



CONFIDENTIAL

PRIVATE PLACEMENT MEMORANDUM

SOURCEMO CAPITAL



DIGITAL MINING SYSTEMS

February 1, 2025 - February 1, 2026

BY ACCEPTING THIS PRIVATE PLACEMENT MEMORANDUM ("PPM"), YOU, THE OFFEREE SHALL KEEP IN CONFIDENCE THE CONTENTS OF THIS PPM AND THE CONTENTS OF ANY AND ALL ATTACHMENTS.

INFORMATION HEREIN SHALL ONLY BE SHARED WITH THE OFFEREE'S ACCOUNTING AND LEGAL COUNSEL, OFFEREE SHALL RETURN THIS PPM AND ALL OTHER ATTACHED DOCUMENTS TO THE MANAGER IF AT ANY TIME THE MANAGER REQUESTS THE RETURN OF SUCH DOCUMENTS OR IF OFFEREE CHOOSES NOT TO SUBSCRIBE TO SHARES HEREIN.

Name of Offeree _____

Memorandum Number _____



IN MAKING AN INVESTMENT DECISION, YOU MUST RELY ON YOUR OWN EXAMINATION OF SOURCEMO INC. FUND (THE "FUND"), AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SHARES OR DETERMINED IF THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THERE FROM, AND THE FUND'S OPERATING AGREEMENT. YOU WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

MEMBERSHIP SHARES AND SECURED NOTES

TOTAL FUND: ONE MILLION DOLLARS (\$1,000,000)
INITIAL OFFER: TWO HUNDRED SHARES (200) AT FIVE THOUSAND
DOLLARS (\$5,000) PER SHARE.
(TOTAL: \$1,000,000)
TOTAL OFFER: TWO HUNDRED SHARES (200)

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CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM SOURCEMO INC.

SourceMo Inc. (the "Fund") has offered and is currently offering the Shares described in this Confidential Private Placement Memorandum ("this Memorandum") to certain qualified members (accredited) that, if accepted, will become members of the Fund (the "Members") and retains the right to allow (35 Non-Accredited members).

Prospective members should carefully read this Memorandum in its entirety. However, the contents of this Memorandum should not be considered to be an investment, legal or tax advice, and each prospective investor should review on his own as to all matters concerning an investment in the Fund. There will be no public offering of the (Shares). No offer to sell (or solicitation of an offer to buy) is being made in any jurisdiction in which such offer or solicitation would be unlawful.

This Memorandum has been prepared with information for the person to whom it has been delivered, ("Recipient") by or on behalf of the Fund, and may not be reproduced or used for any other purpose. By accepting this Memorandum, the Recipient agrees, not to reproduce or distribute this Memorandum, in whole or in part, without the prior written consent of the company,

(i) Fund or its authorized representatives, to return this Memorandum to the Fund or its authorized representatives upon request and not to disclose any (ii) information contained in this Memorandum, or any other information relating to the Fund to any person who is not a trustee, director, officer, employee, (iii) auditor, agent, attorney, financial advisor or other professional advisor responsible for matters relating to the Fund or who otherwise has a need to know such information is under an obligation to keep such information confidential, except to the extent such information is in the public domain (other than as a result of any action or omission of the Recipient or permitted person to whom the Recipient has disclosed such information).

Notwithstanding anything to the contrary in this Memorandum, each investor (and each employee, representative or other agent of such investor) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of (i) the Fund and (ii) any of the Fund's transactions, and all materials of any kind (including opinions or other tax analyses) that are provided to such investor relating to such tax treatment and tax being understood that "tax treatment" and "tax structure" do not include the name or the identifying information (i) the Fund or (ii) the parties to a transaction.

This Memorandum is accurate as of it's date, and no representation or warranty is made as to; none of the Fund or any of it's authorized representatives has any obligation to update this Memorandum at any time in the future. Information contained in this Memorandum is subject to modification and can be amended from time to time.

Each investor will be required to acknowledge that it made an independent decision to invest in the fund. This Memorandum has been prepared by the Investment Director and legal on behalf of the Fund, whom has the ultimate authority over it's contents, opinions and/or beliefs of the Investment Manager or the Fund.



Such statements and certain other information contained in this Memorandum constitute "forward-looking statements", which can be identified by the use of forward-looking terminology such as "may", "will", "should", "expect", "anticipate", "target", "project", "estimate", "intend", "continue", or "believe", or the negatives thereof or other variations thereon or comparable terminology. Due to various risks and uncertainties, actual events or results of the actual performance of any investment made by the Fund may differ materially from those reflected or contemplated in such forward looking statements. Each prospective or current investor, when making its decision to subscribe for or making a subsequent investment decision with respect to the Fund, can rely only on information included in this Memorandum and any Additional Information (irrespective of any other information furnished to such investor).

"Additional Information" means any information, other than information included in this Memorandum, concerning the terms and conditions of the status of the Fund, communicated in writing to a prospective or current investor by the Fund or the Investment Manager and expressly identified as "Additional Information". Additional Information modifies, supplements or amends the information included in this Memorandum.

The Shares are offered subject to prior sale, and subject to the right of the Fund to reject any subscription in whole or in part. The Shares are suitable only for sophisticated members (i) that do not require immediate liquidity for their investments, (ii) for which an investment in the Fund does not constitute a complete investment program and (iii) that fully understand and are willing and able to assume the risks of an investment in the Fund.

Each subscriber will be required to represent that it is acquiring the membership for its own account, for investment purposes only, with no view toward distributing or reselling in whole or in part. All references herein to "U.S. dollars" or "\$", are to the lawful currency of the United States. The Fund is not registered as an investment company under the U.S. Investment Company Act of 1940, as amended (the "Company Act"). Consequently, the Fund will not be required to adhere to certain restrictions and requirements under the Company Act, and members will not be afforded the protections of the Company Act.

The Fund will not buy Bitcoin or derivatives, including Bitcoin futures contracts. The Fund is solely authorized to take immediate delivery of Bitcoin. The Fund is not, and does not expect to become regulated by the Commodity Futures Trading Commission ("CFTC") under the Commodity Exchange Act as a "commodity pool," and will not be operated by a CFTC regulated commodity.

The Investment Manager does not believe that the Fund or the Investment Manager is, or will be, required to (a) register as a Money Services Business with the Financial Crimes Enforcement Network of the U.S. Department of the Treasury ("FinCEN"); (b) obtain a money transmitter license with the banking department of any state, or (c) obtain a license under the USA (Revised) ("Money Services Law"), and therefore has not done so.

There is a risk that the Investment Manager and/or the Fund will be considered a Money Services Business and will be required to register with FinCEN



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SOURCEMO INC.

1.0 SUMMARY OF TERMS

The following is a summary of the principal terms of the Fund. This summary is qualified in its entirety by the more detailed information set forth in this Memorandum, to supplement this Memorandum, the Articles of Association and the Investment Management Agreement, and each Shareholder's Subscription Agreement (collectively, the "Fund Documents"). This summary should be read in conjunction with such detailed information.

a) THE FUND

The Fund was designed by a non for profit company formed under the laws of Texas, 2022 to operate as a contributing fund for the benefit of non U.S. Persons and U.S. Persons. The Fund was incorporated with the name SourceMo USA Inc. (See "Certain Risk Factors – Historical Liabilities of the Fund"). SourceMo Inc. has been engaged to facilitate the production and distribution of the SourceMo celebrity mining systems.

b) INVESTMENT PROGRAM

The Fund will invest substantially all of its assets in Bitcoin Mining education in conjunction with the Federal EB-5 foreign investment initiative.

c) THE INVESTMENT MANAGER

SourceMo USA Inc. the "Investment Manager", will delegate investment discretion over the Fund's assets. The Investment Manager, in it's capacity as the investment manager of the Fund, will act solely on behalf of the Fund, in what it determines to be the best interests of the Fund and for the benefit of the Fund.

d) THE BOARD OF DIRECTORS

The board of directors of the Fund (the "Board of Directors") has ultimate responsibility for the management, operations, and the investment decisions pursuant to the terms of the Private Placement Memorandum.

e) OFFERING OF SHARES

Subject to the terms of the Articles of Association and to the condition that each new Share holder execute a subscription agreement (a "Subscription Agreement"), the Fund may admit one or more new Share holders and may accept subscriptions as of any Business Day (as defined below) or at such other times as the ("The Advisor") may determine in its sole discretion (each date on which all or a portion of a subscription is accepted, a "Subscription Date").

f) USE OF PROCEEDS

The proceeds from the sale of Shares will be available for the Fund's management immediately.

g) THE SHARES

The Fund is currently offering preferred Shares of the Fund, to certain qualified accredited investors that, have contributed to the fund, the mission and the programs by becoming a contributing member.



