

To: UAB Blockchain Solutions

Via e-mail: gintaras@tokendesk.io

23<sup>th</sup> of January 2018, Vilnius

Dear Mr. G. Tamošiūnas,

You have asked law firm ECOVIS ProventusLaw (hereinafter – *ECOVIS*) to prepare the legal opinion regarding the Initial Coin Offering (hereinafter – *ICO*) issued by TokenDesk as well as to analyze whether the TokenDesk tokens (hereinafter – *TDS*) is likely to be considered a regulated security or other applicable mandatory requirements for TDS issuing and distribution.

Taking into consideration the provided information to ECOVIS, including the descriptions of TDS, white paper (hereinafter – White Paper) and information provided oral, TDS give the right to participate in the rating of other ICO published through TokenDesk platform, provide the suggestion for the development of TokenDesk platform as well as to get discounts for purchasing of other ICO's tokens. Therefore, the TDS shall be considered as utility tokens and do not have the features of securities, do not contradict with the mandatory requirements and there is no additional request for issuing and distributing TDS. The assessment of TokenDesk ICO and TDS are based on the information provided in White paper, which is inseparable part of this letter as well as attached to this letter.

ECOVIS would like to note that TDS and ICO qualification as utility tokens sale does not guarantee: 1) that a regulatory authority in any jurisdiction will agree with such evaluation 2) that applicable law will not subsequently be interpreted by the courts to lead to the different conclusion or 3) that TokenDesk may rely on such conclusion with respect to a decision not to register TDS.

ECOVIS legal opinion is based on valid Lithuanian (member of European Union) legislation, as well upon ECOVIS current understanding of the Lithuanian law as member of European Union and due professional judgement. This legal opinion is addressed to use solely for the purposes of TokenDesk. It is not to be submitted to anyone else for any other purpose without the written consent of ECOVIS. The provided assessment by ECOVIS does not exclude any possibility of different interpretation, does not cover all individual circumstances and does not provide a guarantee of a successful ending of the dispute if any. ECOVIS accepts no responsibility or liability for the accuracy of the analysis presented herein or for any actions or failures to act of TokenDesk made in reliance thereon.

In case you have any questions, please do not hesitate to contact us.

Yours sincerely,  
Inga Karulaitytė-Kvainauskienė  
Attorney at law

This document is delivered electronically and is therefore not signed.



*TokenDesk*™

# **DIRECT**

## **Token Marketplace**

Whitepaper

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**“The blockchain has become a host to a variety of digital assets, with more being created every month. Soon, thousands of assets will be tokenized and moved onto this open financial network.**

As the token space continues to develop, the need to have a professional infrastructure for the publishing of ICOs has become necessary. The main challenges for an ICO infrastructure will be similar to those in IPO or venture funding — reliability, safety, comfort for the user and effectiveness for the clients.

These main challenges are addressed in our TokenDesk project and I truly believe that our team has all the knowledge and experience to develop TokenDesk into the best ICOs direct marketplace platform in the cryptocurrency community.”

**Gintaras Tamosiunas**, CEO of TokenDesk

# Vision

Even though the market for ICOs is expanding every month, there is still no direct way to purchase ICO tokens through a single platform. We have therefore decided to create a solution that will benefit investors interested in finding all ICOs listed in one place, as well as getting expert help to evaluate the ICOs, and offering the possibility to buy tokens via a one-click payment. Cryptocurrencies have given us an opportunity to invest in new products and ideas in a safer, more reliable and faster way.

TokenDesk will be the biggest direct marketplace for all ICOs that are published. The possibility to buy tokens directly via one marketplace will not only attract investors, but publishers as well. We have set the goal of publishing more than 150 ICOs in 2017-2018 and of reaching up to \$288 mln in funding.

We believe that our integrated wallet solution will become the main tool not only for experienced cryptocurrency investors, but also for those with a basic understanding of cryptocurrencies, blockchain system and services, and no previous experience of participating in ICO.

Investors will be satisfied by having all the information about their investments in one place, by being able to analyze the statistics provided, to convert any currency in an easier way, to track their returns, discounts and bonuses.

## ICO Industry Trends

ICOs have experienced a significant rate of growth in 2014-2016, with the overall funding rising from \$26 to \$222 million. One of the very first ICOs, Mastercoin, has managed to secure \$5 million worth of Bitcoins. Subsequently, many other tech companies have followed Mastercoin's model. In mid-August, 2017, there were 157 raised ICOs and more than \$2.1 billion had been spent on funding.

