

Disclaimer

ONLY PERSONS OF ADEQUATE FINANCIAL MEANS WHO HAVE NO NEED FOR PRESENT LIQUIDITY WITH RESPECT TO THIS PURCHASE SHOULD CONSIDER PURCHASING TOKENS AS SET FORTH IN THE TOKEN PRE-ORDER AGREEMENT

ANY AND ALL CONTRIBUTIONS MUST BE MADE BY THE CONTRIBUTOR FOR THEIR OWN ACCOUNT OR FOR THE CORPORATION/TRUST THAT THEY REPRESENT.

Risk Factors

A Metabase Token pre-order involves a high degree of risk. You should consider carefully the risks described below, together with all of the other information contained in:

The Metabase Token Pre-Order Agreement

The Metabase Token Sale Economics Document

The Technical White Paper;

before making a pre-order decision.

START-UP RISKS

Financial and operating risks confronting blockchain startups are significant. The Company is not immune to these.

The startup market in which the Company competes is highly competitive and the percentage of companies that survive and prosper is small.

Startups often experience unexpected problems in the areas of product development, marketing, financing, commercial relationships, intellectual property ownership and general management, among others, which frequently cannot be solved.

In addition, startups may require substantial amounts of financing, which may not be available through institutional private placements, the public markets or otherwise.

As a result of these or other unforeseen risks which the Company faces as a blockchain start-up company, it may be forced to cease operations or take

actions that result in a wind up or dissolution of the Company. **In such circumstances, no tokens will ever be issued and the Network Contributor will lose all amounts paid.**

COMPETITION RISKS

The cryptocurrency and blockchain platform ecosystem is large, highly competitive, and subject to rapidly evolving technology.

The Company will face competition from a broad spectrum of technology providers, from large established vendors to smaller and more specialized companies.

We also expect the Company to face competition from other blockchain platforms, many of which have already launched their networks, while others may develop and compete with the Company in the future.

It is possible that the competition proves to be too much for the Company and it may be forced to cease operations or take actions that result in a wind up or dissolution of the Company. **In such circumstances, no tokens will ever be issued and the Network Contributor will lose all amounts paid.**

NETWORK DEVELOPMENT RISKS

The Metabase Network has not yet been developed by the Company and will require significant capital funding, expertise of the Company's management, time and effort in order to develop and successfully launch a viable Metabase Network and subsequently build a comprehensive network upon which users can realize utility and value.

Failure to develop a Minimum Viable Product

It is possible that the Company may never successfully develop, market and launch a Minimum Viable Product. In such circumstances a Network Launch will not occur, there will be no operational Tokens or Network and the Network Contributor will lose all amounts paid.

Failure of Metabase Tokens and/or the Metabase Network to meet certain specifications

The Company may have to make changes to the specifications of the Metabase Network or Tokens for any number of legitimate reasons.

Therefore, even if the Metabase Network and Tokens are developed and maintained, they may not meet Network Contributor expectations or the specifications set out in the Technical White Paper at the time of release.

Risk of Network Malfunction and/or Maintenance Failure

Despite good faith efforts to develop and launch the Metabase Network and subsequently to develop and maintain the Metabase Network, it is possible that the Metabase Network will experience malfunctions or otherwise fail to

be adequately maintained, which may negatively impact the Metabase Network and Tokens.

Failure to obtain necessary Skills and Expertise

While the Company has sought to retain and continue to competitively recruit experts, there is a general scarcity of management, technical, scientific, research and marketing personnel with appropriate training to develop and maintain Metabase and the Metabase Network.

The Company may not have or may not be able to obtain the technical skills and expertise needed to successfully develop the Metabase Network and progress it to a successful Network Launch. **In such circumstances, the Network will not launch, no tokens will be released and the Network Contributor will lose all amounts paid.**

Insufficient User Demand

If the Company is not successful in its efforts to demonstrate to users the utility and value of the Metabase Network, there may not be sufficient demand for the Tokens for the Company to proceed with the Network Launch. **In such circumstances, the Network will not launch, no tokens will be released and the Network Contributor will lose all amounts paid.**

LIMITED USER/LOW NETWORK ADOPTION RISK

The Metabase Network may not be widely adopted and may have limited users.

It is possible that the Metabase Network will not be used by a large number of individuals, companies and other entities or that there will be limited public interest in the creation and development of distributed ecosystems (such as the Metabase Network) more generally or the distributed applications to be used on the Metabase Network. Such a lack of use or interest could negatively impact the development of the Metabase Network and therefore the potential utility of Tokens.

Alternative networks may be established that compete with or are more widely used than the Metabase Network.

