



TECHCOINS

WHITEPAPER

Contents

- 3 Abstract
- 4 Background
 - Counterparties Cause Inefficiency
 - Lack of Standards Cause Inefficiency
 - High Value Deals are Difficult to Access
- 5 Limited Options for the General Public
 - Lack of Technology to Effect Change
- 6 What is TechCoins?
- 7 Using Blockchain
- 8 How M&A Deals Work
 - Merger
 - Acquisition
- 9 Our Platform
- 10 M&A Platform
- 11 Asset Management Platform
- 12 Investment Manager
 - Investee
 - Investor
 - Exchange
 - Technology
- 13 Our Approach to Trading
- 14 On-Chain, Off-Chain and Oracles
 - On-Chain
 - Off-Chain
 - Oracles
- 15 Token Economics
 - Transaction Volume Growth
 - Collateralization Token
- 16 Token Distribution
- 17 Use of Proceeds
- 18 Corporate and Social Responsibility
- 19 Team
- 20 Legal Disclaimer
 - Investor Warning
- 21 Future Statements

Abstract

The current financial landscape in the world today is designed, such that, the well-connected financial intermediaries, consultants, and financial executives at the top of the ladder disproportionately benefit from the flow of information and access to deals that individuals at the bottom of the ladder are not privy to. Simply put, the highest percentile members of our society tend to have access to important investment information that many others do not.

Most individuals outside of the upper echelons of the financial services industry believe that the system is “rigged” in favor of the top – while this may appear to be true, the ecosystem is not specifically designed to favor certain members of our society. In fact, this perception is largely driven by the lack of technological and process innovation to allow specific financial investments and transactions to be accessible by the mass market. In addition, regulatory hurdles that specify that a certain class of investors are able to participate in exempt securities offerings, create an additional barrier for non-accredited investors. Finally, to compound the issue, the administrative times and costs of designing an investment vehicle that can service a large number of users with smaller investment amounts is often prohibitively high, requiring complex systems, arrangements and regulatory approvals.

Until today, no single technology has existed to effect change in this environment, and as such, very little awareness has been created. However, with the invention of blockchain technology in 2008, the landscape has significantly changed. New innovation has created ancillary and complementary services that add value to blockchain, such as off-chain Oracle services, public token offerings, and specialized exchanges that provide liquidity to new tokens.

TechCoins seeks to be the first company to offer exposure to specialized investments, through a unique cryptographic token. As an organization of leading financial and investment professionals, TechCoins is offering token holders access to investments in Mergers and Acquisitions (M&A) deals, as well as offering traditional asset management, exchange listing and trading services.

Background

COUNTERPARTIES CAUSE INEFFICIENCY

The management of financial assets is a complex and arduous task, involving multiple counterparties from financial services firms, brokers, consulting and advisory firms, legal and accounting companies and target companies. These counterparties are involved in countless transactions, and during such transactions, stability, immediacy and economic feasibility become increasingly important to proper execution and ultimately, benefit to the investor.

However, such service providers cause information distortion, as they are motivated by compensation and in some cases, such compensation may not be aligned with the financial interests of the investor. An example of such information distortion is where an Investment Banker is underwriting a public offering and is compensated based on the total value of the deal. Such a party would therefore be incentivized to maximize the offering amount, even if at the detriment to the long term price performance of the public listed security and many of the fund companies and holders of the security. These activities hinder the stability of the transaction, resulting in additional checks and balances, expense and delays in deal closures.

LACK OF STANDARDS CAUSE INEFFICIENCY

Financial markets process trillions of dollars of various world currencies on a daily basis. And yet as the market infrastructure from a technology perspective has evolved over the years, it has done so without a consistent, globally standardized architecture design. Each financial institution or service provider, whether it be a bank, broker-dealer or exchange, manages their technology architecture independently. Duplicate storage of common information may provide redundancy and resilience, but at the cost of time consuming coordination often requiring days to match and settle books with other counterparties.

The complex task of coordination between these financial intermediaries is a necessity since there are no standards and methods in place to resolve important transactional data. This is accepted as a natural cost for many participants, and yet where significant innovation has been made in the technologies that execute market orders, for example, little innovation has taken place to resolve back office and operational inefficiencies, as the direct financial impact is difficult to measure and is thought to be lower in priority.

HIGH VALUE DEALS ARE DIFFICULT TO ACCESS

Beyond the traditional investments the general public is familiar with, such as stocks, bonds and mutual funds, exists a world of investments that are out of their reach. Examples of such assets include those that are accessible via Private Equity firms, Hedge Funds, Venture Capital firms, and Investment Banks. These investments are thought to be "higher risk" and therefore investor protections that have been designed by regulators in most localities, do not permit the solicitation and investment of such financial vehicles to non-accredited or non-high-net-worth investors. Even where regulatory hurdles are not present, the total global size of such deals is limited, since these investments are typically highly specialized and require specific financial expertise and market conditions to leverage. The shortage of these highly-specialized investment professionals, creates a condition where their funds become "oversubscribed."

It is important to understand the mechanics of such a scenario, since they are self-sustaining and self-insulating, hence the perception that the financial game is rigged. Beyond this, the complexity of managing an investment fund is significant. There are regulations to contend with, specific accounting that needs to be performed, complex legal arrangements, lengthy offering memorandums and investment documentation, regular administration, and finally investor management. To operate an investment fund, it is simply easier to maintain a smaller volume of investors that each have a larger sum of money, versus a larger volume of investors, each with smaller sums of money. Therefore, the top part of the financial industry is almost always indexed towards high-net-worth investors and financial institutions. This means that specific deals that offer risk-adjusted performance are largely unavailable for the average investor, even if they are well-informed and have an interest in investing in such investments.

LIMITED OPTIONS FOR THE GENERAL PUBLIC

For the general public there exists a rather limited set of financial vehicles. There are over-the-counter and exchange traded equities (stocks), fixed income (bonds), and managed funds such as mutual funds, that pool capital to invest in stocks, bonds and real estate, among other things.

Furthermore, managing one's own portfolio is often a skill that most do not have. Stock and bond picking generally requires specialized knowledge and skill, and even with such a skill, limiting the investment exposure to these instruments significantly reduces the opportunity to participate in the many other methods of earning a return.

As such, most investors tend to give their hard earned money to investment professionals, who are still limited to trading these very same instruments. Without access to any specialized investments, they attempt to employ stock picking techniques in a market that is highly efficient, resulting in poor performance. To illustrate the reality of this, there nearly 10,000 different mutual funds in the world today. Despite this staggering amount of seemingly diverse array of investment vehicles, nearly all of them invest in the same pool of securities available to the general public, and perhaps, alarmingly, over 90% of them underperform the benchmark index they are tied to, given enough time.

The prevailing thought throughout the world is that plain vanilla investments like stocks and bonds are generally regarded as safe, since the public companies that are linked to them are heavily regulated. Regulators believe that the average investor should have no business investing in M&A deals that have complex economic deal points.