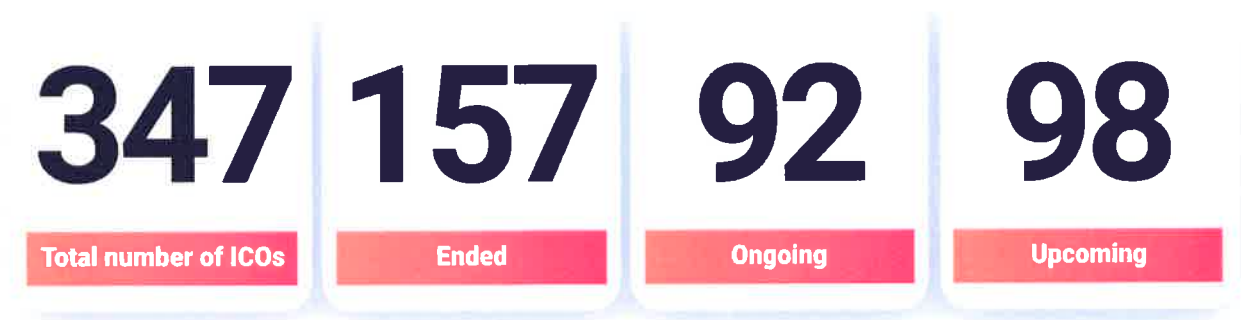
According to the State of Blockchain, Q1, 2017 that was published by Coindesk, ICOs and token sales currently capture a third of VC funding with major growth anticipated in the near future. New structures of ICOs are continuing to emerge as early stage fundraising mechanisms are spawned by the blockchain technology. Just as new ICOs are emerging every day, the incumbent enterprises are becoming more active in moving to blockchains, while token sales are starting to challenge traditional VC funding.

*The ICO market is growing exponentially, with \$168 million in crowdfunding resulting in a market capitalization of \$4.5 billion. Forbes*

*The time during which an ICO will accept funds from backers has been dropping rapidly, with the most popular ICOs receiving their allotted funds in hours, if not minutes. Forbes*

## ICOs Worldwide

According to Coinschedule, ICOs are totally on fire. At least double the number of ICOs available since 2016 will be released in the next few months.



## Problems

ICOs are a fascinating new trend within the startup world. Yet, there is currently no common agreement about publishing certain types of information on an ICO platform. Consequently, it is problematic to distinguish between appropriate information and scams.

Countless websites appear very similar to advertising pages rather than qualified investment platforms. Likewise, there is no technological solution that offers the option to buy a company's tokens directly. This brings us to the following problem: investing in ICOs is still a complicated process where investors need to absorb a multitude information and delve deeply into the details about diverse types of ICOs.

Besides this, investors are obliged to open numerous types of token wallets and to exchange cryptocurrencies into the acceptable altcoins. Finally, investors need to go back to the ICO website, find the altcoins wallet address and fill in a number of special forms.

This procedure is too difficult to be effective in the acquisition of tokens, especially if an investor wants to participate in more than one ICO. An even more complicated procedure is involved in token sales.

# Solutions

## BEFORE



## AFTER the launch of TokenDesk

- 1** Choose the ICO token
- 2** Select the amount
- 3** Choose the payment method
- 4** Confirm your payment

**TokenDesk** provides a solution for buying tokens directly through one website.

We have created TokenDesk in order to make the acquisition of tokens easier, faster and more reliable. The platform provides a solution that allows investors to choose an ICO according to the TokenDesk investors and advisors rating system and to purchase the tokens directly through an integrated software solution.

TokenDesk provides the solution to purchase tokens in a reliable, fast and comfortable manner by offering an integrated wallet despite using many different ones.

TokenDesk offers an effective ICO search system, easily understandable categorization, profound information on the distribution of tokens, an executive team, and website analyses to help investors find the best ICOs that are fit for their needs.

TokenDesk's team of experts take into account all the information that is available to provide a ranking system that ensures investors will be comfortable with the data needed to make a decision.



## Integrated Token Wallets

After registering at TokenDesk, integrated wallet is prepared for the investor to start trading. A token wallet is a technical solution that enables the investor to purchase the token directly from the platform by a one-click payment.

All investor's wallets that have been used before (ETH, Wave, NEM) are integrated into the TokenDesk wallet and no additional actions are required to complete the payment. In cases where the investor doesn't yet have ETH or Wave wallets, the platform will open these for the investor automatically.



## All Payment Methods

Tokens are purchased only in several specified currencies (BTC and ETH, or BTC and Waves, etc.). Unfortunately, an investor needs to exchange the currency every time in order to purchase a specified token in a specified currency. That's why the TokenDesk team has decided to find a technical solution to make these payments easier, faster and safer.

TokenDesk platform will accept the biggest range of payment methods: more than 10 different altcoins may be used straight after the platform's release; while the beta version will provide for as many as 30 different altcoins. In addition, will accept all the most popular Fiat payment methods like PayPal, MasterCard and Visa, Wire transfers, etc.





## Ratings System

As the cryptocurrency market is rapidly growing, the number of scam projects increases. This has led to a need to implement an ICO ratings system. The TokenDesk ratings system will compare all the different ICOs and decide which ones can be trusted more than others. Every ICO that is published on the platform will be examined by both the platform advisors and the token holders.

The composition of the TokenDesk ratings system:

- **Background of ICO team members and executives**

The trustworthiness of the team members is proven by their previous experience, past projects, know-how in finished tech projects and the cryptocurrency industry, and their activities in social media networks.

