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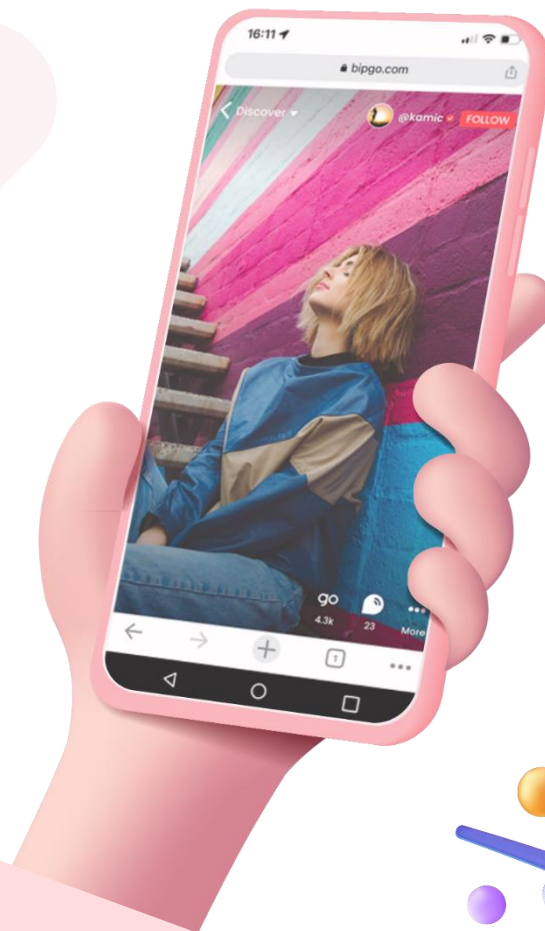
Token Private Sale

Terms and Conditions

May, 2022

SUMMARY

- ◀ **Sale price:** 0.05 USD per BGO
- ◀ **Discount over public price:** 50%
- ◀ **Tokens offered:** 40,000,000 BGO (10% of total supply)
- ◀ **Sale hard cap:** 2,000,000 USD
- ◀ **Minimum purchase amount:** 10,000 USD
- ◀ **Vesting schedule:** 10% on August 15th 2022 and 5% monthly from September 15th 2022 to February 15th 2024



PREAMBLE

1. These Token Sale Terms and Conditions (the “**Terms**”) have been prepared by Bipgo Operations OÜ solely for use by prospective purchasers to whom Bipgo Operations OÜ is offering (the “**Offering**”) the opportunity to purchase the right to acquire in the future, pursuant to a Simple Agreement for Future Tokens (the “**SAFT**”), utility tokens to be used in Bipgo’s platform (the “**Bipgo Platform**”). Unless the context requires otherwise, in this Terms the terms “Bipgo”, “we”, “us” and “our” refer to Bipgo Operations OÜ, an Estonian corporation, and its subsidiaries, and all dollar (\$) amounts set forth herein refer to United States dollars.
2. The Offering has not been registered or qualified under the securities laws of any jurisdiction anywhere in the world. It is being offered and sold only in jurisdictions where such registration or qualification is not required, including pursuant to applicable exemptions that generally limit the purchasers who are eligible to purchase a SAFT and that restrict its resale. To the best knowledge of Bipgo, the Offering presumes a simple sale of future digital utility assets called Bipgo tokens (the “**Tokens**” or “**BGO Tokens**”), whereby Bipgo becomes bound to the Purchasers thereof solely to the extent of being obliged to provide the product and/or a service called Bipgo Platform in a reasonably foreseeable future. This Offering may be governed by consumer protection laws in jurisdictions where such regulation is applicable.

3. This Terms does not constitute an offer to sell, or a solicitation of an offer to buy, a SAFT or BGO Tokens in any jurisdiction in which it is unlawful to make such an offer or solicitation. Neither the U.S. Securities and Exchange Commission nor any other federal, state or foreign regulatory authority has approved the purchase of the SAFTs or the BGO Tokens. Furthermore, no such authority has confirmed the accuracy or determined the adequacy of this Terms. Any representation to the contrary is a criminal offense.
4. Bipgo provides purchasers with an opportunity acquire a right to hold future BGO tokens pursuant to a SAFT agreed to by Bipgo and a purchaser.
5. Each Purchaser:
 - (i) if in the United States, or a U.S. Person (as defined in Regulations under U.S. Securities Act of 1933, as amended (the "Securities Act")), must verify if the requirement of being an accredited investor (as defined in Regulation D under the Securities Act) is applicable thereto in view of the SAFTs and must be eligible to purchase SAFTs and BGO tokens under applicable law, otherwise abstain from participating in current Offering, or
 - (ii) if outside of the United States, must be a non-U.S. Person who is not purchasing for the account or benefit of a U.S. Person (as defined under Regulation S under the Securities Act) and who is eligible to purchase SAFTs and BGO tokens under the applicable laws of the Purchaser's jurisdiction, and must verify if the requirement of being

an accredited investor in its jurisdiction is applicable thereto in view of the SAFTs, otherwise abstain from participating in current Offering.