LACK OF TECHNOLOGY TO EFFECT CHANGE

Prior to the advent of blockchain technology, investors were afforded limited options to participating in investments, as mentioned in the previous section. As a result, even if highly specialized skills, experience and market knowledge was available, such individuals, groups of individuals or entities had limited options to access investment capital, and were exclusively required to approach institutions, high-net-worth individuals and accredited investors. As such the everyday investor was off limits to such entities. As these deals succeeded and reaped significant returns of investment to their investors, the cycle repeated, creating a self-sustaining model where capital accumulation continues to form at the top.



What is TechCoins?

We are the first company of its type to utilize distributed ledger technologies to increase execution efficiency and provide on-chain investments through the ownership of our cryptographic token, we call **UCX**.

Our company is able to offer these specialized investment services as a result of our significant and diversified experience in these fields. Our team consists of globally recognized investment bankers and financial professionals, that combined, have over 100 years of market experience, conducted over \$1 billion USD in M&A deals and collectively managed over \$1B in assets.

Our mission is to utilize innovations in distributed ledger technologies to use cryptocurrency to provide liquidity to a traditionally, non-liquid economy. Through an integrated ecosystem that consists of Asset Management and M&A Services, coupled with our TechCoins Exchange, we seek to provide a single source of truth as a one-stop financial services platform that offers exposure to investments that were previously unavailable to everyday investors. In addition to this, we believe that optimizations of information flow, and processes combined with our team's knowledge in distributed ledger technologies, will allow us to disrupt the current methods of information exchange, creating efficiency and ultimately driving value to our investors through reduction in time constraints, costs and inefficiencies while simultaneously unlocking profits.

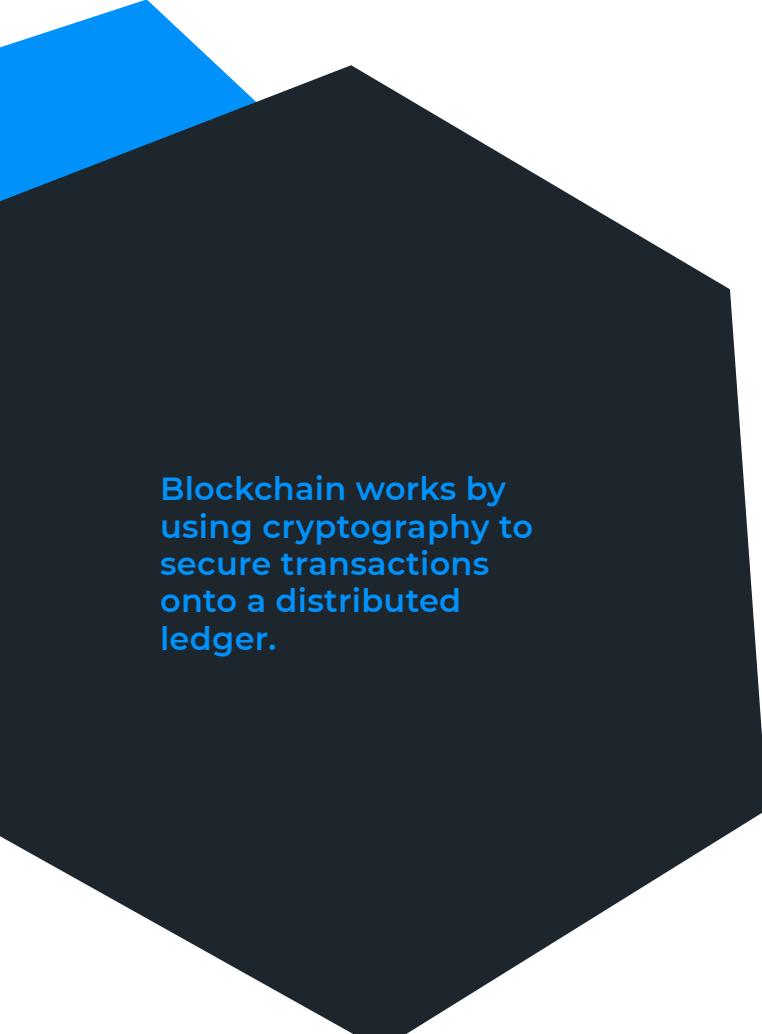
TechCoins is a financial services company based in the United States that provides Exchange Listing and Trading Services, while offering specialized Asset Management and Mergers and Acquisitions exposure to everyday investors.



Using Blockchain

Today, for the first time, there exists a financial technology that allows the everyday investor to purchase exposure to virtually anything, from video game credits, health and wellness activities to complex financial investments.

To better understand how this is possible, we must first understand what blockchain is and how it works. In 2008, an individual (or a group) by the pseudonym, Satoshi Nakamoto invented the first blockchain, specifically for the purpose of transferring economic value, he referred to as "electronic cash" from one party to another, through a decentralized peer-to-peer network.



Blockchain works by using cryptography to secure transactions onto a distributed ledger.

Blockchain works by using cryptography to secure transactions onto a distributed ledger. This unique technology allows for a trustless architecture, meaning participants on the network need not know each other, and do not need a central authority to authorize, process or otherwise govern transactions that occur on the network. This is made possible by a concept called consensus, where every connected node is in near-perfect state agreement with each other. By using an algorithm, computing resources (known as nodes, validators or miners) execute cryptographic functions to append transactions onto a contiguous chain, that are confirmed by other network participants and eventually formed into a single source of truth.

The nature of joining the blocks using cryptography means that they are immutable, that is, the information contained in them cannot be changed without causing a dramatic change in each and every block after it. This results in a tightly linked chain of blocks, hence the term blockchain.

The implications of this technology are significant for once, parties can transfer economic value with each other without a financial intermediary, nearly instantaneously, for very little fees, and without the need to know or trust each other. This technology serves as the cornerstone to how TechCoins records and shares information, as well as how transfers of value are performed through its cryptographic token(UCX). Through the use of these publicly issued cryptographic tokens, for the first time in history, investors can get exposure to a wide variety of assets and investments on our platform, that were previously only available to institutions and large-scale investors.

How M&A Deals Work

Simply put, M&A or “Mergers and Acquisitions” is the financial discipline of consolidating companies in a number of different transactions including, mergers, acquisitions, tender offers, purchase of assets, and management acquisitions. This process is generally performed by a specific type of financial institution called an investment bank, which has specific expertise to enable it to perform this transaction. The processes involved in the various M&A deals are complex, as mentioned before, and involve a perfectly choreographed team of experts to perform successfully.

In 2015 there was a record \$4.3 trillion worth of M&A deals announced. M&A deals are generally paid on a transactional basis, that is, investment professionals involved in the deal get paid a commission, usually around 1% or more (depending on the type of transaction) to underwrite the deal. M&A deals are highly profitable since the overhead to run a deal, if run efficiently, can be minimal in comparison to a retail heavy financial structure such as one that involves multiple bank branches, employees, ATM's and computer systems. By contrast, M&A deals involve a single office with personnel costs only.

Since the field of M&A is somewhat more complex than most traditional forms of financial services, we will take some time to define each of the various disciplines.