- **Product idea –create creativity and reliability**

Issues that are analyzed include the product's maturity level, technology, design, concept of the project idea, the product roadmap, and a competitive analysis.

- **Whitepapers**

How relevant is the white paper, and what information is provided in it? Is there enough information to gain a full picture of the company?

- **Business strategy, scalability & finance**

These aspects are examined on the basis of the short-term and long-term market potential, number of the existing user base, current investments, the valuation and token distribution showing the market cap and the transmission process, and the pricing of the tokens.

- **ICO development plans and the legal aspects**

Is the team prepared to launch a successful ICO campaign?

The legal structure, availability to adapt to changing regulation policies, security, and escrow are analyzed.

## TokenDesk vs. Other Platforms

	TokenDesk	Tokenlot	Coinschedule	Tokenmarket	ICOBazaar
ICO publishing	+	+	+	+	+
ICO direct purchase	+	+	-	-	+/-
Integrated token wallet	+	-	-	-	+
Fiat payment	+	-	-	-	-
User account	+	-	-	+	+

## Development and Technical Stats

### 3-Tiered Architecture

✓ **Business and integration logic layer** — the layer that contains the logic for the purpose of integrating all the other components together.

✓ **Web service layer** — a thin layer that wraps the business and integration logic layer in a REST API interface.

✓ **Data storage layer** — a database for the storage of the information that is required by the middleware.

# Main Components of the Solution

## Database and Web Services

A PostgreSQL database management system (DBMS) has been used. Web services were implemented by using an ASP.NET Core. This is a new iteration of the ASP.NET framework from Microsoft. Our team members have been running solutions based on this framework in other projects since its release in 2016. The framework works as a thin REST API wrapper on top of the components that contain integration and business specific logic. It acts as an intermediary between them and the frontend applications.

## Blockchain Solutions

The main advantages for using a blockchain in our platform development was its durability, reliability and longevity. Due to the decentralized networks, the blockchain solution does not have a central point of failure and is better able to withstand malicious attacks. Because of this, the TokenDesk platform will keep all of its assets on the blockchain. We have decided to store all non-Fiat user assets in individual blockchain addresses. This results in Transparency (as each user will be able to check the assets that we hold for them using external blockchain explorer tools) and Security (since the assets will not be pooled into a few large accounts, we will be able to have more fine-tuned control over the private keys).

Custom tokens will be used from at least 3 blockchains. So far, support for Ethereum, NEM and Waves has been planned. The TokenDesk platform will automatically create addresses for all the supported blockchains as soon as the user signs up. The user will instantly be able to view these addresses and to share them with others in order to receive coins.

Our main goal is to make the service both secure and easy to use. Below, more information about how this will be implemented is presented.

## Security

The blockchain altCoins are stored inside the blockchain — a shared record which every part of the network uses. This is why you don't need to have your wallet opened in order to receive coins. The shared record of the ownership is simply updated to reflect the fact that you own them. This shared record is called the blockchain. Every address has a private key that is created at the same time as the address itself.

## Multi-signature Keys

Each of our users will be able to opt-in to receive a multi-signature account. In this case, they will receive an access code that will not be stored on the TokenDesk servers. This setup composed of private keys will only make the service more secure. To make this functionality available on blockchains where a true multi-signature is not supported, we will derive the private keys from two parts, one of which will be provided by the user.

## Two Factor Authentication Process

A two factor authentication process will improve the security by combining something that you have in your possession (a code generated from an app or a hardware device) with something that you know (your passphrase). TokenDesk will also allow its users to protect their account using Universal Second Factor (U2F) devices such as YubiKey, Trezor or Ledger hardware wallets.

## Integrated Wallets

Every token account holder has its own wallet address for each altcoin. Once the registration process has been completed, the investor will receive his own unique client number that is dedicated to his wallet address. Token wallets addresses are automatically dedicated in the same way as altcoin wallet addresses. All information in the token holder's account is integrated and easy for users to use. Additionally, all of the registration procedures are integrated in one signing up process.

# Marketing

Marketing is one of the most important factors for a successful ICO, and for attracting potential customers later on. TokenDesk's strategy for attracting ICOs and investors will involve a combination of traditional and guerrilla marketing approaches.

## Public Relations

Ensuring good public relations is the first and main target that the TokenDesk team will have to address. The target will be to generate as much media coverage about the company as is possible, particularly with regard to its results and success stories. TokenDesk aims to position as a reputable service and a major influencer of ICO related businesses and topics.

This will lead to the brand recognition by the wider public. TokenDesk wants to attract not only those who already know a lot about cryptocurrencies, ICOs, etc., but also those who have very little knowledge in this area, especially the technical field, but who would still like to participate in an investment in a particular ICO.

TokenDesk already has databases of a variety of journalists involved in the technology, fintech, startups, and cryptocurrencies fields. Besides this, TokenDesk is working on building personal connections with the top thinkers and leaders of the industry.

