

Letter of Intent (LOI)

IotaOrigin UG – Im Mediapark 5 – 50670 Köln



Date: September 11, 2025

Subject: Letter of Intent for Structuring Tokenized Bond Issuances and Critical Mineral Investment Platform

Dear Sir or Madam,

This Letter of Intent ("LOI") outlines the preliminary understanding between IotaOrigin UG (haftungsbeschränkt) incorporated and registered in Germany, Cologne district court with company number HRB 105291 ("Platform") and [REDACTED] Incorporated and registered in Switzerland under [REDACTED] ("Advisor"), regarding the structuring and facilitation of tokenized bond issuances and innovative investment instruments through the Platform's tokenization framework, BlackFrog.

The purpose of this cooperation is to jointly design and implement sustainable and transparent financing solutions for critical mineral projects and related ESG instruments, leveraging [REDACTED] structuring expertise and BlackFrog's regulated finance infrastructure.

Intent and Scope

BlackFrog (IotaOrigin UG) seeks to engage [REDACTED] led by [REDACTED] to structure and facilitate tokenized bond issuances via the BlackFrog platform. With [REDACTED] expertise in sustainable finance advisory, debt structuring, and blended finance strategies for multilateral development institutions and UN agencies, the collaboration aims to develop compliant, scalable investment instruments that channel capital into critical mineral and sustainable resource projects.

The cooperation will focus on:

1. **Facilitation of Institutional Investment**

Structuring an investment of approximately **USD 100 million** with the KfW subsidiary as issuer, ensuring a compliant and transparent Green Bond framework to finance critical mineral supply and sustainable infrastructure in D.R Congo.

2. **Cobalt Certificates**

Designing and implementing **Cobalt Certificates**, modeled after CO₂ certificates, enabling companies importing cobalt to offset their obligations in line with international supply chain regulations.

3. **UNDP Istanbul Regional Hub Collaboration**

Supporting the UNDP's work on addressing opaque mineral supply chains that hinder economic independence in Central Asia. This includes implementing the BlackFrog investment platform specifically for **Kazakhstan**, creating transparent, investable channels for critical minerals financing.

Effective Date and Termination

This Letter of Intent shall take effect on the date of the last signature by the parties ("Effective Date") and shall remain in force until it is terminated by either party.

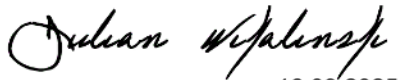
Either party may terminate this LOI at any time by providing written notice to the other party. Termination shall be effective upon receipt of such notice, unless otherwise agreed in writing. Termination of this LOI shall not affect any provisions that are expressly stated to survive termination (e.g., confidentiality, exclusivity, or governing law).

Confidentiality

All terms outlined in this Letter of Intent (LOI) are strictly confidential and intended solely for discussion purposes between the Platform and the Recipient. This LOI is non-binding and does not constitute a formal contract or commitment. Information contained herein may only be shared with third parties in accordance with the purpose of evaluating the potential transaction contemplated by this LOI.

Signed by Julian Wikalinski
for and on behalf of
IotaOrigin UG
(haftungsbeschränkt)

Signed by [REDACTED]
for and on behalf of
[REDACTED]

DocuSigned by:

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Managed by:
[REDACTED]
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CEO