MERGER

The voluntary fusion of two companies on economically agreed deal terms to form a single new entity. The purpose of a merger is to increase market share, reduce operation costs through eliminating redundancies and increasing efficiencies under a single company, unite common products, expand to new territories, grow revenues, and increase profits ultimately benefiting the shareholder.

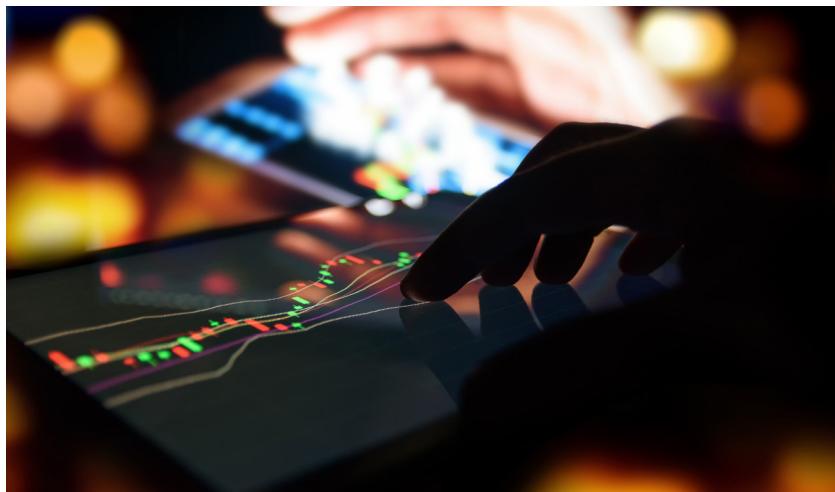
Owners of each premerger firm continue as owners, and the resources of the merging entities are pooled for the benefit of the new entity. If competitors are merged, the merger is called horizontal integration, and if they were suppliers or customers of one another, it is called vertical integration.

The largest merger in history was in 2000 when Vodafone acquired Mannesmann for \$181 billion to create the world's largest mobile telecommunications company.

ACQUISITION

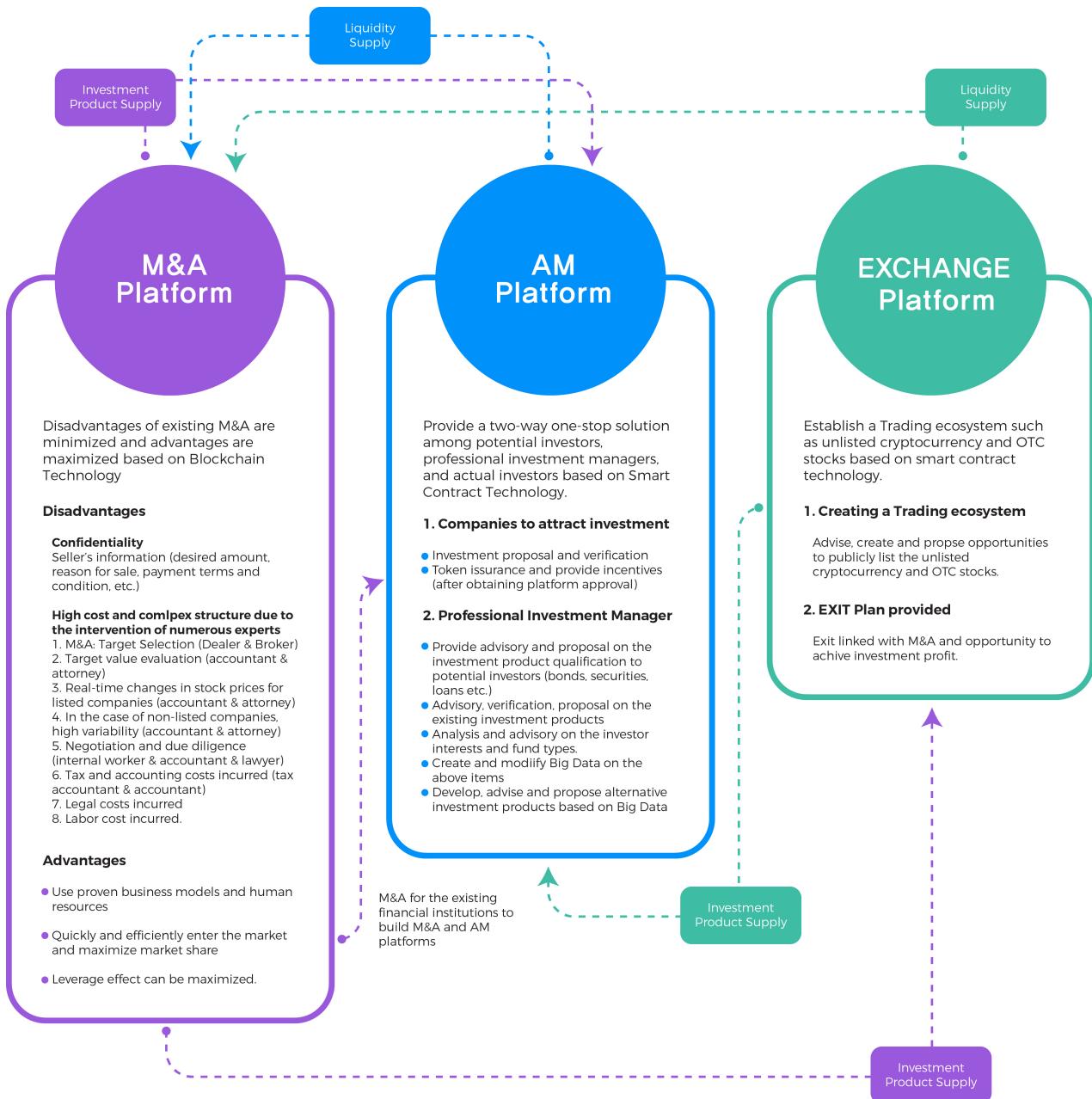
A scenario in which one company purchases a controlling interest in another company (called the target company) in order to gain control. As a part of the exchange, the acquiring company generally purchases shares of stock in the target company. A controlling interest allows the acquiring company to make decisions on behalf of the acquired company without the target company's shareholder or board approval. Acquisition can be “friendly,” that is, they are approved by the target company, or “hostile,” in which the target company does not approve the transaction.

The purpose of an acquisition is similar to a merger, which is to improve economies of scale, expand market reach, eliminate competition, and ultimately grow revenues and profits, benefiting the investor. Investment bankers can advise acquiring companies on potential acquisition candidates as part of a corporate development campaign, and get paid similarly to M&A deals.



While there are other disciplines that exist within M&A, the above scenarios are generally of the largest scale and demonstrate the way TechCoins can add value to our token holders, by utilizing its team to perform M&A deals and share in the profits to our investors.