#### Defined target media outlet groups:

1. Cryptocurrency and ICO related media outlets
2. High authority media outlets that have sections or have included previous articles about cryptocurrency
3. Tech/innovation/startups and their related media outlets
4. Local media outlets
5. Media outlets related to the target market

#### Defined potential media angles:

1. What is TokenDesk – what is the idea and the vision behind it?
2. Success stories of ICOs that have raised money through TokenDesk
3. Success stories of investors in ICOs through TokenDesk
4. Tips and advice for those who want to create an ICO

Besides reaching out to journalists, the marketing team will work with influencers from the tech, cryptocurrencies and many other industries to gain positive reviews. At first, self-determined people will be used for the endorsement, as the biggest priority is to engage as much as possible with an intake that is as little as possible.

## Social Media

1. Social media will help the company to engage with existing customers, and to build a profile online.  
The TokenDesk marketing team plans to:
2. Make regular posts: twice a week, both at the same time of day.
3. Use social media tools to increase our reach, number of followers, and their level of engagement.
4. Run promotions/contests across a range of social media channels.
5. After a new ICO or a partner has joined us, we will encourage them to make posts about the partnership in all social media accounts.

### Examples of posts:

1. New ICOs, successful milestones, and funding targets reached.
2. Features/updates.
3. Blog posts.
4. Event photos/collages and screenshots with the company/CEO/CTO name.
5. Contests/promotions.

# Financial Aspects

The cryptocurrency market has grown from 400 mln USD in 2016 to 2.1 bln USD in mid-August 2017. It is the experts' prognoses that the ICO market will grow by up to four times annually.

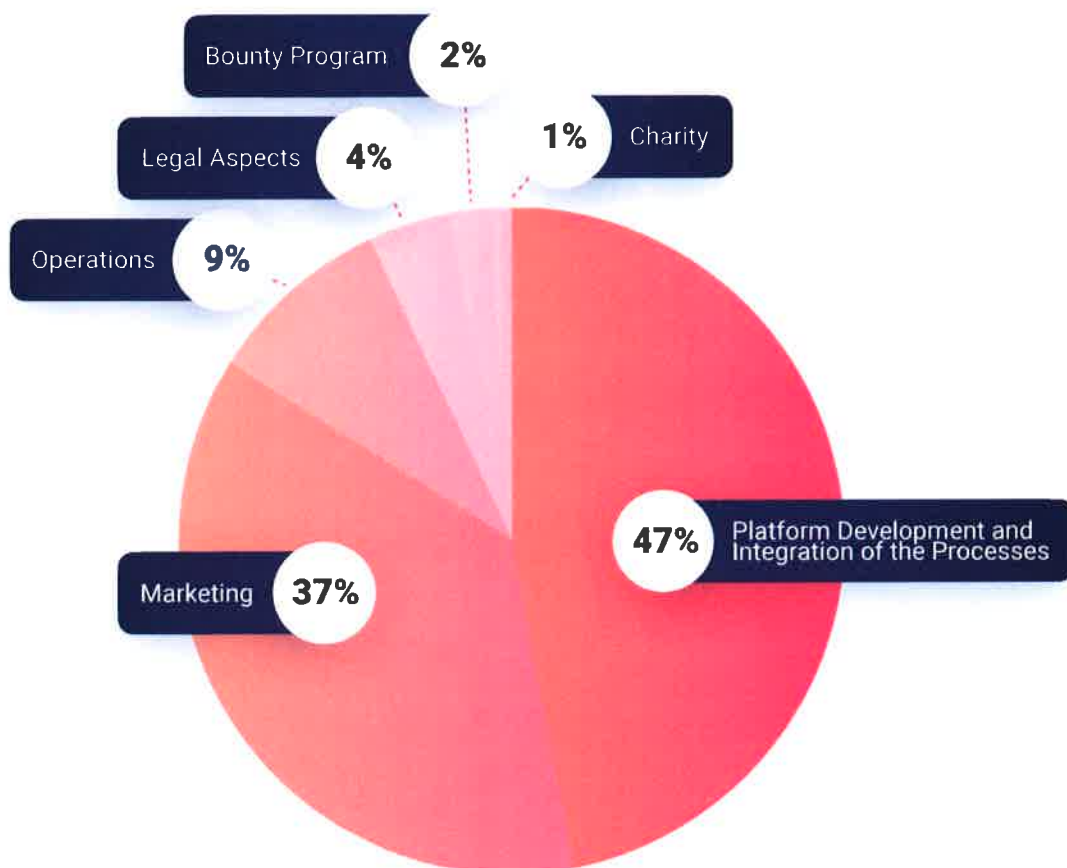
	2017	2018	2019	2020	2021
ICO sales, Bln/USD	2.2	8.8	35.2	140.8	563
TokenDesk ICO sales from the market cap (%)	0.2	1	3	5	10
TOKENDESK FINANCIAL FORECAST					
Turnover, mln/USD	0.44	8.8	105.6	704	5632
Income, mln/USD	-	0.44	6.31	49.28	394.24
NET income, mln/USD	-	0.24	3.47	27.10	216.83
TDS holders buy-back program, mln/USD	-	0.03	0.42	3.25	26.01

TokenDesk Financial Aspects

## Budget Breakdown

For the development of the TokenDesk platform we need to raise at least 50,000 ETH or have 5,000,000 TDS tokens sold. This investment is needed in order to develop the TokenDesk platform with the minimal features. For the beta version and the implementation of the maximum features TokenDesk will need at least 100,000 ETH raised or 20,000,000 TDS tokens sold.