2.0 INITIAL AND ADDITIONAL SUBSCRIPTION

The minimum subscription is Four (4) Shares. or Twenty Thousand Dollars, (\$20,000.)

Persons interested in acquiring Shares will be furnished, and will be required to complete and return to the administrator, a Subscription Agreement and/or certain other documents as may be requested by the Investment Manager, in his sole discretion, for his initial and each additional subscription.

The Subscription Agreement contains, among other provisions, certain representations, warranties, agreements, undertakings and acknowledgments relating to a prospective Shareholder's suitability to purchase Shares, the terms of the Shares, and other matters.

Subscribers should understand that the Shares will be offered and sold in reliance upon the representations, warranties, agreements, undertakings and acknowledgments made by the subscriber in, and other information provided by the subscriber in connection with the Subscription Agreement, and that such provisions may be asserted as a defense by the Fund and the Investment Manager in any action or proceeding relating to the offer and sale of Shares.

Shareholders may not be subject to contractual liability with respect to any breaches of such representations, warranties, agreements, undertakings and acknowledgments, and may be required to indemnify the Fund and/or the Investment Manager for any losses it incurs as a result of such breach, regardless of the limited liability status of the Fund

FINANCIAL DISCLOSURE

Each Farm is a private partnership and to protect each partner's privacy, their financial statements are not available for the general public, however our audited financials shall be submitted for the sale to be consummated.





3.0 THE FUTURE OF BITCOIN MINING

3.1 BITCOIN NETWORK

The "Bitcoin network" refers to the decentralized platform through which Bitcoin is mined, validated, and transmitted. To fully understand how it works, it's important to grasp key concepts such as "cryptography," "blockchain," "mining," and "hash rate."

3.2 CRYPTOGRAPHY

In the context of Bitcoin, cryptography is the mathematical foundation that ensures the security of the network. It allows users to control their transactions and prevents issues like double-spending, which would occur if a Bitcoin were sent to two different recipients at the same time. The cryptographic system also underpins the validation of transactions, with the concepts of "mining" and "blockchain" playing key roles in confirming which transactions are legitimate and should be added to the network.

3.3 BLOCKCHAIN

The blockchain is a public, chronological record of all verified Bitcoin transactions. Shared among all Bitcoin users, it consists of a series of "blocks," each containing a batch of validated transactions. To interact with the blockchain, users install Bitcoin software on their computers or mobile devices, which allows them to create a digital wallet. This wallet is where Bitcoins are stored and from which they can be sent, received, or traded.

Each wallet has a unique address composed of a "public key" and a "private key." The public key functions like a bank account number, allowing others to send Bitcoins to the wallet. The private key, a secret code, is used to authorize transactions and proves that the wallet's owner is authorized to transfer the Bitcoin. If a user loses access to their private key, or if the wallet is hacked or deleted, the associated Bitcoin is lost permanently, as there is no central authority to recover it.

To authorize a transaction, the private key is entered into a hashing algorithm that produces a "hash" or timestamp. This timestamp, along with the transaction details, forms a digital signature that is verified by the network. Each new block in the blockchain is linked to the previous block via these timestamps, creating a secure and immutable record of transactions.

3.4 BITCOIN MINING AND HASHRATE

Bitcoin mining is the process through which new Bitcoin is created and transactions are validated. Miners use powerful computers to solve complex mathematical puzzles—known as "proof-of-work" problems—to add new blocks to the blockchain. When a miner solves a puzzle, they get the right to add a new block and are rewarded with newly minted Bitcoins.

The computational power required for mining is measured in hashrate, which refers to the number of hash calculations (guesses) a miner's hardware can make per second. The higher a miner's hashrate, the more likely they are to solve the puzzle and earn the Bitcoin reward. The network's total hashrate, which increases as more miners join and technology advances, determines how difficult the puzzles are. If the network's hashrate grows, the difficulty of mining adjusts upwards, making it harder to find a valid block. Conversely, if hashrate decreases, the difficulty lowers to maintain an average block creation time of about 10 minutes.

The network's hashrate is typically measured in tera hashes per second (TH/s), where one terahash equals one trillion hashes per second. A higher hashrate not only boosts the chances of earning rewards but also secures the network by making it harder for attackers to manipulate the blockchain. This distributed computational power reduces the risk of attacks such as a "51% attack," where a malicious actor could attempt to rewrite the transaction history.

The Bitcoin network's security and functionality depend on the interplay between cryptography, blockchain, mining, and hashrate. Together, these elements ensure that Bitcoin transactions are secure, transparent, and irreversible. As mining power increases and the blockchain grows, the network becomes even more resilient to potential attacks, while ensuring a stable and consistent system for users around the world.



3.5 BITCOIN MINING AND THE RISE OF SOLAR-POWERED SOLUTIONS

The previous generations of Bitcoin miners, which primarily run on electricity, have typically been about 60 to 70 percent efficient in terms of energy use. This inefficiency has been a significant challenge for both small-scale and large-scale miners, as it results in higher operational costs and increased environmental impact. However, the emergence of the SourceMo Celebrity Mining System marks a revolutionary shift in the mining industry, addressing these inefficiencies by using solar power and optimizing performance for better results.

With the growing need for sustainable solutions in the energy-intensive world of Bitcoin mining, the SourceMo Celebrity Mining System has been specifically designed to educate people about solar-powered Bitcoin mining. In addition to utilizing renewable energy, these systems have been engineered to operate more efficiently, allowing equipment to last longer while increasing profitability.

3.6 CURRENT MARKET COMPETITORS IN BITCOIN MINING

Several key players dominate the current market for Bitcoin mining equipment, each with their own strengths and challenges:

1. **Bitmain**
Based in Beijing, China, Bitmain is a major player in the Bitcoin mining industry, particularly known for its AntMiner line of ASIC miners. Bitmain is also the operator of one of the largest Bitcoin mining pools globally. Their mining hardware, such as the AntMiner S19, is widely used but has faced criticisms over energy inefficiency.
2. **MicroBT**
MicroBT, based in Shenzhen, China, is another prominent ASIC miner manufacturer. Their WhatsMiner series competes directly with Bitmain's AntMiner line. MicroBT's miners, including the WhatsMiner M30S, are known for solid performance, but still face the same challenges in terms of energy consumption and environmental concerns.
3. **Canaan**
Canaan made history by bringing the very first commercial Bitcoin ASIC miner to market. In addition to producing Bitcoin mining machines, Canaan offers a range of blockchain tools and business solutions. Their AvalonMiner line, while reliable, has seen competition from other manufacturers like Bitmain and MicroBT.

3.7 IMPACT OF BITCOIN HALVING ON MINERS AND THE INDUSTRY

The recent Bitcoin halving events have had a profound effect on the mining landscape. Every four years, the reward for mining a new block of Bitcoin is halved, reducing the supply of new coins and increasing the competition among miners for rewards. This event generally results in the exit of less efficient, smaller-scale miners who cannot keep up with the rising operational costs. As a result, the mining landscape is increasingly dominated by industrial-scale operations, which rely on vast amounts of energy to remain profitable.

Additionally, the halving has placed more emphasis on reducing costs and increasing efficiency—particularly through the use of renewable energy sources like solar power. Large-scale mining operations are increasingly turning to renewable energy to maintain profitability while minimizing their carbon footprint. This transition is pushing smaller, local miners out of the market as they cannot afford the high energy costs associated with traditional electricity-powered mining.

As traditional mining becomes less viable for small operations, industrial-scale miners are leading the way in using renewable energy sources, such as solar power, to offset the high costs and environmental concerns associated with Bitcoin mining. This shift towards sustainable mining practices is crucial as the demand for energy-efficient and eco-friendly solutions grows, and the SourceMo Celebrity Mining System is a prime example of this evolution.