Our Platform



TechCoins' Platform consists of three main components to its decentralized application that are tightly interconnected and designed to provide liquidity and management to each other. The components are listed below:

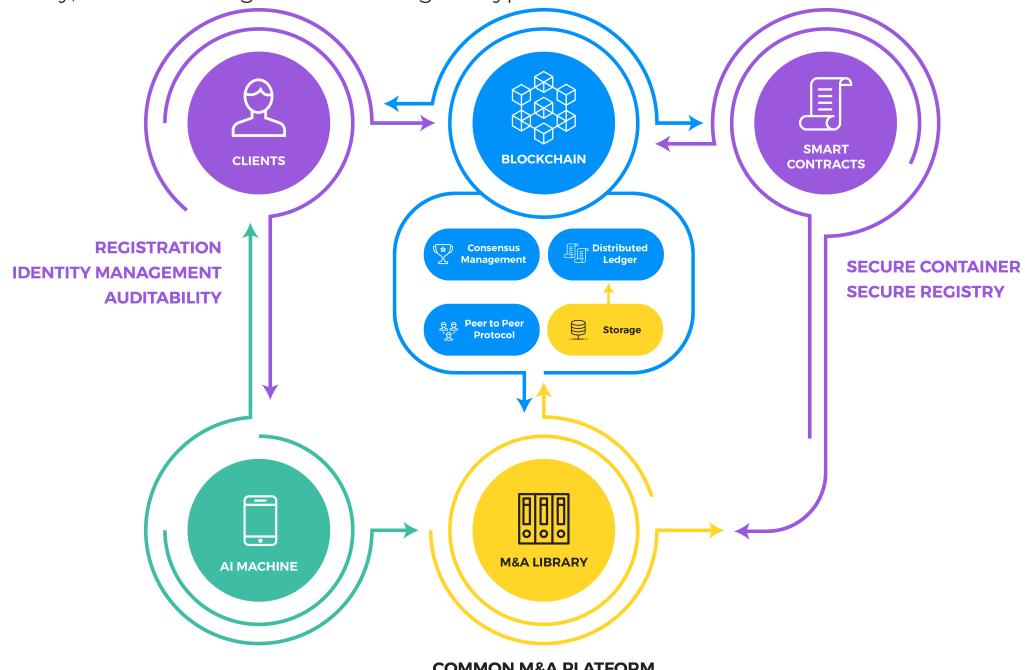
1. **Mergers and Acquisitions (M&A) Platform**
2. **Asset Management Platform**
3. **Exchange Platform**

M&A Platform

The M&A platform is operated by the TechCoins team and relies on our extensive experience performing M&A deals as lifetime investment bankers. Our team utilizes blockchain technology to streamline the M&A process, reducing the requirements for numerous experts to weigh in on the deal and provide time consuming and costly services. We do this by summarizing and submitting all of the economic deal points into our data store. This enables memorialization of the data and simplified access by our team members. This also allows our users to view evaluation criteria in real-time and offers the first transparent platform for investors to witness the deal selection and evaluation process that is being conducted by TechCoins. By providing this transparency in a previously highly confidential market, we allow token holders to evaluate the risks of investment and be better informed on what transactions are driving value to the token. It is important to note that although we are using blockchain technology to provide transparency, our distributed ledgers will be access controlled and permission based. This means that only specifically permissioned and registered users on the platform will have accessibility to this information. Additionally, there will be several levels of access, with certain information being available to the general token holder, while more specific information and documentation may be made available only to our partners, team members and consultants. The transparency provided by blockchain is designed to simplify the deal making process by keeping all parties, investor and manager, fully aware of the process.

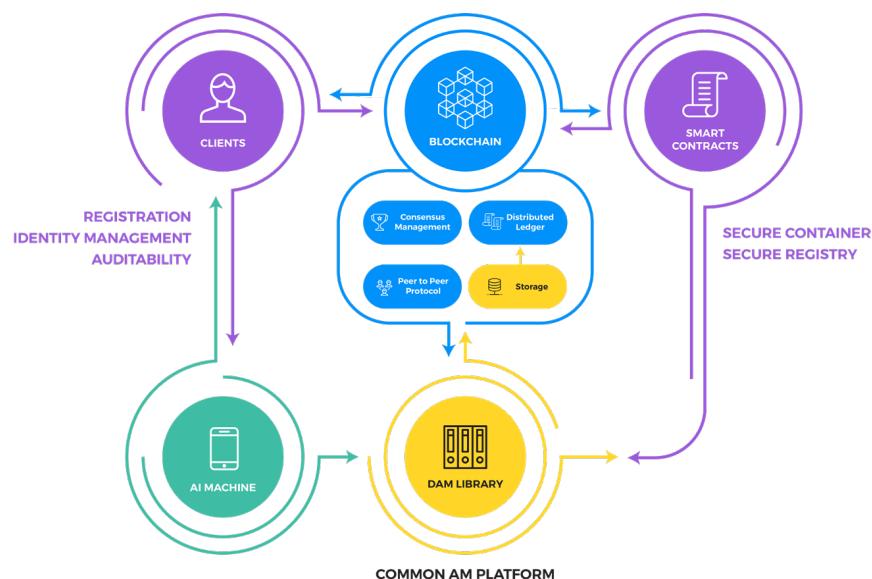
TechCoins conducts KYC/AML and identity verification on all users that utilize our platform. Upon successful registration, users will be able to explore the current M&A transactions that are proposed, currently being underwritten, or have been successfully completed. Potential investors can choose which M&A deal to participate in, by purchasing UCX during the specific window of time that corresponds to the funding window for the specific deal. TechCoins will manage deals linearly, such that only one M&A deal is performed per specific time frame, providing investors with exposure to specific deals based on the time they hold our tokens. Our team will continue to populate our platform with enough deals to allow our current or prospective token holders the opportunity and advanced notice to participate. Our platform will utilize Artificial Intelligence (AI) and Machine Learning to search and identify deals that may be interesting to our users based on their past preferences, system use habits, and other recorded behavior. This information shall only be utilized in an effort to enhance the User Experience (UX) and not for any other purposes of information gathering.

Content that is visible on the client side UI will be fed by our common M&A library, which is essentially a protocol that facilitates the flow of information between the various components. For example, specific deal evaluation criteria stored in our blockchain, can be accessed by the common M&A library, parsed, organized and submitted to the UI layer. Client information can be stored and later retrieved for verification through our Smart Contract layer, via commands issued by the common library. The experience will be seamless to the end user, but will leverage distributed ledger and smart contract technologies to store information, create redundancy, while securing the data using encryption.

