Affiliates: BlockCerts Blockchain affiliates maintain entities (the "Entity") in various jurisdictions including Canada, the United States, British Virgin Islands, Ireland, India and various other jurisdictions for its development and operating joint ventures. All BCERTin Tokens are issued from BlockCerts Blockchain Limited, BVI. The Entity for the Series A Preferred may be set by the Board in accordance with benefits for investors, at the time of conversion, which shall carry the same unified rights across all entities to participate in the Series A Preferred terms, and conversion provisions.

Maximum Selloff: All purchases are subject to a post-purchase maximum sell-off, whereby the shareholder will only be entitled to sell up to a maximum of 2.5% of the outstanding Shares in circulation in any six (6) month period.

Financial Information: Purchasers who have purchased at least \$ 1,000,000 USD worth of Tokens or Shares ("**Major Purchasers**") will receive standard information and inspection rights.

Participation Rights: Major Purchasers will have the right to participate, on a pro rata basis, in subsequent issuances of Shares, BCERTin Tokens, and additional Tokens which are issued by the Issuer or its affiliates.

Future Rights: The Series A will be given the priority rights as to purchase of the next series of Preferred Stock, if any issuance occurs.

Forced Conversion: In the event of the Issuer exercised a "Forced Conversion of the Series A Preferred Shares, the Shareholder shall receive the purchase price equal to the current Market Price plus a 20% premium. The value of the consideration that the Shareholder will receive for their Shares shall be at least 20% greater than the value of the consideration paid at the time that the Option was exercised. This provides the option holder a significant benefit in the event that the company is acquired.