3.8 SOURCEMO CELEBRITY MINER™: THE FUTURE OF BITCOIN MINING

The SourceMo Celebrity Miner™ stands at the forefront of this shift in the Bitcoin mining industry. It addresses the current inefficiencies in Bitcoin mining by offering:

- **Higher Efficiency:** The SourceMo Celebrity Miner™ is engineered to significantly reduce power consumption, resulting in lower operational costs and higher profitability.
- **Longevity:** Designed with advanced technology, the SourceMo Celebrity Miner™ is built to last longer, reducing the need for frequent replacements and repairs.
- **Hash Rate Performance:** This mining system boasts exceptional hash rate production, making it a high-performing solution for both commercial and retail markets.
- **Renewable Energy Use:** By utilizing solar power, the SourceMo Celebrity Miner™ is leading the charge toward sustainable Bitcoin mining, aligning with the industry's growing focus on environmentally friendly solutions.

As the Bitcoin network becomes increasingly competitive, the SourceMo Celebrity Miner™ provides a solution for miners looking to thrive in a market dominated by large-scale industrial operations. By embracing solar-powered mining, it offers a way for miners to stay profitable, reduce their environmental impact, and extend the life of their equipment, ensuring that the future of Bitcoin mining is more sustainable and efficient.

Conclusion

The evolution of Bitcoin mining has seen a shift from traditional electricity-based systems to more energy-efficient solutions. The SourceMo Celebrity Miner™ is revolutionizing the industry with its advanced technology, higher efficiency, and use of renewable energy. As the mining market continues to evolve, the move toward industrial-scale operations powered by renewable energy is becoming increasingly important, especially with the impact of Bitcoin halving. The SourceMo Celebrity Miner™ offers a pathway to profitability and sustainability in a highly competitive environment, making it an essential tool for both commercial and retail miners looking to stay ahead of the curve.

A Proven Business Model

Our franchise system is built on a foundation of scalability and profitability.

By utilizing high-performance **Bitcoin Miners**, each franchisee is positioned for consistent returns with minimal operational complexity.

How the Numbers Add Up:

1. Server Sales:

Each franchise includes 6 Bitcoin mining machines, priced at \$43,000 per franchise.

- 50 franchise sales would generate \$2,150,000 (plus 17% management fee)
- 100 franchise sales would generate \$4,300,000 (plus 17% management fee)
- 500 franchise sales would generate \$21,500,000 (plus 17% management fee)
- 1,000 franchise sales would generate \$43,000,000 (plus 17% management fee)

2. Annual Bitcoin Mining Income Per Franchise:

- 6 Servers x \$12/day = \$72/day per franchise.
- Monthly: \$2,160 | Annually: \$25,920 per franchise.
- Management Fee: 17% = \$4,406/year contributed



3. Potential Scale:

- 50 franchises: \$223,000 in BTC management fees annually
- 100 franchises: \$446,000 in BTC management fees annually.
- 500 franchises: \$2.23M in BTC management fees annually.
- 1,000 franchises: \$4.46M in BTC management fees annually.

4. The Growth Formula

Our franchise model is inspired by the success of brands like **Jimmy John's**, which grew to over 2,300 locations before being acquired for \$9 billion. By emphasizing scalability and profitability, our goal is to reach **1,000 franchises or more** within the next few years

Why Bitcoin Mining?

- High demand for decentralized and passive income opportunities.
 - Increasing mainstream adoption of Bitcoin.
 - Lower entry barriers for franchisees compared to traditional business models.
-

Franchisee Benefits

1. Turnkey Operation:
We provide everything franchisees need to start their mining operation, including servers, setup, and ongoing support.
 2. Reliable Income Stream:
With consistent BTC mining returns, franchisees enjoy daily payouts with minimal hands-on involvement.
 3. Low Overhead Costs:
Our partnerships with data centers in regions with low electricity costs ensure operational efficiency and higher margins for franchisees.
 4. Comprehensive Support:
We offer robust support in marketing, technical assistance, and continuous software updates to help franchisees succeed at every stage.
-

Massive Market Potential

Bitcoin mining is no longer limited to large-scale operators. Our franchise model makes it accessible to individual entrepreneurs worldwide.

- Global Reach: The business model can operate anywhere with internet access.
- Scalability: Franchisees can expand their mining capacity by adding more servers as they grow.



4.0 BITCOIN MINING FRANCHISE



In 2024, SourceMo USA launched its Bitcoin Mining Franchise (trademarked logo above), providing individuals with an exceptional opportunity to enter the rapidly expanding cryptocurrency market through a proven, scalable, and sustainable business model. The franchise is designed to enable aspiring Bitcoin miners to leverage the growing demand for cryptocurrency mining, while benefiting from SourceMo USA's extensive infrastructure, training, and ongoing support.

The SourceMo USA Bitcoin Mining Franchise simplifies the complexities of Bitcoin mining by offering turnkey solutions. These include cutting-edge mining equipment, strategic placement in state-of-the-art facilities, and comprehensive management services. This approach allows franchisees to generate passive income with minimal oversight, while maintaining the flexibility to scale operations as needed.

A key differentiator for SourceMo USA is its commitment to sustainability. The company has integrated renewable energy solutions, particularly solar power, into its mining operations. This innovative approach not only reduces electricity costs for franchisees but also minimizes the environmental footprint of Bitcoin mining, positioning SourceMo USA as a leader in the green mining movement.

As Bitcoin mining continues to show immense growth potential, the SourceMo USA Bitcoin Mining Franchise presents a compelling opportunity for investors to tap into the cryptocurrency space with a reliable, eco-friendly, and financially promising approach to mining.

4.1 FRANCHISE DEVELOPMENT PROCESS

In 2024, SourceMo USA officially launched its Bitcoin Mining Franchise, a significant milestone achieved through a meticulous 18-month development process. Recognizing the complexities and legal requirements of franchising, SourceMo USA partnered with FMS Franchise, a leading franchise development firm, to ensure that the business model was not only operationally efficient but also legally sound and compliant with franchise regulations.

FMS Franchise played a crucial role in assisting SourceMo USA in creating the franchise structure, which included the development of the Franchise Disclosure Document (FDD), establishing the trademark and logo, and conducting the necessary legal due diligence. This comprehensive process was designed to ensure that the franchise offering was legally compliant and ready for market.

The Franchise Disclosure Document (FDD), a critical component of the franchise offering, provides prospective franchisees with essential information about the business, including financial performance representations, franchisee obligations, and other key details. By working closely with legal experts throughout the process, SourceMo USA was able to craft a legally binding and transparent FDD that addresses all the necessary disclosures and protections for both the company and its future franchisees.



4.2 FRANCHISE TRADEMARK AND DEVELOPMENT

An integral part of this development process was the creation of a distinctive trademark and logo, which now symbolizes the Bitcoin Mining Franchise. The branding reflects the company's vision of combining innovation with sustainability, emphasizing SourceMo USA's leadership in the cryptocurrency mining industry and its commitment to environmentally responsible practices. The logo and branding were developed with a clear understanding of the market's demand for both cutting-edge technology and eco-friendly solutions, making the franchise instantly recognizable within the industry.

4.3 FRANCHISE LEGAL COMPLIANCE AND EXPERTISE

As part of the franchise development, SourceMo USA engaged a team of legal experts to guide them through the entire process. This legal expertise ensured that all aspects of the franchise offering—from intellectual property rights to franchisee contracts—were properly structured and compliant with U.S. franchise laws. The legal team also reviewed and refined the franchise agreement to protect both SourceMo USA and its franchisees, ensuring that both parties were operating under clear, mutually beneficial terms.

The involvement of experienced legal professionals and franchise consultants ensured that the Bitcoin Mining Franchise adhered to the highest standards of legal and operational integrity. This process was not only crucial to meeting regulatory requirements but also essential for fostering trust and confidence among prospective franchisees.

4.4 BITCOIN MINING FRANCHISE FDD COMPLETION

The 18-month development process culminated in the launch of the Bitcoin Mining Franchise, which now offers individuals a fully developed, tested, and legally compliant pathway into the rapidly growing Bitcoin mining industry. SourceMo USA's commitment to thorough preparation, from legal due diligence to the creation of a compelling brand, ensures that the franchise offering is positioned for long-term success and growth.