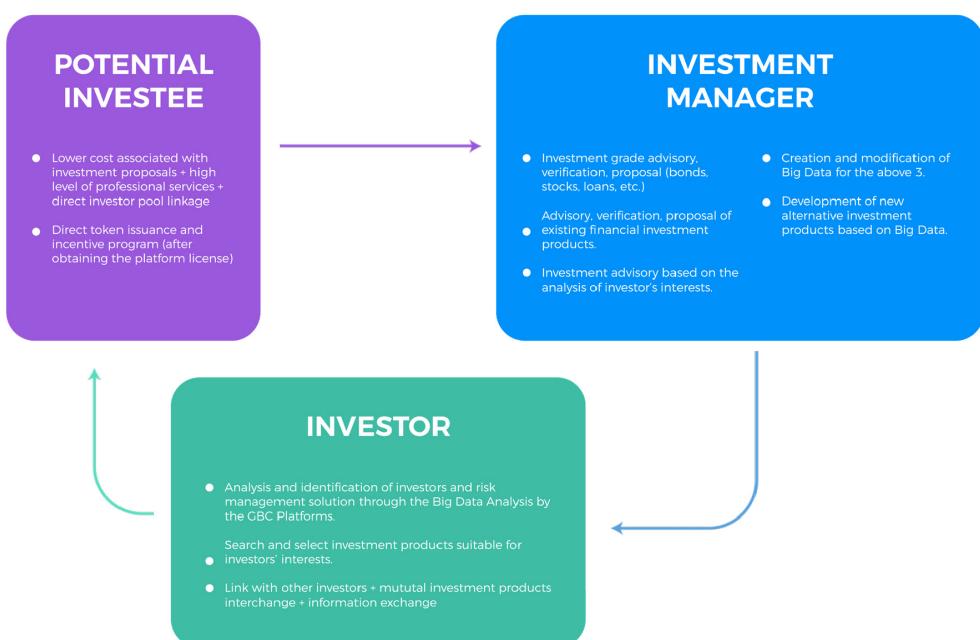


Asset Management Platform

Another core component of the TechCoins' decentralized financial application is the Asset Management (AM) Platform. This platform is operated by a team of investment professionals(appropriately called asset managers) that perform a different function from the investment banking professionals that advise and operate the M&A platform. The asset managers are responsible for performing the necessary investment research and due diligence to select the appropriate financial assets to invest in. AM asset managers will utilize capital obtained from the sale of our cryptographic token (UCX) to purchase off-chain, real world investments as well as promising cryptocurrencies, such as those that are raising capital through an ICO or already listed on an exchange. Through the use of pooled capital, we will have increased purchasing power and function similarly to a traditional asset management division of a large financial institution. Our cryptographic token is designed to allow our investors exposure to the underlying assets held in our AM Platform.



The TechCoins AM architecture is similar to the one described in the M&A section.
TechCoins AM functions with three key roles: Investee, Investment Manager, and Investor.



INVESTMENT MANAGER

The Investment Manager is the individual or group of individuals that are responsible for deploying capital from the AM capital fund. This capital is provided by our investors in fiat or exchangeable cryptocurrency (ETH,BTC, etc). To enhance our investment purchasing power, AM Investment Managers can also deploy our cryptographic token (UCX) as a currency for investment.

The Investment Manager must also be cognizant of the liquidity requirements of the M&A division, and should also have expertise and awareness in both off-chain "real world" investments as well as on-chain, cryptocurrencies.

TechCoins expects to employ the industry's top financial professionals in all of its financial divisions, including AM.

INVESTEE

The Investee is the potential recipient of capital from the AM platform and is first evaluated carefully by the Investment Manager prior to receiving capital. Investees benefit from our submission template to expedite the proposal process. By standardizing submissions, our team can analyze a variety of investments, efficiently and quickly, reducing our internal time and costs, and greatly maximizing the potential returns for our investors. The benefit to the Investee is that the requirement for costly and time consuming proposals are no longer needed, as our submission template standardizes the application process.

Should an Investee be selected as an Investment in our AM pool, they have the option to receive a portion of the investment in UCX, which increases our purchasing power, while allowing Investee exposure to returns generated by our platform. In effect, they are receiving a currency that has built in appreciation.

INVESTOR

The Investor is the individual, group of individuals, entity, or companies that provide much needed capital to the AM capital fund. A part of our mission statement is to allow investments from the widest variety of investors, from large, globally recognized businesses to the casual, individual investors. By utilizing blockchain technology and our Exchange, we offer UCX to all investors as a method to gain exposure our underlying assets, transactional expertise, and ultimately, return on investment.

Investors will have the necessary investment analysis tools available, designed and built by TechCoins and available on our client side UI. This will provide transparency into our portfolio composition and help investors make decisions on their appetite for risk.

EXCHANGE

TechCoins' Exchange, our hallmark product, is designed to be a cryptocurrency and unlisted securities exchange utilizing a robust trading engine modeled after the top equities exchanges such as the New York Stock Exchange(NYSE), Korea Exchange (KRX) and NASDAQ. We will leverage our team's years of experience in the financial services sector to create a best-in-class solution to cryptocurrency and securities trading.

TechCoins intends to provide quality exchange trading services to world class investors and institutions. As such we expect to work closely with regulators and obtain any necessary licenses or approvals to operate our exchange. We will also enforce all KYC/AML standards required by the localities we operate in.

TECHNOLOGY

TechCoins will invest heavily in our technology architecture, creating an unmatched order matching engine that will be load tested to support over 1M orders per second, making TechCoins among the fastest exchanges in the world. We will also leverage technology to support automated trading strategies through a comprehensive API, providing a variety of applications for use such as a website, desktop trading application and mobile application support for both iOS and Android. We will utilize a distributed topology to our cloud-based server architecture to enable fast access and trading from around the globe, while paying particular attention to bandwidth requirements to enable subsecond, high frequency trading (HFT).



Our Approach to Trading

FIAT SUPPORT

TechCoins will offer support for fiat currency as a critical ramp to cryptocurrency exposure and cash settlement. Where many local exchanges fail, we will support a number of the world's top currencies including USD, EUR and KRW. We will leverage our experience in banking to provide the necessary institutional and retail banking partnerships, to enable support of fiat for our customer accounts.

SECURITY

With the recent exchange hacks that have plagued the cryptocurrency market, the TechCoins Exchange will be designed with the highest level of security in mind. We will employ air-gapped cold storage wallets with a multisignature approach to warehouse the majority of the cryptographic tokens held on the exchange. We will only maintain the necessary cryptocurrencies in our hot wallets, to enable liquidity and trading. Our hot wallets will employ the highest levels of security – requiring multiple signatures for transfers. We will also create an autonomous self-auditing engine built using AI. This system will monitor all wallets in real-time to perform early detection of malfeasant transactions and will immediately suspend trading, lock wallets and alert authorities and other local exchanges in the rare event of theft. Beyond this, we will implement strict policies on inside theft, requiring background checks on all employees, and harsh penalties for those caught attempting to steal, manipulate, cheat or otherwise benefit at the cost of others. We will also invest in insurance to protect against potential loss.

LIQUIDITY

The very act of creating and deploying an exchange is not enough to warrant wide scale usage and growth. One of the most critical aspects of a successful exchange is its ability to provide robust and liquid markets with deep order books. In order to bring this in on day one, TechCoins will utilize its long-standing industry partnerships and relationships to bring in large participants such as miners, institutional investors, large traders and crypto "whales" into our customer base. We will incentivize these users to provide liquidity and market making with discounted or no fees, as well as access to our UCX tokens.

TechCoins will also create designated market makers and build arbitrage and automated trading software to balance the liquidity and volume on our platform. Our goal is to provide a positive user experience from the start.