6. Bipgo reserves the right to modify these Terms. Prior to purchasing BGO Tokens via SAFTs, a prospective purchaser is required to consult with its own legal, financial, tax, accounting, and other advisors regarding the applicable limitations on purchasers who are eligible to purchase it and that restrict its resale or other transfer; the income and other tax consequences of acquiring, holding and disposing of BGO Tokens; and the other potential consequences of acquiring BGO Tokens.
7. No person has been authorized to make any statement concerning Bipgo or the sale of BGO Tokens discussed herein other than as set forth in this Terms, and any such statements, if made, must not be relied upon.
8. Purchasers are required to make their own investigations and evaluations of the SAFT and the BGO Tokens, including the merits and risks of a purchasing thereof. Prior to any purchase, purchasers have the opportunity to ask questions of and receive answers and additional information from Bipgo concerning these Terms and other relevant matters.
9. SAFT purchase amounts may be denominated in U.S. dollars (\$) or digital assets, such as BUSD, and purchasers may purchase BGO Tokens for any

currency such as U.S. dollars or may exchange BUSD cryptocurrency or any other digital asset for BGO tokens pursuant to the SAFT.

10. Currencies are subject to fluctuation in the rate of exchange and, in the case of digital assets, the exchange valuations. Such fluctuations may have an adverse effect on the price or value of a SAFT or BGO tokens if a purchaser decides to resell BGO tokens at any point in the future. To prevent any speculation of BGO tokens, token purchasers agree to use the BGO Tokens solely on the Bipgo Platform. Bipgo understands that it cannot control the decision of how BGO Tokens holders will use their BGO Tokens once tokens are purchased and the holders come to possess the BGO Tokens, as it will be their property.
11. Certain statements in this Terms constitute “forward-looking information” under applicable laws. Except for statements of historical fact, information contained herein constitutes forward-looking statements, including:
 - (i) the expected development of Bipgo business, projects, and/or joint ventures;
 - (ii) the projected performance of Bipgo;
 - (iii) the execution of Bipgo vision and strategy; and
 - (iv) Bipgo’s ability to launch a functional platform, which includes the related creation and issuance of BGO tokens and the associated economic value thereof.

12. Forward looking statements can also be identified by words such as “can,” “expected,” “will” and other identifiers of non-historical events. Forward-looking statements are provided to allow potential purchasers of the SAFTs the opportunity to understand management’s beliefs and opinions in respect of the future.
13. Bipgo is a startup company with a product in development, and a purchase in SAFTs is inherently risky, to the best knowledge of Bipgo does not constitute investment and/or any known and accepted financial instrument, and is acquired solely for use on Bipgo Platform and constitutes an acquisition of a digital good. Any reference to SAFTs in terms that may be interpreted as an investment and/or any known and/or accepted financial instrument, such as a security for example, is inherently false and must be viewed as untruth and as misleading.
14. Forward looking statements are not guarantees of future performance, and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause actual performance on Bipgo obligations, market projections and startup financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward looking statements. Although forward-looking statements contained herein are based upon what management believes may be reasonable assumptions, forward-looking statements may prove to be inaccurate, as actual results and future events could

differ materially from those anticipated in such statements. Bipgo undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change, except as required by applicable laws.

ABOUT BIPGO

15. Bipgo is a social platform that rewards its users for watching and sharing videos. In Bipgo creators can share exclusive content with their fans by offering them memberships. We redefine the concept of memberships, moving from traditional spending model to a new investment model (based on NFTs).
16. Bipgo has an internal economy developed using blockchain technology. Memberships are Non-Fungible Tokens (NFTs) sold by creators and grant their owners, in addition to access to exclusive content, possibility of obtaining economic benefits.
17. Bipgo platform is designed to optimize engagement, by rewarding users for watching and sharing video-based content (Share-to-Earn model). In this model, creators are rewarded for posting content on the platform, and users for engaging with that content.
18. Unlike other social platforms, Bipgo is welcoming of all creator genres and their content. We consider all content can have an audience interested in

consuming it, for this reason creators are free to express their ideas without restrictions and can publish almost any type of content (there are some restricted content within the platform, such as those that include: hate speech, incitement to violence, racism and copyright violations).