By partnering with FMS Franchise and engaging expert legal counsel, SourceMo USA was able to build a strong foundation for its franchise model, providing aspiring entrepreneurs with the opportunity to enter the cryptocurrency space with confidence.

The comprehensive nature of the development process means that franchisees will benefit from a fully supported, sustainable business model, built on the principles of technological innovation, environmental responsibility, and financial opportunity. Through this meticulous approach, SourceMo USA has successfully positioned the Bitcoin Mining Franchise as a leader in the evolving cryptocurrency sector.

4.5 STRATEGIC PARTNERSHIP WITH THE INTERNATIONAL FRANCHISE PROFESSIONALS GROUP (IFPG)

SourceMo USA is leveraging its membership with the International Franchise Professionals Group (IFPG) to promote its Bitcoin Mining Franchise, positioning the company as the first nationally recognized cryptocurrency and Bitcoin mining franchise in the United States. The IFPG is a highly regarded membership-based organization with over 1,500 franchise professionals, including franchisors, franchise consultants, brokers, lenders, and other key players in the franchise industry. This extensive network of industry professionals is instrumental in identifying and guiding potential franchise candidates through the process of investing in and operating a franchise.

By becoming a member of the IFPG, SourceMo USA gains access to an expansive community of experienced franchise consultants and brokers who specialize in helping brands grow by connecting them with quality franchise candidates. The IFPG's vast network ensures that SourceMo USA's Bitcoin Mining



Franchise will receive significant exposure to potential investors and franchisees, accelerating the franchise's national growth. The IFPG has consistently been recognized by Entrepreneur Magazine as the number-one franchise broker organization for five years in a row, further solidifying the credibility and reach of the platform.

The partnership with IFPG is especially advantageous for SourceMo USA as it allows the company to tap into a vast pool of consultants who are motivated to promote the franchise opportunity to prospective candidates. Since SourceMo USA is the first cryptocurrency and Bitcoin mining franchise of its kind, this partnership helps the company stand out as a pioneer in the rapidly growing cryptocurrency space, positioning the franchise for rapid expansion.

4.6 BITCOIN MINING FRANCHISE REVENUE MODEL AND JOINT VENTURE APPROACH

While SourceMo USA does not generate revenue directly from the franchise fee, the company stands to benefit significantly from its unique revenue-sharing model. SourceMo USA receives 17% of the monthly mining revenue generated by each franchisee's operations. This revenue-sharing structure is designed to drive exponential growth for the company as the network of franchisees expands. As more franchisees enter the Bitcoin mining industry with the support of SourceMo USA, the company's share of mining revenues will grow, creating a scalable and profitable business model.

To ensure the success of each franchisee, SourceMo USA enters into a joint venture (JV) agreement with each franchisee. Under this arrangement, SourceMo USA provides its extensive technical expertise and operational support in Bitcoin mining, making it a key partner in the franchisee's success. The company's technical knowledge, particularly in optimizing mining operations, ensures that franchisees benefit from the highest levels of efficiency and profitability. This technical proficiency is a major differentiator, as it empowers franchisees to capitalize on the lucrative opportunities within the cryptocurrency mining industry while minimizing operational complexities.

In summary, SourceMo USA's strategic membership in the IFPG not only provides access to a robust network of franchise professionals but also sets the foundation for rapid growth and market penetration of its Bitcoin Mining Franchise. Through its joint venture model and revenue-sharing structure, SourceMo USA is poised to build a scalable and sustainable business that will contribute significantly to the company's long-term success while empowering franchisees to thrive in the dynamic and evolving world of cryptocurrency mining.

4.7 OPPORTUNITIES AND CHALLENGES FOR BITCOIN MINING FRANCHISE

The Bitcoin mining industry presents substantial growth opportunities but also comes with its share of challenges. One of the most compelling opportunities lies in the rapid expansion of the cryptocurrency mining market, which is projected to reach \$8.24 billion by 2034, with a compound annual growth rate (CAGR) of 12.90% between 2024 and 2034. This offers an exciting and profitable landscape for our franchisees to capitalize on the growing interest in Bitcoin mining.

Technological advancements in mining hardware and software also present significant opportunities. Each new innovation makes mining more efficient and profitable, providing a robust foundation for our franchise model. Additionally, we see an emerging opportunity in the area of AI hosting, as some companies are already repurposing their mining infrastructure for AI data centers. This is an exciting avenue for future growth, diversifying the revenue streams of our franchise operations.

However, there are challenges we must address to ensure the continued success of our franchise. Energy consumption is a primary concern in Bitcoin mining due to the energy-intensive nature of the process. Rising electricity costs are a constant threat to profitability, and finding solutions such as energy-efficient technologies and exploring renewable energy sources will be crucial to mitigating these risks. Regulatory



uncertainty also remains a challenge, as the laws and policies surrounding cryptocurrency are constantly evolving and can differ across regions. We are committed to staying adaptable and ensuring that our franchisees are equipped to navigate these changes.

Environmental sustainability is another important consideration. Bitcoin mining's significant energy demands have raised concerns about its environmental impact, and it's vital for us to adopt eco-friendly practices and promote responsible mining. While these challenges are real, we believe they are manageable, and we are committed to ensuring the Bitcoin Mining Franchise grows sustainably while providing valuable opportunities for our franchisees.

A key differentiator for our Bitcoin Mining Franchise is our commitment to sustainability, particularly through the use of renewable energy. Our latest mining farm integrates solar power, significantly improving energy efficiency and reducing our environmental footprint. By incorporating solar energy, we not only align with green energy practices but also address one of Bitcoin mining's most significant costs: electricity. For our franchisees, this renewable energy approach offers a clear financial advantage. Solar power dramatically reduces electricity costs, providing a more predictable and profitable business model. As a result, our franchise model remains economically viable and environmentally sustainable, setting a new benchmark in the Bitcoin mining industry.

4.8 GOALS FOR THE BITCOIN MINING FRANCHISE

Looking ahead, our primary goal for the Bitcoin Mining Franchise is to expand our network of franchisees, making Bitcoin mining accessible to a broader audience. With investment options starting at \$43,000, we aim to attract individuals who are eager to enter the mining industry but may not have the large capital typically required to get started. By offering a scalable, low-barrier entry point, we are opening the door for aspiring miners to participate in this burgeoning market.

We also plan to continue integrating renewable energy solutions into our operations, ensuring our franchisees benefit from energy-efficient, cost-effective mining practices. This commitment to sustainability will not only reduce operational costs but also bolster the long-term viability of the franchise. Additionally, we will stay at the forefront of technological advancements, continually upgrading our mining hardware and software to ensure that our franchisees remain competitive in a rapidly evolving market. Through these initiatives, we aim to secure long-term growth and profitability for our franchise network.

4.9 SUPPORT FEATURES FOR FRANCHISEE

We provide comprehensive support to ensure our franchisees' success in the Bitcoin mining industry. Our support features include:

- **Training and Education:** Extensive training programs covering all aspects of Bitcoin mining, including blockchain fundamentals, digital wallet management, and operational best practices. This education equips franchisees with the knowledge needed to run their operations efficiently.
- **Renewable Energy Integration:** As part of our commitment to sustainability, we help franchisees integrate solar power into their mining operations, reducing costs and environmental impact while maximizing profitability.
- **Technological Support:** Access to state-of-the-art mining hardware and software, backed by ongoing technical support. Our franchisees receive the tools they need to optimize mining performance and address operational challenges.
- **Marketing and Business Development:** We offer proven business models and marketing strategies to attract investors and customers, helping franchisees expand their operations and reach new markets.
- **Ongoing Support:** Our franchisees benefit from continuous guidance, helping them navigate the dynamic and evolving cryptocurrency market.