CUSTOMER SERVICE

Perhaps the most important but overlooked aspect of a successful cryptocurrency exchange is its ability to scale and properly train its customer service and support teams. Current competitors are overwhelmed with account opening requests which require time consuming KYC and AML procedures that are source of bottlenecking. TechCoins will invest in technology to automate many of the KYC/AML processes and only utilize human intervention when absolutely necessary. We will also perform random customer account audits to ensure the information provided is valid.

Beyond this we recognize that handling customer funds is a sensitive subject – so we will prioritize support tickets related to missing funds, non-credited deposits and withdrawals, mishandling by the exchange, any of its technologies (such as wallets), or partner tokens (integration errors). We will implement best practices and hire teams with prior experience.

Trading Pairs will be announced after the ICO, but is likely to include BTC, ETH, EOS, and our own UCX. At the full and final discretion of TechCoins, our exchange will support utility and security tokens, as well as securities that are not able to be listed on public stock exchanges.



On-Chain, Off-Chain and Oracles

By now you may be increasingly aware that the TechCoins platform is both robust and complex. It is important to recognize a few additional technology concepts to best understand how our platform joins the real world with our distributed ledger technology, and ultimately bringing efficiency in capital raise, transactions, and investment management.

ON-CHAIN

The primary goal is to execute financial transactions within our blockchain architecture. Whether these are linked to the purchase, exchange, and transfer of our tokens, or the representation of physical assets within our distributed ledger technology – anything that occurs “onchain” is defined as transactions that are executed, processed and settled on a distributed ledger such as blockchain.

In our specific case, we are using Cosmos as the core of our blockchain infrastructure, powered by the Tendermint PBFT consensus protocol. Cosmos supports external blockchain communication via a protocol called Inter Blockchain Communication (IBC). This allows us to communicate with other chains such as Ethereum’s Mainnet, such that we are in perfect state agreement with the movement of UCX (ERC-20), or our private chain which warehouses AML/KYC information on a separate side chain. The use of Cosmos also greatly improves scalability and settlement speed, as it provides its own consensus mechanism and infrastructure to handle any transactions, allows for multiple, separate blockchain solutions to interact with it, while Ethereum’s Mainnet is simply used for the movement of our ERC-20 token.

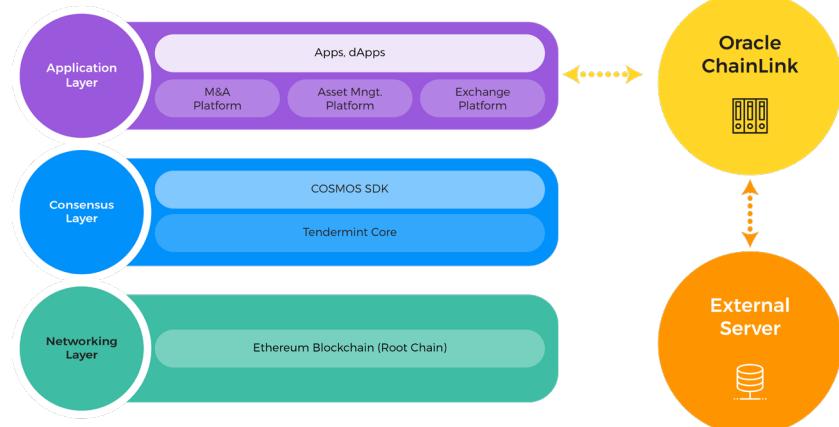
OFF-CHAIN

The world of Investment Banking and Investment Management has been solidified in a century of deal-making. It is mature, complex and well-defined. We expect that our partners, clients, acquisition targets and assets will require a standard fiat currency to operate in, as such, it is expected that most of the actual activities related to the execution of TechCoins’s vision, will occur outside of the blockchain and cryptocurrency ecosystem. We refer to these transactions (and any transaction that occurs in the real world) as off-chain transactions, since they occur outside of a blockchain environment.

There is considerable work required to bridge the gap between transactions that occur off-chain and onchain, and therefore it is important to understand the distinction between the two.

ORACLES

Oracles are the missing link that bridges off-chain transactions with ones that occur on-chain. An oracle is an agent that sources and verifies real-world transactions and events, and submits this information to a blockchain via a Smart Contract. Smart Contracts trigger events on a blockchain when a set of pre-defined conditions are met. Since blockchains cannot access data outside of their network, they rely on Smart Contracts to bring such data in. However, if such data is governed by a condition or event that occurs in the real world, the Smart Contract needs access to a source of truth that can interpret this real world information and submit it in a format that the Smart Contract can understand. This is the job of the oracle. TechCoins is utilizing ChainLink as an oracle to enable events that take place off-chain, to be recognized by our on-chain technology. ChainLink is a credible and established oracle technology with a proven track record of success in the financial services sector, including the successful integration with SWIFT.



Token Economics

TechCoins is powered by an ERC-20 cryptographic token we call UCX. This token serves as the primary gateway to allow capital raising by the TechCoins team, of which will be deployed to acquisition of assets, development of the platform and operations. It also serves as the fundamental conduit to transferring economic value between two parties as a currency. And finally, it is an asset that is designed to provide value appreciation to investors and token holders, through the distribution of profits earned from successful financial transactions.

The latter is important to investors as our platform allows our token holders to gain direct exposure to profits earned in our platform.

TRANSACTION VOLUME GROWTH

TechCoins also intendsto utilize a second method of growing the token value – through an increase in the total value of transactions, revenue and profits generated in a given period,such that the corresponding float of UCX represents a larger unit value.UCX represents a tight relationship between the capital raised, invested and/or deployed to an asset in a transaction and therefore is directly correlated with its performance. Since UCX is the medium of exchange and transfer of value in the TechCoins platform, it is pegged to these underlying assets, whether owned and managed in our Asset Management platform, represented by profits in our M&A platform, or represented as trading fees on our Exchange platform. As the value of these assets continue to grow through successful transactions and a corresponding increase in deal size, assets under management (AUM) and exchange trading fees, so too does the corresponding price of the token.