It also is possible that alternative networks could be established that utilize the same or similar open source code and protocol underlying the Metabase Network and attempt to facilitate services that are materially similar to the Metabase Network's services. The Metabase Network may compete with these alternative networks, which could negatively impact the Metabase Network and the Tokens.

OPEN SOURCE PROTOCOL RISKS

The Metabase Network will operate based on an open-source protocol maintained by the Company and other contributors. The Metabase Network will not be represented, maintained or monitored by an official organization or authority and the Company will have only limited control over the Metabase Network once it is launched. This means that the Metabase Network will be susceptible to developments by users or contributors which could damage the Metabase Network and the Company's reputation and could affect the utilization of the Metabase Network and the Tokens.

The open-source nature of the Metabase Network protocol also means that it may be difficult for the Company or contributors to maintain or develop the Metabase Network and the Company may not have adequate resources to address emerging issues or malicious programs that develop within the Metabase Network adequately or in a timely manner.

Malicious third parties

Third parties not affiliated with the Company may introduce weaknesses or bugs into the core infrastructure elements of the Metabase Network and open-source code which may negatively impact the Metabase Network. Such events may result in a loss of trust in the security and operation of the Metabase Network and a decline in user activity and could negatively impact the utility of the Tokens.

The Metabase Network may also be the target of malicious cyber attacks or may contain exploitable flaws in its underlying code, which may result in security breaches and the loss or theft of Tokens. For example, if Metabase and the Metabase Network are subject to unknown or known security attacks (such as double-spend attacks, 51% attacks, or other malicious attacks), this may materially and adversely affect the Metabase Network. If the Metabase Network's security is compromised or if the Metabase Network is subjected to attacks that frustrate or thwart our users' ability to access the Metabase Network, their Tokens or the Metabase Network products and services, users may cut back on or stop using the Metabase Network altogether, which could seriously curtail the utility of the Tokens.

REGULATORY RISKS

The regulatory regime governing blockchain technologies, cryptocurrencies, tokens and blockchain networks such as the Metabase Network and Metabase Tokens is uncertain, and new regulations or policies may materially adversely affect the development of the Metabase Network and the utility of the Tokens.

In particular, Hong Kong, in which the Company is registered may in the

future adopt laws, regulations, guidance, or other actions, which may severely impact the development and growth of the Metabase Network and the adoption and utility of Metabase Tokens.

Various foreign jurisdictions may also, in the near future, adopt laws, regulations or directives that affect the Metabase Network and the Company's business.

Failure by the Company or certain users of the Metabase Network to comply with any laws, rules and regulations, some of which may not yet exist or which are subject to interpretation and/or may be amended, could result in a variety of adverse consequences, including civil penalties and fines.

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 Metabase Network and the adoption and utility of the Tokens.

For example, to the extent that a domestic government or quasi-governmental agency exerts regulatory authority over a blockchain networks and/or assets, the Metabase Network and the Tokens may be materially and adversely affected.

SECURITY CLASSIFICATION RISK

If Metabase Tokens were deemed to be securities under Hong Kong securities laws then, prior to the issuance of Metabase Tokens, we may be required to register to such issuances as securities.

The registration of Metabase Tokens as securities would result in significant delay in the issuance of Metabase Tokens and would require us to incur substantial additional expense and will be a laborious and expensive process which could undermine the entire Metabase Network.

SECURITY RISKS

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

There are a number of 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 Metabase Network's reputation, erode user confidence in the effectiveness of its security measures, negatively impact its ability to attract new users, or cause existing users to stop using the Metabase Network.

RISKS RELATED TO BLOCKCHAIN TECHNOLOGY

The further development and acceptance of blockchain networks, including the Metabase Network, which are part of a new and rapidly changing industry, 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 Metabase Network and the Metabase Tokens.

The growth of the blockchain industry in general, as well as the blockchain networks with which the Metabase Network will rely and interact, 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, and other blockchain technologies;

Government and quasi-government regulation of Bitcoin, and other blockchain assets and their use, or restrictions on or regulation of access to and operation of blockchain networks or similar systems;

The maintenance and development of the open-source software protocol of the Bitcoin 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; or a decline in the popularity or acceptance of Bitcoin or other blockchain-based tokens

Furthermore, the Metabase Network structural foundation, the open-source protocol, the software application and other interfaces or applications built upon the Metabase Network are still in an early development stage and are unproven, and there can be no assurances that the Metabase Network and the creating, transfer or storage of the Tokens will be uninterrupted or fully secure **which may result in a complete loss of users' Tokens** or an unwillingness of users to access, adopt and utilize the Metabase Network.