19. Registering with Bipgo is free, as well as watching or interacting with videos posted on the platform. However, to post videos and sell memberships, users must have a Bipper (NFT) and be over 18 years old.

20. Users need a Bipper to be creators on Bipgo. Bippers are NFTs and give users real property right, allowing them to trade it directly with other users. Owning a Bipper not only allows users post content and monetize on Bipgo, but also gives access to an exclusive private network of creators.

ABOUT BIPGO TOKENS

21. Bipgo has its own currency: BGO tokens. BGO is a utility token (cryptocurrency) developed by Bipgo using BEP-20 technology, it works on BNB Smart Chain network and is used to make purchases on the Market and to reward users. Bipgo shares revenue generated with users transparently using smart contracts.

22. When a person buys BGO Tokens it is not acquiring from Bipgo any security, ownership right, stake, share, future revenue, business participation, or other comparable rights in any jurisdiction. Users can

acquire BGO Tokens exclusively to make purchases within Bipgo Platform (Bippers, memberships, advertising, among others).

23.To maintain access to the Bipgo Platform, it may be possible acquire additional BGO tokens directly from Bipgo or from other token holders. It may be possible to exchange BGO tokens with potential interested parties who may express a desire in acquiring thereof for any currency or any digital asset such as BNB on both publicly and privately held digital asset exchange platforms. Bipgo takes no responsibility, makes no warranties or representations as to the authenticity of BGO tokens acquired from other parties than Bipgo.

24.BGO tokens will have a total supply of 400 million tokens, representing its total market capitalization over project life (no additional BGO tokens can be minted).

25.Currently there are BGO tokens distributed among several persons and is active a closed alpha version (web) of Bipgo Platform. We will launch a public alpha version (web) of Bipgo Platform (the “**Minimum Viable Product**”) in which users will be able to earn BGO Tokens for viewing and sharing video-based content.

RISK FACTORS

26. There are numerous risks involved in the development, maintenance and operation of Bipgo Platform, many of which are beyond the control of Bipgo. You are required to consider carefully the risks described herein, in addition to other information publicly available regarding the risks generally associated with digital assets and blockchain technologies, before deciding to use, purchase or hold BGO tokens.

27. BGO tokens and any network with which BGO tokens are interacting, may be subject to malfunction or function in an unexpected or unintended manner. This may be caused by the BGO tokens itself, BNB Smart Chain network, other networks, or a number of other causes, some of which are unforeseeable. Any malfunction or unintended function could result in the complete loss of BGO tokens.

28. Loss of private keys may render BGO tokens worthless. If a private key is lost, destroyed or otherwise compromised and no backup of the private key is accessible, you will not be able to access the blockchain asset associated with the corresponding address, and Bipgo Platform will not be capable of restoring the private key.

29. BGO tokens and BNB Smart Chain are susceptible to attacks. Any successful attacks present a risk to BGO tokens. Because there is a lack of a central regulatory authority and structure and due to the global nature

of digital assets and blockchain technologies, you may have no legal remedies or recourse against Bipgo, other users, holders, purchasers or sellers of BGO tokens, and any other person or entity that may interfere with Bipgo, BGO tokens, or your digital wallet.

30. Digital assets are extremely volatile, and BGO tokens may suffer from such volatility. Further, BGO tokens may be significantly influenced by microeconomic and macroeconomic market factors.

31. BGO tokens are entirely uninsured and any value they may hold at any time may decrease or be eliminated in the future.

32. BGO tokens and the Bipgo Platform, as may be developed, may not meet your expectations. The Bipgo Platform is currently under development and may undergo significant changes over time. Your expectations and market expectations regarding the form and functionality of the product and BGO tokens may not be met. If the Bipgo Platform does not meet market expectations then the value of the BGO tokens could be adversely affected.

33. There is a substantial risk that in numerous jurisdictions, including the United States, BGO tokens may be deemed to be a security. For example, applicable securities laws may limit the ability to hold more than certain amounts of BGO tokens, restrict the ability to transfer BGO tokens, require disclosure or other conditions on you in connection with any sale of BGO tokens, and may restrict the businesses that facilitate exchanges or effect

transfers of your BGO tokens. Every user, purchaser, and holder of BGO token is required to make diligent inquiry into determine if the acquisition, possession and transfer of BGO tokens is legal in its jurisdiction and to comply with all applicable laws.