COLLATERALIZATION TOKEN

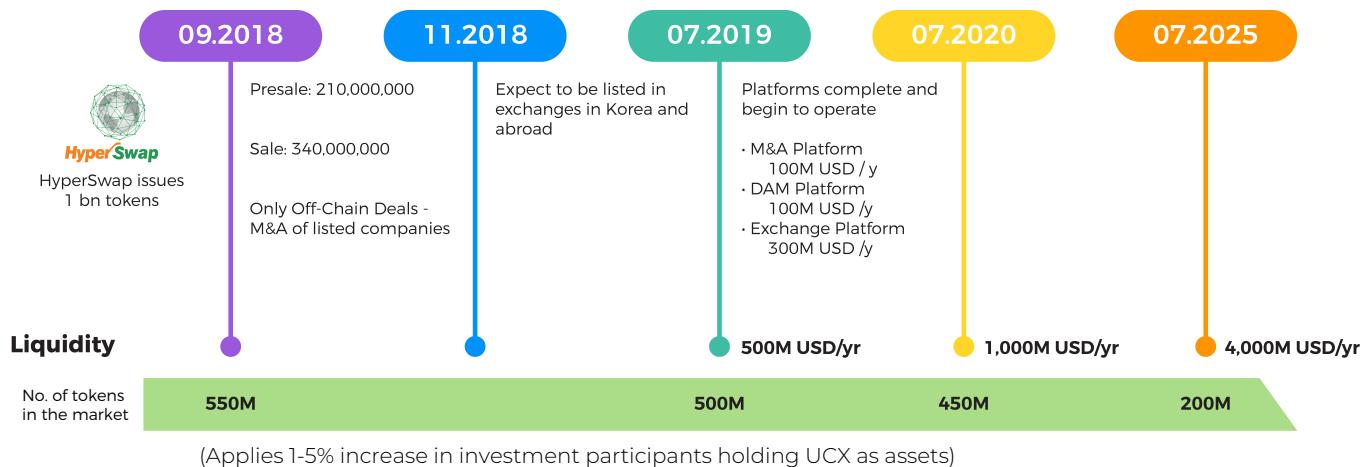
TechCoins is exploring the concept of token collateralization, a concept we are pioneering within our platform. The idea is that our UCX acts as a conduit for converting capital into real assets that exist outside of the blockchain ecosystem (off-chain assets). Investors put up capital, whether through cryptocurrency or fiat, to purchase UCX, and such capital is then utilized in TechCoin's investment and transactional thesis. UCX then becomes a token that is collateralized by the use of the proceeds, such as investment assets, the technology and exchange platforms, and the execution of M&A transactions.As the deals are completed or returns are earned,these payouts are returned back into the UCX value chain.Although the token may not represent specific asset or business ownership, the idea is to couple the token with real world transactions and assets, such that token value appreciation is either directly or tangentially related to investment performance within our portfolio.

These three token principles can be illustrated by providing a forecasting growth example – please note that TechCoins cannot guarantee pricing performance of UCX or any other economic performances illustrated below or any other section of this document.



UCX

The below diagram is for illustrative purposes only:

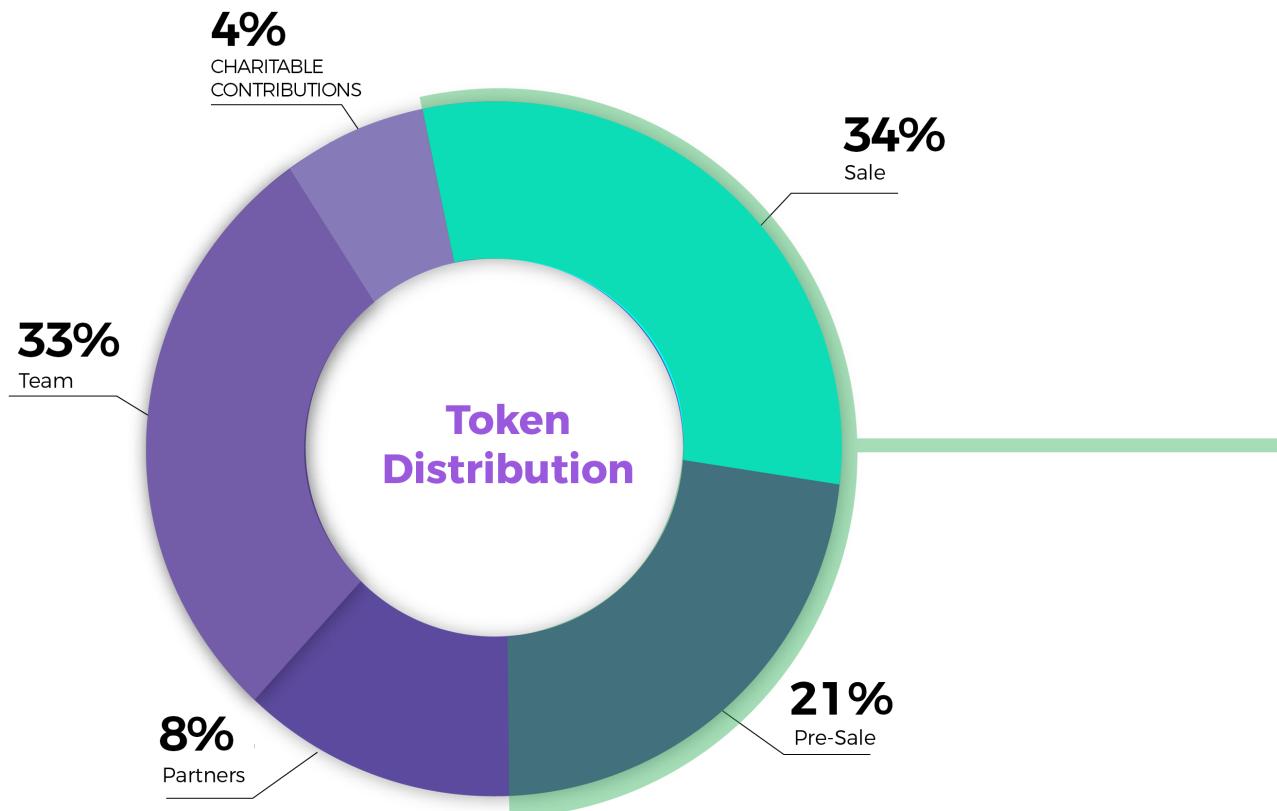


TOKEN DISTRIBUTION

TechCoins will issue a total of 1,000,000,000 (1 bn) UCX cryptographic tokens through our foundation called HyperSwap, based out of Dubai.

The token distribution will be as follows:

| | |
|-------------------|--|
| 550M (55%) | Token Sale (Pre-Sale 21%, Sale 34%) |
| 80M (8%) | Partners |
| 330M (33%) | Team |
| 40M (4%) | Charitable Contributions |



USE OF PROCEEDS:

60% to GBC Invest

GBC Invest is the Financial Services arm of TechCoins, responsible for the off-chain management of investments utilized in the TechCoins platform. GBC Invest will source details, perform market research, due diligence, underwriting, accounting, management and reporting of transactions and assets held off-chain. These include deals that occur within the M&A division, and assets managed under the Asset Management division.

Since the assets managed by GBC Invest are expected to have significant initial and ongoing capital requirements, the majority of the proceeds will be utilized in the acquisition and management of assets, in order to provide the maximum benefit to our token holders.