5.0 USE OF PROCEEDS

- **Mining Equipment:** Acquisition and maintenance of high-performance mining hardware.
- **Franchise Development:** Expansion and support for new franchise locations.
- **Hosting Services:** Infrastructure and data center costs to support mining operations.
- **Marketing and Conventions:** Promoting the brand through events and industry conventions.
- **Insurance:** Coverage for assets, operations, and business liabilities.
- **Media Promotions:** Advertising and public relations campaigns to increase brand visibility.
- **Blockchain Management:** Tools and services for overseeing blockchain operations and mining efficiency.
- **Travel Expenses:** Costs associated with business travel for operational or promotional purposes.
- **Miscellaneous Expenses:** Other essential costs related to ongoing operations and growth.
- **Commissions:** Payments to affiliates, partners, or sales teams.
- **Legal Expenses:** Fees for legal services, including contract review, compliance, and other necessary legal support.
- **Trademark Filing Costs:** Expenses for registering and protecting trademarks.
- **Franchise Consultancy Fees:** Fees for expert advice on franchise development and operations.
- **IT and Web Development Costs:** Expenses related to the design, development, and maintenance of websites and online infrastructure.

The management assures that at no time shall the use of proceeds be over thirty five percent of the initial derived revenue.



6.0 MARKETING EXPENSES

To ensure the successful growth and expansion of SourceMo's Bitcoin mining operations and franchise network, a significant portion of the proceeds will be allocated toward comprehensive marketing initiatives and strategic franchise development efforts. This combined approach will enhance brand awareness, attract potential franchisees, and drive overall business growth. These funds will be directed toward the following marketing and promotional activities:

6.1 Marketing and Conventions: SourceMo will participate in key industry conventions, trade shows, and events to increase brand visibility and attract new franchisees. These conventions serve as prime opportunities to network with potential partners, investors, and customers, showcasing SourceMo's innovative approach to Bitcoin mining and franchise development.

6.2 Media Promotions: Targeted advertising campaigns will be launched across multiple channels, including digital platforms (social media, search engine ads), print media, and other promotional outlets. These campaigns are designed to raise awareness of SourceMo's brand, driving interest in both our mining services and franchise opportunities.

6.3 Brand Awareness and Public Relations: SourceMo will invest in public relations efforts and media outreach to build credibility and trust within the cryptocurrency and franchise sectors. Working with influencers, journalists, and industry experts, we will increase SourceMo's reputation as a leading brand in Bitcoin mining and franchise development.

6.4 Web Development and IT Costs: A portion of the funds will be directed towards the development and maintenance of SourceMo's online presence, ensuring our website and digital platforms remain functional, engaging, and optimized for potential customers and franchisees. This will include updates to the site's design, user experience, and backend infrastructure to support online marketing efforts and franchise inquiries.

6.5 Franchise Marketing Development: To effectively scale SourceMo's franchise network, we have partnered with FMS Franchise, a leading provider of franchise development services. FMS Franchise brings extensive expertise in franchise marketing, lead generation, and operational support, helping SourceMo create a sustainable and scalable franchise system. Through this collaboration, SourceMo will benefit from the following services:

- **Franchise Marketing & Lead Generation:** FMS Franchise will help create targeted marketing campaigns to attract high-quality franchisee leads. Their expertise in franchise marketing will enable us to reach potential franchisees through a variety of channels, including digital strategies, print materials, and industry connections.
- **Franchise Disclosure Document (FDD) Creation:** FMS will guide SourceMo through the development of a comprehensive Franchise Disclosure Document (FDD), ensuring compliance with all legal and regulatory requirements. This document will provide essential information to potential franchisees about the opportunity, terms, and responsibilities.
- **Franchise Sales Strategy:** FMS will work with SourceMo to develop a tailored franchise sales strategy. This includes optimizing our franchise sales processes, training our team on best practices, and helping us identify and engage with the best potential franchisees for our Bitcoin mining operations.
- **Franchise Operations Manual Development:** FMS will assist in creating a detailed Franchise Operations Manual that outlines the processes, procedures, and standards for running a SourceMo franchise. This manual will be an essential training tool for new franchisees and

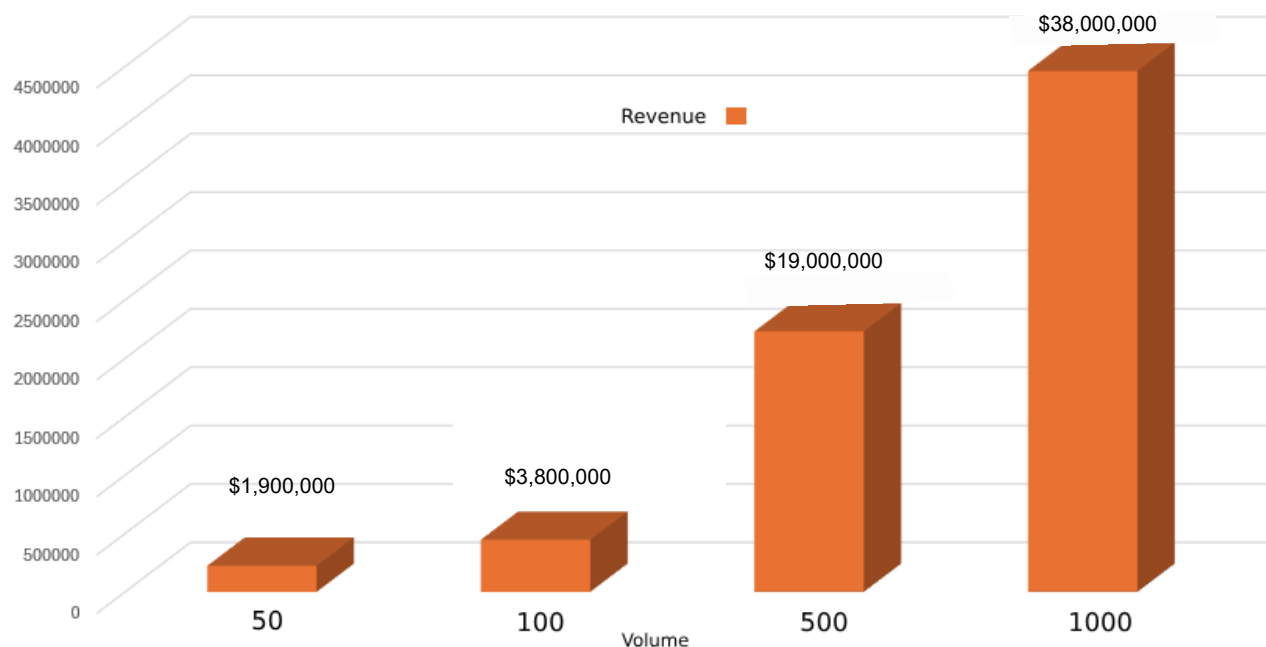


will ensure consistency across all locations, covering all aspects of operations from mining activities to customer service.

- Franchisee Training and Ongoing Support: FMS will support SourceMo in developing a robust training program for new franchisees, ensuring they are equipped with the knowledge and resources necessary to operate their Bitcoin mining franchises successfully. FMS will also provide continuous support to franchisees to ensure long-term success and alignment with SourceMo's business objectives.

7.0 FIVE-YEAR PROFORMA

GROSS REVENUE OF BITCOIN MINING FRANCHISE SALES



7.1 BITCOIN MINING FRANCHISE FINANCIAL MODEL

You may choose to get paid with Bitcoin from SourceMo's Bitcoin Mining Franchise model. It is built on a foundation of scalability and profitability. By utilizing high-performance Bitcoin miners, we offer a streamlined model that ensures franchisees achieve consistent returns with minimal operational complexity.

- **Bitcoin Mining Franchise Sales (Gross)** : The average franchise package includes 6 Bitcoin mining servers, priced at \$38,000 per franchise.
 - With Fifty (50) Franchise sales we generate One million nine hundred thousand dollars (\$1,900,000).
 - With One hundred (100) franchise sales we generate Three million eight hundred thousand dollars.(\$3,800,000).
 - With Five hundred (500) franchise sales we generate Nineteen million dollars (\$19,000,000).
 - With One thousand (1,000) franchise sales we generate Thirty eight million dollars. (\$38,000,000).



FRANCHISING PROMOTES GROWTH

The Growth Formula: Our franchise model is inspired by the success of brands like Jimmy John's, which grew to over 2,300 locations before being acquired for \$9 billion. By focusing on scalability and profitability, we aim to reach 1,000 franchises or more within 10 years.

Why Bitcoin Mining?

- High demand for decentralized and passive income opportunities.
- Growing mainstream adoption of Bitcoin.
- Lower barriers to entry for franchisees compared to traditional business models.