If we don't reach the minimal investment amount, TokenDesk will return all investments to the backers by January 1st, 2018.

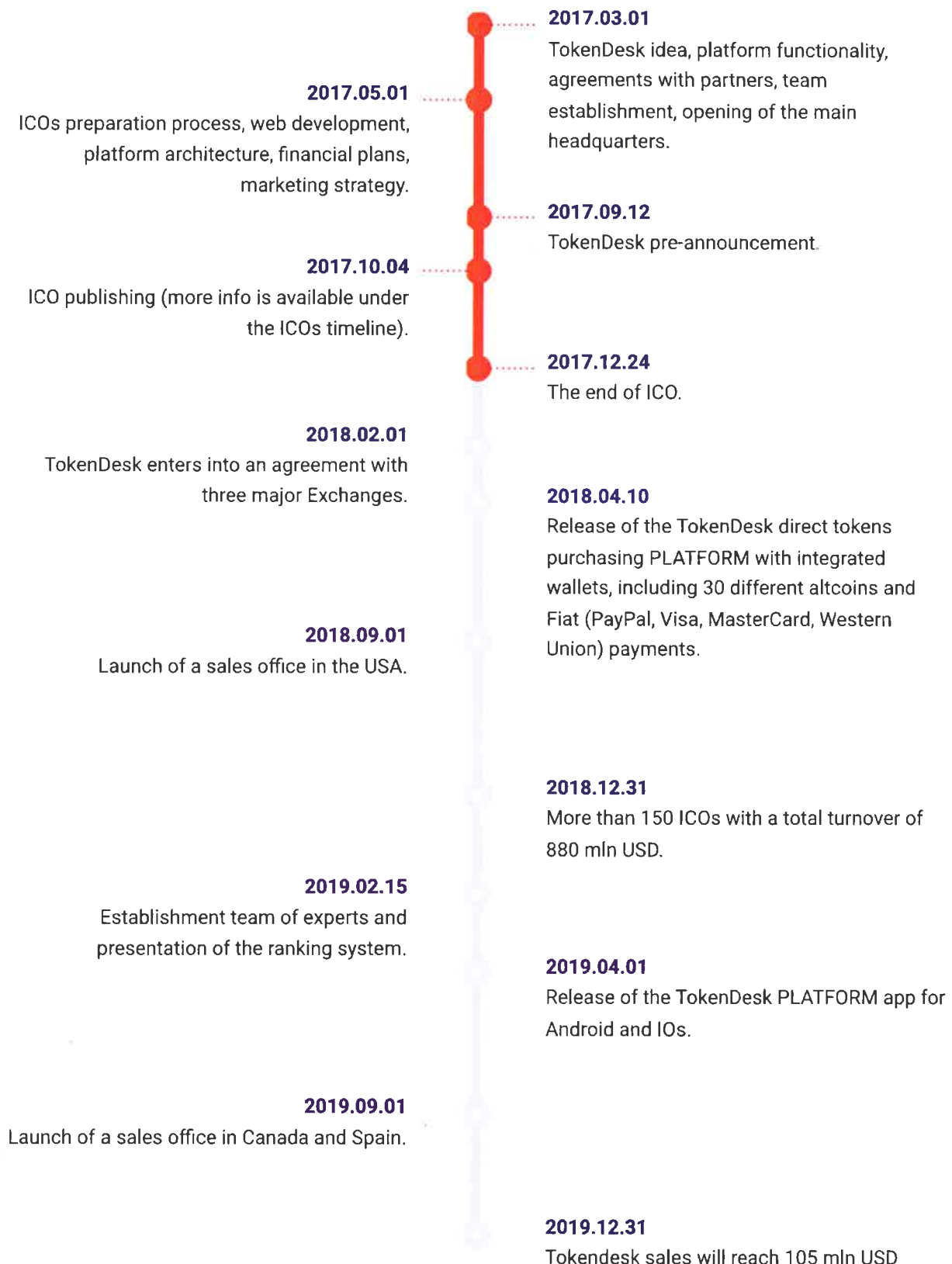


## Pricing

At TokenDesk, every ICO listed will be charged an operational fee ranging from 3.5% to 10%. Additional income will be generated from advertising positions. In the project development period (2017\_2018) the advertisement packages will be expanded to appear on Twitter, Facebook, Google AdWords, Reddit and others.



# TokenDesk Milestones



# Team

## Board of Directors



**Gintaras  
Tamosiunas**

**Co-founder, CEO @ TokenDesk**

G. Tamosiunas, Chief Executive Officer of TokenDesk, former member of [Lithuanian parliament](#), blockchain solutions development expert for business and government issues. G. Tamosiunas has been working in cryptocurrencies market for more than four years.