LOSS OF KEYS RISK

The Metabase Pre-orders and later, the Metabase Tokens themselves will be held in the Network Contributors digital wallet or vault, which requires a private key, or a combination of private keys, for access. Accordingly, loss of requisite private key(s) associated with the Network Contributors digital wallet or vault storing the Metabase Tokens will result in loss of such Tokens, access to the Token balance and/or any initial balances in blockchains created by third parties.

Moreover, any third party that gains access to such private key(s), including by gaining access to login credentials of a hosted wallet or vault service which the Network Contributor uses, may be able to misappropriate the Tokens. The Company will not be responsible for any such losses.

PRICE VOLATILITY RISKS

Pursuant to a successful Network Launch, Metabase Tokens will be released to Network Contributors. As utility tokens on a blockchain network, the Tokens will be vulnerable to the same price volatility risks as other blockchain and digital assets.

The prices of blockchain assets such as Bitcoin have historically been subject to dramatic fluctuations and are highly volatile. Fluctuations in the price of digital assets could materially and adversely affect our business.

Historic and current volatility of other Blockchain assets also suggests that the market price of the Metabase Tokens might be highly volatile. Several factors may influence the market price of the Tokens, including, but not limited to:

Global blockchain asset supply;

Global blockchain asset demand, which can be influenced, amongst others, 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 Metabase Network;

Changes in the rights, obligations, incentives, or rewards for the various participants in the Metabase Network;

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 Tokens may be traded and liquidity on such exchanges;

Interruptions in service from or failures of major blockchain asset exchanges on which the Tokens may be traded;

Investment and trading activities of large purchasers, including private and registered funds, that may directly or indirectly invest in the Metabase Network or 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 Tokens;

The maintenance and development of the open-source software protocol of the Metabase Network;

Global or regional political, economic or financial events and situations;
or

Expectations among Metabase Network or other blockchain assets participants that the value of the Tokens or other blockchain assets will soon change.

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

LIQUIDITY RISK

The Metabase Token Pre-Order Agreements are personal as between the Company and the Network Contributor and may not be transferred. As a result, Network Contributors will be required to hold their Agreement until the Network Launch and the delivery of all of the Tokens.

Consequently, Network Contributors must be prepared to bear the risk of a pre-order and will only realise value in the form of utility if and once the Metabase Network is successfully launched.

LITIGATION RISKS

From time to time, the Company may be involved in legal proceedings. The Company may also become the target of patent infringement suits, typically brought by so-called non-practicing entities (as known as patent trolls).

The results of such legal proceedings and claims cannot be predicted with certainty, and regardless of the outcome, legal proceedings could have an adverse impact on the Company's business or the development of the Metabase Network.

TAX RISKS

The tax treatment of Tokens is uncertain and there may be adverse tax consequences for Network Contributors, including withholding taxes, income taxes and tax reporting requirements. Each Network Contributor must seek its own tax advice in connection with its Metabase pre-order.

NO SECONDARY MARKET RISK

A secondary market for the Metabase Tokens may never develop and the Network Contributor may be unable to sell or otherwise transact in the Metabase Tokens at any time, or for the price the Network Contributor paid. The Tokens may have no resale or other market value and the Tokens may never be liquid or transferable.

Tax Disclosures

Tax Treatment of Token Pre-Order Agreement

The Company intends to treat the execution of the Token Pre-Order Agreement as the execution of a contract for the purchase of Tokens, to be delivered to an Investor upon Network Launch, as more fully described in the Token Pre-Order Agreement.

The Token Pre-Order Agreement will not constitute either an equity or debt interest in the Company.

Treatment of Token Sale

Upon Network Launch, the Company shall issue Tokens to each holder of a Token Pre-Order Agreement pursuant to the terms of the applicable Token Pre-Order Agreement. The issuance of Tokens to a purchaser under a

Token Pre-Order Agreement will be treated as a taxable sale of property by the Company to the purchaser.

PRE-ORDER AND RECEIPT OF METABASE TOKENS MAY HAVE TAX CONSEQUENCES FOR PURCHASERS. PURCHASERS ARE SOLELY RESPONSIBLE FOR COMPLIANCE WITH ITS TAX OBLIGATIONS AND THE COMPANY BEARS NO LIABILITY OR RESPONSIBILITY WITH RESPECT TO ANY TAX OBLIGATIONS OF OR TAX CONSEQUENCES FOR PARTICIPANTS. PURCHASERS MUST CONSULT WITH THEIR OWN PROFESSIONAL TAX ADVISORS REGARDING A PROSPECTIVE PURCHASE.