Massive Market Potential: Bitcoin mining is no longer exclusive to large-scale operators. Through our franchise model, it's now accessible to individual entrepreneurs globally.

- Global Reach: The business model is viable in any region with internet access.
- Scalability: Franchisees can expand their mining capacity by adding more servers as they grow.





8.0 INVESTMENT OBJECTIVES AND OVERVIEW OF FUND STRATEGY

PRIMARY INVESTMENT OBJECTIVES

The funds objectives are to deploy the proceeds of this offering in qualified fund assets described below that will be attended to

1. Provide the contributing members with annualized reports and dividends that will vary from time to time. (See dividends schedule)
2. Provide contributing members with preferred shares on their contributions. We are expect their unreturned capital for this endeavor will produce annualized returns for members.

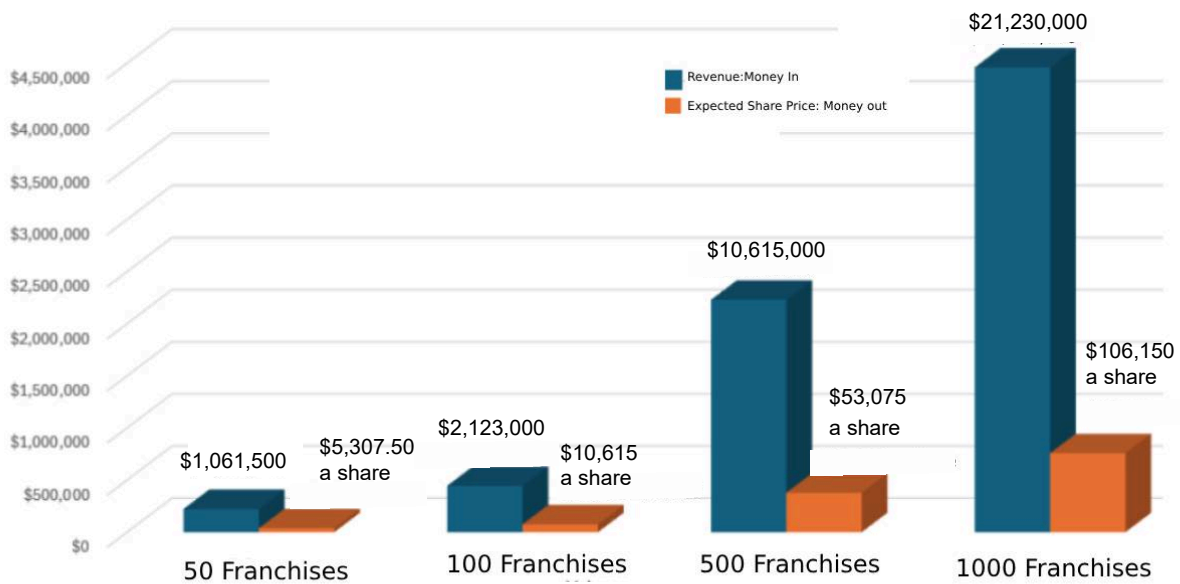
No assurance can be given that any of these objectives will be obtained or that investors contributing capital will not decrease . Predictions of annualized returns are highly speculative since cryptocurrency is highly volatile.

PAYMENT OF DIVIDENDS SCHEDULE

The annual return shall be specified at 83% of the net revenue being distributed quarterly to members and the remaining 17% will be distributed to the fund equally 100% of the net proceeds when the contributing members investment is return the net return will be based on division of four hundred (200) shares of Sourcemo Capital. This will continue until we were acquired by a venture capital organization. "Preferred return" means a private preferred return which will be due and payable to each member on a quarterly basis.



EXPECTED NET REVENUE PER SHARE



The number on blue is divided by 200 to get your net share value



STRATEGY TO ACHIEVE FUND INVESTMENT OBJECTIVES

The Fund will be composed of the following investment elements:

- The flagship **SourceMo Celebrity Mining Systems**, to promote the education of renewable energy and the Digital Dollar. The strategy of the Fund will be to create a portfolio of: ("Assets" or "Fund Assets")
- **SourceMo Celebrity Mining Systems**,
- Our **government grants** from the Department of Energy, FEMA and recycling, combined with
- **Data Resource Centers of America, and our Blockchain Technology**, to produce an attractive risk adjusted return.
- Invest in and develop the first **Bitcoin Mining Franchise** in the United States.

TRANSPARENCY

The Fund shall prepare its financial statements in accordance with Generally Accepted Accounting Principles ("GAAP") or such other methodology as determined to be appropriate for the Fund by the Manager in consultation with the Fund's CPA. The Manager shall also cause the Fund to have its financial statements audited on an annual basis by a qualified CPA once the Fund has reached Five Million Dollars (\$5,000,000.) in total Investment Capital, or as required by any particular Federal or State regulations. These statements and audits shall be made available to Members.

OPERATING EXPENSES

Opex are annual asset-based expenses paid out of fund assets by an investment fund as a percentage of the fund's value such as the investment advisory fee, marketing and distribution expenses as well as the custodial fee, transfer agency fee and accountant's fees.

EXPENSES OF THE INVESTMENT MANAGER

The Investment Manager will provide the overhead expenses, including salaries, benefits, office space, utilities, rent, health insurance, computer equipment, software, administrative and secretarial services and the cost of fund-related hardware and software.

THE FISCAL YEAR

The fiscal year of the Fund (the "Fiscal Year") ends on Feb 28, of each year.

TAXATION

All members will receive a 1099 tax form that will show all the revenues received from this investment. The Fund intends to operate as a private membership and not as an a (publicly traded partnership) taxable as a corporation for Federal income tax purposes. Accordingly, the Fund does not generally expect to be subject to Federal income tax (other than certain withholding regimes), and each Share holder will be required to report on his own annual income tax return such membership distribution share of the Fund.

SUBSCRIPTION FOR SHARES

Persons interested in subscribing for Shares will be furnished and will be required to complete and return to the Investment Manager, a Subscription Agreement and items relating thereto as outlined in the subscription documents.

RELATED INVESTMENT VEHICLES

In 2014, US Federal tax regulators said “Bitcoin is a property not a currency.” In our day to day administration of business, we will coordinate our business opportunity shows and Franchise consulting conventions With Social Media, TV, Radio and Talk shows to start in 2024, we will educate the world. We have been designated to sponsor the Federal Foreign Investor application process (known as “EB-5”).

INVESTMENT PROGRAM

The Fund will invest substantially all its assets in educating consumers about Digital Assets. The Fund will only take immediate delivery of Bitcoin as through the investment program described herein. The Sourcemo Capital farm consists of a Hundred and twenty (120) fully operational servers. In addition we have acquired Four hundred (400) SP servers as inventory for our franchise sales. This will happen through media, T.V. and the Internet all in conjunction with building our energy efficient data center.





THE INVESTMENT MANAGER

In his capacity as investment manager of the Fund, the Investment Manager acts solely on behalf of the Fund. The Investment Manager along with the office personnel, may coordinate the Government Grants to fund our Solar and FEMA initiatives. In the future, establishing the first Data Resource Center Of America through Private Equity Firms, that invest through the Fund and/or may establish investment vehicles that invest on a pari-passu basis with the Fund

INVESTMENT MANAGEMENT AGREEMENT / INDEMNIFICATION

The Investment Management Agreement once in effect will remain in effect until May 31, of each year, and will automatically renew from year to year thereafter.

The Investment Management Agreement provides that with arbitration, to the fullest extent permitted by law, the Fund will indemnify and hold harmless each Indemnified Party from and against any and all Indemnified Losses suffered or sustained by such Indemnified Party by reason of any act, omission or alleged act or omission arising out of, related to; or in connection with the Fund or the Investment Management Agreement, or any and all claims, demands, actions, suits or proceedings (civil, criminal, or administrative.)

Notwithstanding any of the foregoing to the contrary, the provisions of the Investment Management Agreement will not be construed so as to provide for the exculpation or indemnification of any Indemnified Party for any liability (including, without limitation, liability under U.S. federal securities laws which, under certain circumstances, impose liability even on persons that act in good faith), to the extent (but only to the extent) that such liability may not be waived, modified or limited under applicable law, but will be construed so as to effectuate such provisions to the fullest extent permitted by law.