34.The legal ability to provide BGO tokens and Bipgo Platform in some jurisdictions may be eliminated by future regulation or legal actions. In response to such action, Bipgo may take actions that adversely impact you and the BGO tokens you hold, including:

- (i) ceasing operations or restricting access in certain jurisdictions,
- (ii) adjusting BGO tokens and the Bipgo Platform in a way to comply with applicable rules and regulations, or
- (iii) cease operations entirely.

35.Blockchain technologies may be subject to unfavorable regulatory actions. Blockchain technologies have been the subject of intense scrutiny by various regulatory bodies around the world. The functioning of the BNB Smart Chain network, associated blockchain networks, and BGO tokens may be adversely impacted by regulatory actions, including restrictions or prohibitions on their use, purchase, or possession.

36.The SAFTs may not be transferred. The terms of the SAFT prohibit transfer of the SAFT. As a result, you will be required to hold your SAFT until the delivery of all of the BGO tokens, or the termination of the SAFT pursuant to the provisions set forth therein.

37. The SAFTs provide that, if Bipgo faces a voluntary termination of operations, a general assignment for the benefit of its creditors, or any other liquidation, dissolution or winding up (a "Dissolution Event") before the SAFT terminates, Bipgo will not refund the purchase amount to any purchaser.

38. BGO Tokens may be valueless. It is possible that, BGO tokens will not be used by a large number of individuals and that there will be limited public interest in the creation and development of its functionalities. These or other unforeseen factors may significantly decrease or eliminate any value of BGO tokens. Bipgo does not guarantee any specific value of BGO tokens and cautions purchasers of BGO tokens that there is a significant likelihood their value may vanish.

39. Bipgo Platform may be subject to security weaknesses, hackers and theft. Hackers or other groups or organizations may attempt to interfere with Bipgo Platform and your digital wallet in any number of ways, including denial of service attacks, sybil attacks, spoofing, smurfing, malware attacks, or consensus-based attacks. There is a risk that BGO tokens and the Bipgo Platform and technology infrastructure may include security weaknesses or bugs, which may interfere with the use, or cause the complete loss, of BGO tokens.

40. Advances in cryptography may present risks to cryptocurrencies, digital tokens, BGO tokens, the Bipgo Platform and Bipgo's technology

infrastructure, which may result in the theft or complete loss of BGO tokens.

41. Bipgo is subject to privacy and data security laws. We anticipate that the Bipgo Platform will receive, transmit and store a large volume of personally identifiable information and other sensitive data. Federal, state, and foreign laws regulate the storing, sharing, use, disclosure and protection of such data. Any violations of these laws and regulations may require Bipgo to change its business practices or operational structure, address legal claims, and sustain monetary penalties and other harms to its business.

42. Security breaches or unauthorized access to personal information may also expose BGO tokens to liability related to the loss of the information, time-consuming and expensive litigation, and negative publicity. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until after they are launched against a target, Bipgo may be unable to anticipate, detect, or adequately address them. In addition, certain jurisdictions have laws requiring companies to notify individuals of data security breaches involving their personal data.

43. Bipgo may be required to disclose information about BGO token users, purchasers, and holders. Bipgo may be required by law, subpoena, or court order to disclose personal information received from BGO Token holders to law enforcement, government officials, and other third parties.

Any such disclosure could have an adverse effect on the reputation or valuation of Bipgo.

44. Smart contracts are subject to limitations. Smart contract technology is still in its early stages of development, and its application is experimental in nature. This carries significant operational, technological, regulatory, reputational, and financial risks. Smart contracts may contain flaws, vulnerabilities, or other issues, which may cause technical problems or the complete loss of BGO tokens.

45. From time to time, Bipgo may need additional capital to operate or grow its business. Bipgo's ability to obtain additional capital will depend on investor and lender demand, operating performance, the condition of the capital markets, and other factors. Additional capital may not be available on favorable terms when required, or at all.

46. Alternative platforms may be established that compete with or are more widely used than the Bipgo Platform.

47. Because of the shifting regulatory environment, it is uncertain what tax and accounting treatment or classification BGO tokens will have in various jurisdictions.

HOW TO PURCHASE TOKENS

48.To participate in the Offering, you must register on Bipgo Platform and complete your profile. The payment must be done according to conditions established on the SAFT. Once the payment is validated, you will receive the SAFT signed and your BGO tokens will be transferred to your crypto wallet according to the vesting schedule established on the SAFT.