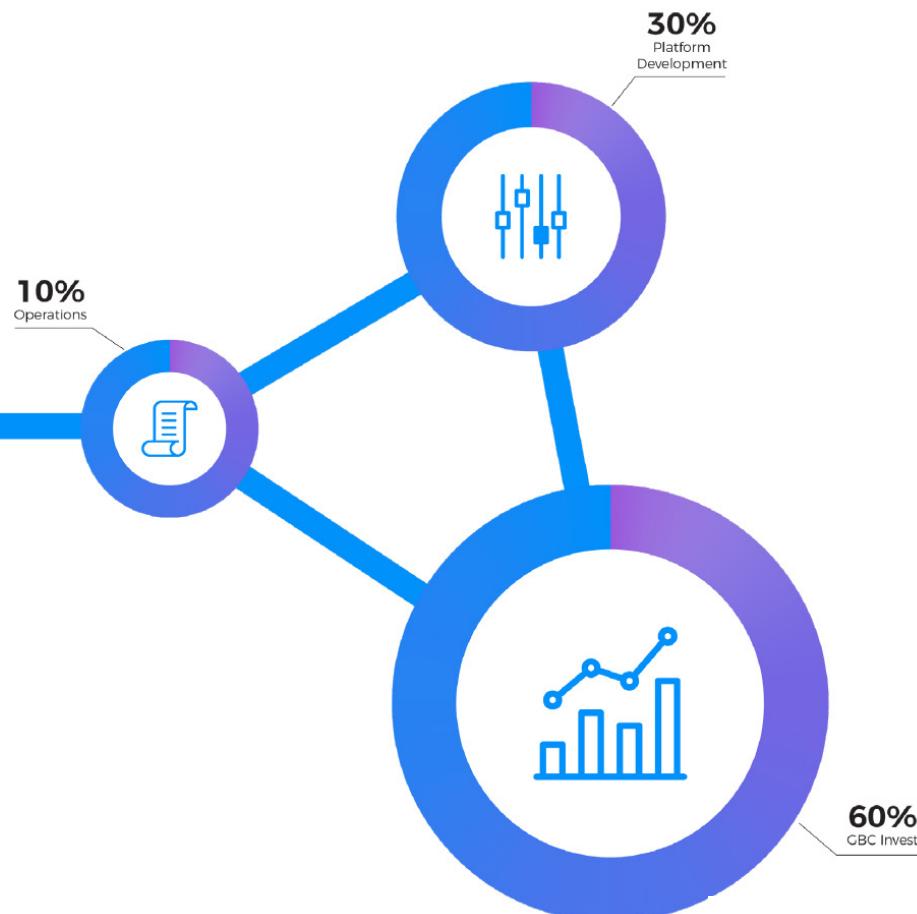
30% to Platform Development

The next most critical component of our project is the development of the platform itself. Since our platform is designed to significantly reduce the cost of performing the various financial transactions and management of assets within our model, it is critical that our team have the capital to spend on building, iterating and developing our core distributed ledger technologies.

This capital will also be utilized to develop the necessary infrastructure and user interface for our token and securities exchange.

10% to Operations, Marketing and Legal

As with all companies, some portion of the capital raised shall be used to hire and retain top talent, pay existing team salaries, engage the necessary legal team to assure we are in regulatory compliance, and to protect our company from any and all liabilities, market and promote our ICO, create general awareness of our company after our token offering, and cover administrative and other operating expenses. As we expect our company to be profitable within two years, the capital deployed will be used to keep the company running until such time we are profitable.



Corporate Social Responsibility

Our company is comprised of career investment professionals who have generated millions in returns to their clients. And yet, despite our high-powered, financially driven enterprise, we recognize that in some parts of the world, every day needs remain unmet. That is why we plan to establish an agreement with the United Nations to help developing countries with water scarcity problems, while providing clean and safe water resources to those that need it most. A portion of our profits will also be donated to support refugees in these specific localities, to help to provide the basic living needs of food, water and shelter. It is our mission to support and drive positive change in the areas that can benefit from our small actions.



Legal Disclaimer

In consideration of TechCoins (the "Company") providing this Information Memorandum to the recipient, the recipient acknowledges that the contents of this Information Memorandum are confidential to the Company and the recipient agrees not to disclose, distribute or permit to be communicated verbally, directly or indirectly or otherwise, or to otherwise publish the contents of this Information Memorandum except with the prior written consent of the Company. For the purposes of this acknowledgement "recipient" includes, without limitation, any principal, director, officer, shareholder, employee or agent of the recipient.

This information memorandum, and any offers made within it, is solely for Wholesale Investors. This Information Memorandum provides a summary of the main features of the Company. It contains general advice only and has been prepared without taking into account any investor's objectives, financial situation or needs. Investors should read the Information Memorandum carefully and assess whether the information is appropriate for them in respect of their objectives, financial situation and needs.

This Information Memorandum does not purport to contain all the information that a prospective investor may require. In all cases, interested parties should conduct their own investigation and analysis of the Company and the data contained in this Information Memorandum.

The Company does not make any representation or warranty as to the accuracy or completeness of the information contained in this Information Memorandum. Furthermore, the Company shall not have any liability to the recipient or any person resulting from the reliance upon this Information Memorandum in determining to make an application to apply for shares in the Company.

The Company considers that the financial and non-financial information contained in this Information Memorandum has been prepared to the best of its reasonable knowledge and ability. However, recipients must rely on their own investigation of all financial information and no representations or warranties are or will be made by the Company as to the accuracy or completeness of such information.

The Company makes no representation about the underlying value of the securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.

INVESTOR WARNING

Investment in new business carries high risks. It is highly speculative and, before investing in any project about which information is given, prospective investors are strongly advised to take appropriate professional advice.

The information contained in this publication has been prepared by or on behalf of the Company. TechCoins has not undertaken an independent review of the information contained in this publication.

The information contained in this publication about the proposed business opportunity and the securities or scheme interests is not intended to be the only information on which the investment decision is made and is not a substitute for a disclosure document, or any other notice that may be required under law. Detailed information may be needed to make an investment decision, for example: financial statements; a business plan; information about ownership of intellectual or industrial property; or expert opinions including valuations or auditors' reports.

Prospective investors should be aware that no established market exists for the trading of any securities or scheme interests that may be offered.

FUTURE STATEMENTS

Except for historical information, there may be matters in this publication that are forward-looking statements. Such statements are only predictions and are subject to inherent risks and uncertainty. Forward-looking statements, which are based on assumptions and estimates and describe the Company's future plans, strategies, and expectations are generally identifiable by the use of the words 'anticipate', 'will', 'believe', 'estimate', 'plan', 'expect', 'intend', 'seek', or similar expressions. Investors are cautioned not to place undue reliance on forward-looking statements.

By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties both general and specific that contribute to the possibility those predictions, forecasts, projections and other forward-looking statements will not occur. Those risks and uncertainties include factors and risks specific to the industry in which the Company operates as well as general economic conditions and prevailing exchange rates and interest rates. Actual performance or events may be materially different from those expressed or implied in those statements.

All forward-looking statements attributable to the Company or persons acting on behalf of the Company are expressly qualified in their entirety by the cautionary statements in this section. Except as expressly required by the Act, the Company under-takes no obligation to publicly update or revise any forward-looking statements provided in this publication whether as a result of new information, future events or otherwise, or the risks affecting this information.

None of the Company, its officers or any person named in this publication with their consent, or any person involved in the preparation of this publication, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfillment of any forward-looking statement except to the extent required by law. The forward-looking statements reflect the views held only as at the date of this Information Memorandum.