**in**



**Jaanus  
Beilmann**

**CEO @ AS Baltic Ticket Holdings**

Mr. J. Beilmann spent more than 10 years managing Baltic Ticket Holdings, AS ([bilietai.lt](#), [bilesuserviss.lv](#), [piletilevi.ee](#), [kvitki.by](#)) with a 71 mln Eur from ticket sales by 2016. J. Beilmann is a well known Estonian entrepreneur.

**in**



**Aleksandr  
Kasinsky**

**Co-founder @ Kvitky.by & Bilietai.lt**

A. Kasinsky is a managing director of the biggest Belarus ticket distribution company. He founded [kvitki.by](#) & [bilietai.lt](#) which had 38 mln turnover and 43 employees by 2016. Mr. Kasinsky is an active player in blockchain community.



**Tadas  
Rimdzius**

**Co-founder @ TokenDesk**

Tadas Rimdzius, former [bilietai.lt](#) CEO, with over 15 years of experience in the Services industry. He participated in more than 30 different mergers and acquisitions. BBA in Economics Informatics in Vilnius University.

**in**

# Advisors



**Paulius Geidrichis**

**Systems Architect & Co-founder at Codeopera**

Expert in blockchain, smart contract developer. Systems architect & Co-founder at [Codeopera](#), Microsoft certified, IT development agency.



**Tomas Mickauskas**

**Entrepreneur**

Tomas Mickauskas has 10 years experience in startups and project management and 6 years experience in trading Frankfurt, London and New York Stock Exchange. He has extensive knowledge of investments in cryptocurrencies.



**Arturas Zuokas**

**Mayor of Vilnius of 12 years**

32 y.o. when first elected for [Mayor of Vilnius](#), A. Zuokas was in charge of the city for three terms 2000-2007 and 2011-2015. A. Zuokas is the recipient of numerous international and national awards and honors.



**Dovydas Zinkevicius**

**General Manager at Columbus Lithuania**

A part of a global network, [Columbus Lithuania](#), managed by Dovydas, received 5 nominations as a Global Partner of the Year by Microsoft. 3 years in a row, the company was recognized as one of the most successful and fastest growing in the Baltic States.



**Evaldas Jurevicius**

**Asset Manager**

Evaldas has over 13 years of experience in asset management. Previously he worked as an IT Adviser to the Minister of Education. Currently he works in Vilnius based company which manages the biggest startup park in Lithuania - Northtown Technology Park.



**Anna Pleshkova**

**PR Advisor**

YouTube blogger "Cryptooptimist". Co-founder of CryptoFund. Expert in cryptocurrency market from Russia. Speaker on the Blockchain-conferences.



**Christopher Shen**

**Strategic Sales Partner**

Co-founder of Hooklabs.io, a company that focuses blockchain education and consulting. Chris is also the founder of Mr.Block, a group that hosts weekly events in Taiwan and Hong Kong introducing Blockchain technology and ICOs to traditional investors.



**Jonas Zaronkis**

**Attorney at Avocad**



**Laurynas Staniulis**

**Attorney at Avocad**



**Egidijus Langys**

**Attorney at Avocad**

## Legal Advisors

# ICO Execution

## General Token Information

Token name	TokenDesk (the "Token")
Token symbol	TDS
Token owner	TokenDesk LTD, 3rd Floor, 207 Regent Street, London W1B 3HH, UK
Token type	Ethereum ERC20
Total tokens issued	The final number of tokens created will be calculated according to the contributions and the demand. It will be fixed and publicized by the end of the ICO day. TDS Tokens are of limited edition - 20 mln. TDS maximum.
Token price during the ICO	100 TDS = 1 ETH discounts during the pre-order period
Accepted forms of payment	BTC, ETH, LTC, XRP, USD, EUR, etc.
Token issue date	January 22nd, 2018

## Other Information

- No mining or any other means of increasing the amount of tokens will apply to the TokenDesk tokens.
- During the ICO, tokens will also be available with a discount structure as is publicized at the official TDS token site [www.TokenDesk.io](http://www.TokenDesk.io) (The TDS token rate will depend on the time of purchase. Find more information about the ICO timeline.)
- The use of proceeds from token sales will be predominately used for the TokenDesk platform and team development.

## ICO Timeline

TokenDesk token (TDS) rate is 1TDS to 0.01 ETH. All TDS token sales start at 10.00 am (UTC-4).

LIMITED TDS TOKEN EDITION / 20.000.000

	Pre-Sale	Round A	Round B	Round C	Round D
Discount	-55 %	-30 %	-20 %	-10 %	0 %
Token Rate, 1 TDS	0.0045 ETH	0.007 ETH	0.008 ETH	0.009 ETH	0.01 ETH
Sales Period, 2017	Oct 4-6 <b>SOLD OUT</b>	Oct 7-20 <b>SOLD OUT</b>	Oct 20 - Dec 4 <b>SOLD OUT</b>	Dec 4 -14 <b>SOLD OUT</b>	Dec 14-24 <b>SOLD OUT</b>
Hard Cap	3.000.000 TDS	5.000.000 TDS	5.000.000 TDS	5.000.000 TDS	2.000.000 TDS

TokenDesk reserve all rights to offer reduced TDS token prices for institutional investors. All changes of TDS token pricing will be stated in individually formed agreements between TokenDesk and the investor.