49.Bipgo reserves the right to require providing for U.S. Persons evidence of accreditation status pursuant to Section 506(c) of the Securities Act standards. This can be satisfied in one of two manners: submitting evidence proving asset worth, or providing the contact information for their lawyer or CPA to attest on such purchaser's behalf. Additionally, purchasers may need to provide entity information such as address and social security number or tax ID number to pass a KYC (Know Your Customer) and AML (Anti Money Laundering) checks.

NOTICES TO PURCHASERS

50.In some jurisdictions purchasers are required to have specific qualifications to purchase BGO tokens. For example, only persons of adequate financial means who have no need for present liquidity should consider purchasing the purchase rights set forth in the SAFT offered hereby because:

- (i) purchasing a SAFT involves a number of significant risks (see “Risk Factors”); and
- (ii) no market exists for the SAFTs or the purchase rights contained therein, and none is likely to develop in the reasonably foreseeable future. This Offering is intended to be a private offering that is exempt from registration under the Securities Act and applicable state securities laws.

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

52. This Offering has not been registered or qualified under the securities laws of any jurisdiction anywhere in the world. It is being offered and sold only in jurisdictions where such registration or qualification is not required, including pursuant to applicable exemptions that generally limit the

purchasers who are eligible to purchase a SAFT and that restrict its resale. The SAFTs may not be offered, sold or otherwise transferred, pledged or hypothecated except as permitted under applicable securities laws.

53. **Notice to residents of the United States:** the offer and sale of the SAFT has not been registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or under the securities laws of certain states and is only be sold to “accredited investors”. The SAFT may not be offered, sold or otherwise transferred, pledged or hypothecated except as permitted under the act and applicable state securities laws pursuant to an effective registration statement or an exemption therefrom.

54. **Notice to residents of China:** the SAFTs are not being, and may not be, offered or sold, directly or indirectly, within the People’s Republic of China (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities and other laws and regulations of the People’s Republic of China. The SAFTs may only be offered or sold to PRC purchasers that are authorized to engage in the purchase of instruments of the type being offered or sold. PRC purchasers are responsible for obtaining all relevant government regulatory approvals/licenses, verification and/or registration themselves, and complying with all relevant PRC regulations, including any relevant foreign exchange and overseas investment regulations.

55. **Notice to residents of the European Economic Area:** in relation to each member state of the European Economic Area which has implemented

the prospectus directive (each, a "relevant member state"), the SAFT and any related documents are being distributed only to, and is directed only at (and any purchase activity to which it relates will be engaged only with): (a) a legal entity that is a qualified investor as defined in the prospectus directive, (b) fewer than 150 natural or legal persons (other than qualified investors as defined in the prospectus directive), subject to obtaining the prior consent of any representative for any such offer; or (c) person the sales to whom would be in any other circumstance falling within article 3(2) of the prospectus directive; provided that no such transaction may result in a requirement for the publication by us of a prospectus pursuant to article 3 of the prospectus directive. The expression "prospectus directive" means directive 2003/71/ec (as amended), including by directive 2010/73/eu, and includes any relevant implementing measure in the relevant member state. This European Economic Area selling restriction is in addition to any other applicable selling restrictions set in this Terms.

56. Notice to residents of the United Kingdom: in the United Kingdom the SAFT is being distributed only to, and is directed only at (and any purchase activity to which it relates will be engaged only with): (i) investment professionals (within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "FPO")); (ii) persons or entities of a kind described in Article 49 of the FPO; (iii) certified sophisticated investors (within the meaning of Article 50(1) of the FPO); and (iv) other persons to whom it may otherwise lawfully be

communicated (all such persons together being referred to as “relevant persons”). Persons who are not relevant persons should not take any action in connection with the SAFT or based upon any documents used in connection therewith. It is a condition of your acquisition of the SAFT that you warrant to Bipgo, its directors, and its officers that you are a relevant person. The SAFT and any documents used in connection therewith have not been approved by any authorized person.

57. **Notice to residents of all other jurisdictions:** no action has been taken to permit the offer, sale, possession or distribution of the SAFT or any related documents in any jurisdiction where action for that purpose is required. You are required to inform yourself about, and to observe any restrictions relating to, the SAFT and any related documents in your jurisdiction.

INCOME TAX CONSIDERATION

58. Purchasing a SAFT and acquiring BGO tokens pursuant thereto may result in adverse tax consequences to purchasers, including withholding taxes, income taxes and tax reporting requirements. Each purchaser should consult with and must rely upon the advice of its own tax advisors with respect to the U.S. and non-U.S. tax treatment of purchasing a SAFT and the rights contained therein.