THE BOARD OF DIRECTORS

SOURCEMO USA Inc. - Investment Manager

In the board of directors, SourceMo USA, the investment manager is a Texas Non Profit 501(c)(3). It allows contributors to receive up to 60% of their AGI as a Tax deduction. Our committee has determined that promoting the education of the Digital Dollar and action of using renewable energy, is necessary and important towards the future goals of America. Our commitment is to see this through and let it stand the test of time.

Michelle Mckeon - Administrative Director

Consulting and logistics expert specializing in network configuration, has joined SourceMo team to oversee growth and development. She is responsible for the development of Daisy AI Project.

SOURCEMO Inc.

John Simpson - Vice President Of Sales

Mr. Simpson began his early business career on Wall Street in Mergers and Acquisitions (M&A), before moving into commercial real estate. He has worked on projects in New York, Arizona, and Mexico. As a previous co-owner of an online marketing firm that rode the hyper-growth wave during the famous dotcom era, he appreciates being in the right place at the right time; which is where he believes SourceMo USA is right now.

Ancil Sparks - Chief Financial Officer (CFO)

Mr. Sparks joined SourceMo USA in 2022, as Investor Relations and Cyber Security, a role in which he oversees all finance and accounting across the firm's various fund strategies. He previously served and retired as a Special Agent of the FBI to establish www.coachforsuccess.com.

Dave Rhodes.- Chief Technical Officer (CTO)

Dave Rhodes, with a vast experience in engineering, renewable energy development, mass communications, and online publications; he currently is following his passion pursuing several projects in the crypto space, banking, business consulting and more.

Shalen Batt - Director of Information Technology

Shalen Batt brings to the table a vast diverse experience of over 12 years in turnkey web and software management, design and implementation of I.T. solutions both hardware and software. Shalin ensures that I.T. designs and implementations align with long-term customer centric objectives of the company and company profitability.

**Bitvest Mining - Bitcoin Digital Mining Pool Management**

Since 2013 this private enterprise has achieved Bitcoin mining success with renewable energy and maximum rewards. They currently manage our Bitcoin Blockchain here in the U.S.A. They also coordinate the best prices of our equipment, since they have a 10 year relationship with providers that is still going strong.

Robert Stills - Controller

With a Masters in Business Administration, Jeff is well equipped to handle the checks and balances of monthly expenditures. His duties include correspondence with third party consultants.

Tal Sela- National Sales Manager

University of Miami graduate, highly motivated professional in Green Technology, has been licensed in Real Estate and securities along with business acquisition. His experience will allow him to perpetuate the interest and success of his position.

Porter Eugene (Hydrogene) - Consultant & Advisor

Porter has worked with Governor Arnold Schwarzenegger to initiate the Altasea program. Altasea at the port of Los Angeles is dedicated to the acceleration of scientific collaboration, advancing an emerging blue economy through business innovation and job creation and inspiring the next generation. All for a more sustainable ,just and equitable world



CERTAIN RISK FACTORS

Legal and Regulatory Environment for Private Investment Funds and their Managers Systematic risk, recourse to fund assets, dependence on counterparts or service providers.

SYSTEMIC RISK

Systemic risk is the risk of broad financial system stress or collapse triggered by the default of one or more financial institutions, which results in a series of defaults by other interdependent financial institutions.

RECOURSE TO THE FUND'S ASSETS

The Fund's assets, including any investments made by the Fund and any capital held by the Fund, are available to satisfy all liabilities and other obligations of the Fund, including any historical liabilities of the Fund existing prior to the commencement of the Fund's Bitcoin investment strategy. If the Fund becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to the Fund's assets generally and may not be limited to any particular asset, such as the investment giving rise to the liability.

DEPENDENCE ON COUNTER PARTS AND SERVICE PROVIDERS

The Fund is also dependent upon its counter parts (including Bitcoin custodians, wallet providers and exchanges) and the businesses that are not controlled by the Investment Manager that provide services to the Fund ("Service Providers"). Errors are inherent in the business and operations of any business, and although the Investment Manager will adopt measures to prevent and detect errors by and misconduct of, counterparts and Service Providers, and transact with counterparts and Service Providers it believes to be reliable.

PAYMENT OF DIVIDEND PROCEEDS TO SHARE HOLDERS

We believe that the SourceMo Celebrity Mining Systems will generate and promote the Digital Dollar along with Digital Mining and renewable energy. The one individual Investor ship of 200 shares, is active under one Fund and creates an info-structure supporting the large continuous demand and global market for Bitcoin, which is now characterized by supply and demand constraints that generally are not present in the markets for commodities or other assets such as gold and silver. The Bitcoin Network's mathematical protocols under which Bitcoin are created or "mined" permit the creation of a limited, predetermined number of Bitcoin not expected to exceed 21 million. Therefore should our fund meet its financial models and achieve all its objectives, our flagship foundation and products will always be in demand.



BITCOIN TAX IMPLICATIONS

On March 25, 2014, a notice regarding the U.S. Federal tax implications of transactions in, or transactions that use, virtual currency (the "Notice"). According to the notice, virtual currency is treated as property, not currency, for U.S. Federal tax purposes, and "general" tax principles applicable to property transactions apply to transactions using virtual currency." In part, the Notice provides that the character of gain or loss from the sale or exchange of virtual currency depends on whether the virtual currency is a capital asset in the hands of the taxpayer. Accordingly, in the U.S., certain transactions in virtual currency are taxable events and subject to information reporting to the U.S. Federal tax Service to the same extent as any other payment made in property.

Pursuant to the Administration Agreement, the Investment Manager is responsible, under the overall supervision of the operation for certain matters pertaining to the day- to-day administration of the Fund including, but not limited to: (a) maintaining books and records related to the Fund's cash reconciliations and the portfolio transactions; (b) preparation of financial statements and other reports for the Fund; (c) calculating the net asset value of the Fund (in accordance with the Investment Manager's valuation policies and procedures) ; (d) preparing certain reports to members; (e) calculating fees payable or allowable to the Investment Manager (as applicable); (f) reviewing Subscription Documents and requests and performing various other transfer agency and investor services; and (g) performing certain other administrative and clerical services in connection with the administration of the Fund.

The fees payable to the "Investment Manager", "The Fund" will be based on the schedule of completion: Upon completion of each Individual "Investor ship", supporting, One million Dollars, (\$2,000,000.) and (200) Two Hundred Shares, at Five Thousand dollars (\$5,000.) each, consequently sixty eight (68) or Seventeen percent (17%) of the 200 shares shall be assigned to the Investment Management Group Agreement as detailed in the Memorandum.

TARGET OVERALL RETURN

The Fund's objective is to produce an overall return to Members. Subject to performance of the Fund and after paying all Fund Expenses, including the Management Fee, the Loan Servicing Fee, and the other fees and amounts payable to the Manager, Affiliates, and other third parties as further described in this PPM, the Members may receive on an annual basis, and a portion of the Excess Distributable Cash, as apportioned between the Members and the Manager, Sourcemo capital, and as further apportioned among the Members according to their class of Shares and their respective Ownership Interests. Should the Fund meet its financial models and achieve its objectives, these Distributions would equate to an overall return for the Members. However, an investment in the Fund is inherently speculative and no specific return on Investor Capital or even return of Investor Capital can be promised or guaranteed.



TAX CLASSIFICATION OF THE FUND

In each Inventorship, The Fund intends at no time to have more than (99) members (within the meaning of Regulations Section 1.7704-1(h)) and to operate as a partnership for Federal tax purposes that is not a publicly traded partnership taxable as a corporation. If it were determined that the Fund should be taxable as a corporation for Federal tax purposes (as a result of changes in the Code, the Regulations or judicial interpretations thereof, a material adverse change in facts, or otherwise), it would be treated as a "passive foreign investment company" and may be treated as a "controlled foreign corporation", which can result in certain adverse tax consequences to some members. In addition, the Fund would be subject to U.S. income and branch profits tax on its income and gain, if any, which is effectively connected with a U.S. trade or business, in addition to U.S. withholding taxes on the Fund generally is not itself subject to Federal income tax. (see, however, "Tax Elections; Returns; Tax Audits" below).