## Token Transfers

Tokens will be transferred to the investors after the ICO's end time and upon the payment confirmation. Purchased tokens will not be active during the pre-sale period (i.e., sales or transfers of tokens will not be possible until the ICO is complete, at the end of the ICO closing date).

Token distribution: 70% public (of all tokens sales); 30% company's reserve.

## TokenDesk Smart Contract

A TDS token is an ERC-20 standard Ethereum token. The Smart Contract guarantees the following:

1. **Ownership.** Only Ethereum users and contract holders can be token holders. Each token belongs to one user/owner. No tokens are shareable. A token can be transferred to another user only by the direct command of its owner or by the command of the receiver that is directly authorized by the owner. No token transfers may be initiated by another user.
2. **Token Supply.** The tokens are issued only once, at the time of the deployment. The token supply is set at the time of the deployment. Every user can destroy (burn) some or all of his tokens, which are then deducted from the total supply.

3. **Transparency.** The information about the number of tokens held by any user is public. All information about transfers is also public and can be traced.
4. **Contract owner's right.** The contract owner can relinquish this ownership in favor of any other Ethereum user or contract.

## Cancellation and Refund

Cancellation and Refund. All TDS token orders are deemed firm and final. Only reserved TDS tokens may be subsequently canceled at the Client's request. The Client acknowledges to be fully aware that they will not be entitled to claim any full or partial reimbursement under any circumstances whatsoever.

## TokenDesk Community

All tokens will be issued only for the reasons of the TokenDesk development. Every person participating in an ICO will become a TokenDesk Community member. The member of the TokenDesk Community will hold the right to rank ICOs projects and will be given the possibility to become a part of the project development as an expert or an adviser. The member will be obligated to get discounts as indicated below.

## Cashback Program

The cashback program is a way to bring an additional value to our Community member for supporting our platform. In cases where the TDS holder decides to participate and purchase tokens offered by other ICOs via using the TDS tokens as the payment instrument, they are obligated to receive a 4,5% discount on the tokens to purchase.

## Token Repurchase Program

Token Repurchase Program shall be considered as a way to get the additional value of being the TokenDesk Community member. In cases where the customers of the TokenDesk platform purchase tokens of offered ICOs by using TDS tokens as the payment instrument, TokenDesk aims to burn some part of those TDS.

## Referral Program

If you invite new investors using a unique referral link, that is generated after you sign up at TokenDesk.io, you will receive a 5% discount on services provided by the TokenDesk platform. You can assess the activity of your referral in your account at any given time. The referral link can be found in your TokenDesk account/profile.

# Legal Disclaimer

PLEASE CAREFULLY READ THIS LEGAL DISCLAIMER. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISOR AND DO NOT CONTRIBUTE TO THE DEVELOPMENT OF TOKENDESK PLATFORM BEFORE DONG SO.

1. The purpose of this Whitepaper is to present the TokenDesk and the TokenDesk token (TDS) to potential token holders in connection with the proposed Initial Coin Offering (ICO). The information set forth below may not be exhaustive and does not imply any elements of a contractual relationship. Its sole purpose is to provide relevant and reasonable information to potential token holders in order for them to determine whether to undertake a thorough analysis of the company with the intent of acquiring TDS. Nothing in this Whitepaper shall be deemed to constitute a prospectus of any sort or a solicitation for investment, nor does it in any way pertain to an offering or a solicitation of an offer to buy any securities in any jurisdiction.
2. This document is not composed in accordance with, and is not a subject to, laws or regulations of any jurisdiction, designed to protect investors. The product token is not a digital currency, security, commodity, or any other kind of financial instrument and has not been registered under the securities laws of any country, including the securities laws of any jurisdiction in which a potential token holder is a resident.
3. The English version of Whitepaper is the primary official source of information about the TokenDesk and TDS. The information contained herein may occasionally be translated into other languages or used in the course of written or verbal communications with existing and prospective customers, partners etc. In the course of such translation or communication some of the information contained herein may be lost, corrupted, or misrepresented. The accuracy of such alternative communications cannot be guaranteed. In the event of any conflicts or inconsistencies between such translations and communications, and the official English version of Whitepaper, the provisions of this English language original document shall prevail.
4. Anyone purchasing TDS expressly acknowledges and represents that she/he has carefully reviewed this White Paper and fully understands the risks, costs and benefits associated with the purchase of TDS.
5. No information in this White Paper should be considered to be business, legal, financial or tax advice regarding TokenDesk, the TDS, and the Tokendesk ICO (each as referred to in the White Paper). You should consult your own legal, financial, tax or other professional adviser regarding TokenDesk and their



respective businesses and operations, the TDS, and the Tokendesk ICO (each as referred to in the Whitepaper). You should be aware that you may be required to bear the financial risk of any purchase of tokens for an indefinite period of time.