The Fund files an annual partnership information return with the Service which reports the results of operations. Each Shareholder is required to report separately on its income tax return its distributive Share of the Fund's net long-term capital gain or loss, net short-term capital gain or loss and other items of ordinary income or loss. Each Shareholder is taxed on its distributive Share of the Fund's taxable income. As a result, a Shareholder may have a tax liability for any Year with respect to income from the Fund.

Generally, the gains and losses realized by an investor on the sale of capital assets are capital gains and losses. As noted earlier, the Notice issued by the Service provides that a virtual currency, such as Bitcoin, is treated as property, not currency, for U.S. federal income tax purposes, and that general tax principles applicable to property transactions apply to transactions using Bitcoin. As such, the Fund intends to treat Bitcoin as capital assets for U.S. federal income tax purposes, including for tax reporting purposes.

Capital gains and losses recognized by the Fund may be long-term or short-term depending, in general, upon the length of time the Fund maintains a particular investment position and, in some cases, upon the nature of the transaction. Property held for more than one year generally will be eligible for long-term capital gain or loss treatment. The Fund may also realize ordinary income and losses with respect to its transactions.

The income tax rate for corporations is 21%. Capital losses of a corporate taxpayer maybe offset only against capital gains, but unused capital losses may be carried back three years (subject to certain limitations) and carried forward five years.

The maximum tax rate for ordinary income for individuals is scheduled to increase to 39.6% in 2026.



COMPANY ACT REGULATION

The Fund will comply with Section 3(c)(1) or 3(c)(7) of the Company Act.

ANTI MONEY LAUNDERING REGULATIONS

Identity Verification: In order to comply with laws and regulations aimed at the prevention of money laundering and terrorist financing, the Fund is required to adopt and maintain anti-money laundering procedures and, accordingly, the Fund, or the Administrator on the Fund's behalf, may require subscribers to provide evidence to verify their identity, the identity of their beneficial owners and controllers (where applicable), and the source of funds. The Fund, and the Administrator on the Fund's behalf, may request such information as necessary to verify the identity of any Share holder; (including any subscriber or a transferee) and the identity of their beneficial owners and controllers (where applicable). Where the circumstances permit, the Fund, or the Administrator on the Fund's behalf, may be satisfied that full due diligence may not be required at subscription where a relevant exemption applies under applicable law. However, detailed verification information may be required prior to the payment of any proceeds from or any transfer of an interest in Shares.

CAPITAL STRUCTURE OF THE FUND

The Fund or any SPV(s) of the Fund may choose to borrow money from time to time from one or more senior lenders and may pledge one or more Fund Assets as collateral for any such borrowing. The Operating Agreement grants the Manager significant latitude and discretion in its ability to use Credit Facilities in the operation of the Fund.

AUTHORIZED CAPITAL OF SHARES

For Two Hundred Shares (200) for Five Thousand Dollars Each (\$5000). The Fund has an authorized capital of One Million Dollars (\$1,000,000). One Individual Investor ship for (\$1,000,000) One Million Dollars and/or (200) Four hundred Shares at (\$5,000) Five Thousand Dollars each will complete our funding allocation.

RIGHTS OF SHAREHOLDERS

All Shareholders are entitled to the benefits of the Private placement memorandum and are bound by and are deemed to have notice of the provisions of the agreement. The liability of the Shareholders is limited. The Shareholders will not be liable for any debt, obligation or default of the Fund beyond their interest in the fund.

The Articles of Association have been drafted in broad and flexible terms to allow the Directors the authority, in their discretion, to determine a number of issues, including, without limitation, whether or not to charge subscription fees, generally or in any particular case. In approving the offering of Shares on the terms set out in this Memorandum, the Directors have exercised a number of these discretion's in accordance with the Articles of Association.

Each subscriber for Shares will be required to acknowledge and agree that the terms of this offering of Shares and the rights attaching to the Shares, as set forth in this Memorandum and in the applicable Subscription Agreement, can be varied in accordance with the provisions of the Articles of Association.



DIVIDENDS

Dividends will be paid to each Shareholder. To the extent that a dividend maybe declared, it will be paid in compliance with any applicable laws, electronically or by check.

LEGAL COUNSEL

Each Legal Counsel's representation of the Fund is limited to specific matters as to which they have been consulted by the Fund. There may exist other matters that could have a bearing on the Fund as to which a Legal Counsel has not been consulted. In connection with the preparation of this Memorandum, SRZ is responsible only for matters of United States law and does not accept responsibility in relation to any other matters referred to or disclosed in this Memorandum,

SUITABILITY REQUIREMENTS

Share holders must meet the suitability requirements set forth in the section of this Memorandum entitled, "Suitability Requirements". Each prospective Share holder generally must be either a non-U.S. Person or a U.S. Person and must meet other suitability requirements described herein and in the Subscription Agreement.

The term "U.S. Person" means a person described in one or more of the following paragraphs:

1. With respect to any person, any individual or entity that would be a U.S. Person under Regulation S promulgated under the Securities Act.
2. With respect to individuals, any U.S. citizen or "resident alien" within the meaning of

U.S.. income tax laws as in effect from time to time. Currently, the term "resident alien" is defined under U.S. income tax laws to generally include any individual who (i) holds an Alien Registration Card(a " green card") issued by the U. S. Immigration and Naturalization Service or (ii) meets a "substantial presence" test. The "substantial presence" test is generally met with respect to any current calendar year if (a) The individual was present in the U.S. on at least 31 days during such year and (b) the sum of the number of days on which such individual was present in the U.S. during the current year, 1/3 of the number of such days during the first preceding year, and 1/6 of the number of such days during the second preceding year, equals or exceeds 183 days.

WITH RESPECT TO PERSONS OTHER THAN INDIVIDUALS

A corporation or partnership created or organized in the United States or under the laws of the United States or any state:

A trust where (a) a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. Persons have the authority to control all substantial decisions of the trust; and An estate which is subject to U.S. tax on its worldwide income from all sources.



The Offering commences on the date of this Memorandum and will expire on the Offering Termination Date. Subscription amounts received from prospective members will be deposited into the Company's operating bank account. The Company retains the absolute right to terminate the Offering at any time if the Company determines that the continued offering of the Common Shares is not desirable. If the Offering is so terminated, any funds raised will be returned to prospective members together with any interest earned thereon, net of any bank fees. This written communication is not intended to be issued as a "reliance opinion" or a "marketed opinion," as defined under Section 10.35 of Circular 230, to avoid any of the penalties that could be assessed under the Internal Revenue Code of 1986, as amended (the "Code") or its applicable treasury regulations.

Accordingly: (a) any information contained herein cannot be relied upon for purposes of avoiding any of the penalties imposed by the Code or its applicable treasury regulations; (b) this written communication has been written to support the promotion or marketing of the transaction(s) or matter(s) addressed by this written communication; and (c) each prospective investor should seek advice based on the prospective investor's particular circumstances from an independent advisor. To the extent that this written communication does present any tax arrangement, plan and/or strategy, it is further understood by all recipients that the confidentiality of the tax aspects of this written communication cannot be limited or restricted by the sender regarding the distribution of this document by the recipient.

USE OF PROCEEDS

- **Mining Equipment:** Acquisition and maintenance of high-performance mining hardware.
- **Franchise Development:** Expansion and support for new franchise locations.
- **Hosting Services:** Infrastructure and data center costs to support mining operations.
- **Marketing and Conventions:** Promoting the brand through events and industry conventions.
- **Insurance:** Coverage for assets, operations, and business liabilities.
- **Media Promotions:** Advertising and public relations campaigns to increase brand visibility.
- **Blockchain Management:** Tools and services for overseeing blockchain operations and mining efficiency.
- **Travel Expenses:** Costs associated with business travel for operational or promotional purposes.
- **Miscellaneous Expenses:** Other essential costs related to ongoing operations and growth.
- **Commissions:** Payments to affiliates, partners, or sales teams.
- **Legal Expenses:** Fees for legal services, including contract review, compliance, and other necessary legal support.
- **Trademark Filing Costs:** Expenses for registering and protecting trademarks.
- **Franchise Consultancy Fees:** Fees for expert advice on franchise development and operations.
- **IT and Web Development Costs:** Expenses related to the design, development, and maintenance of websites and online infrastructure.

The management assures that at no time shall the use of proceeds be over twenty five percent of the initial derived revenue.