6. The purchaser of TDS undertakes that she/he understands and has experience of cryptocurrencies, blockchain systems and services, and that she/he fully understands the risks associated with ICO as well as the mechanism related to the use of cryptocurrencies (incl. storage).
7. TDS token cannot be used for any purposes other than as provided in this Whitepaper, including but not limited to, any investment, speculative or other financial purposes. TDS token confers no other rights in any form, including but not limited to any ownership, distribution (including, but not limited to, profit), redemption, liquidation, property (including all forms of intellectual property), or other financial or legal rights, other than those specifically set forth below. TDS tokens give the holder no rights in the company and do not represent participation in the company as well. TDS tokens are sold as a functional utility.
8. According to the professional opinion of our legal advisors, based on the Howey Test our TDS tokens are not and should not be deemed as securities and do not need to be registered as a security.
9. You acknowledge, understand, and agree that TDS are not securities and are not registered with any government entity as a security, and shall not be considered as such. You acknowledge, understand, and agree that ownership of TDS does not grant to you the right to receive profits, income, or other payments or returns arising from the acquisition, holding, management or disposal of, the exercise of, the redemption of, or the expiry of, any right, interest, title or benefit in the TokenDesk or TokenDesk Platform or any other TokenDesk property, whole or in part. TDS are not official or legally binding investments of any kind. In case of unforeseen circumstances, the objectives stated in this document may be changed. Despite the fact that we intend to reach all goals described in this document, all persons and parties involved in the purchase of TDS do so at their own risk.
10. We may not be able to pay any anticipated rewards in the future. There is no assurance that there will be sufficient engagement in the TokenDesk platform such that you will receive any financial rewards / discounts. TokenDesk has performed several market studies testing the demand for the TokenDesk platform with relatively positive results, TokenDesk platform has not been fully developed and finalized and is subject to further changes, updates, and adjustments prior to its launch. Such changes may result in unexpected and unforeseen effects on its projected appeal to users, possibly failing to meet users' preconceived expectations based on the beta version, and hence, impact its success. For the foregoing or any other reason, the development of the TokenDesk platform and the launch of the future TokenDesk business lines may not be completed, and there is no assurance that it will ever be launched at all. The funds raised in the ICO are exposed to risks of theft. The Company will make every effort to ensure that

the funds will be securely held in an blockchain wallets. Notwithstanding such security measures, there is no assurance that there will be no theft of the cryptocurrencies as a result of hacks, sophisticated cyber-attacks, distributed denials of service or errors, in the smart contract(s) on the Ethereum or any other blockchain, or otherwise. In such event, even if the ICO is completed, the Company may not be able to receive the cryptocurrencies raised and TokenDesk may not be able to use such funds for the development of the TokenDesk platform. In such case, the launch of the TokenDesk platform and the structuring and licensing of the TokenDesk future business lines might be temporarily or permanently curtailed.

11. Regulatory authorities are carefully scrutinizing business and operations associated with cryptocurrencies throughout the world, therefore regulatory measures, investigations, or actions may impact TokenDesk business and even limit or prevent it from developing its operations in the future. All persons must be informed that the TokenDesk business model, the Whitepaper, or Terms and Conditions may change or need to be modified due to the regulatory and compliance requirements from any applicable law in any jurisdiction. In such case, purchasers and anyone undertaking to acquire TDS tokens, acknowledge and understand that neither TokenDesk nor any of its affiliates shall be held liable for any direct or indirect loss or damage caused by such changes.
12. You are not eligible to purchase any TDS tokens in the TokenDesk ICO (as referred to in this Whitepaper) unless you are qualified as an accredited investor under U.S. standards. Citizens and residents of the People's Republic of China and South Korea cannot participate in the pre-sale or TokenDesk ICO under any conditions.
13. Cancellation and Refund. All TDS token orders are deemed firm and final. Only reserved TDS tokens may be subsequently canceled at the Client's request. The Client acknowledges to be fully aware that they will not be entitled to claim any full or partial reimbursement under any circumstances whatsoever.
14. TDS tokens will be issued on the Ethereum blockchain. Therefore, any failure or malfunctioning of the Ethereum protocol may lead to the trading network of TDS not working as expected.
15. Additionally, in a down-cycle economic environment, TokenDesk may experience the negative effects of a slowdown in trading and usage of the TokenDesk platform and may delay or cancel the structuring and launch of the anticipated TokenDesk future business lines.
16. To the maximum extent permitted by the applicable laws, regulations and rules, TokenDesk shall not be liable for any indirect, special, incidental, consequential or other losses of any kind, in tort, contract or otherwise (including but not limited to the loss of revenue, income or profits, and loss of use or data), arising out of or in connection with any acceptance of or reliance on this Whitepaper or any part thereof by you.

17. By accessing and/or accepting possession of any information in this White Paper or such part thereof, you represent and warrant to TokenDesk as follows:
- a) You agree and acknowledge that the TDS do not constitute securities in any form in any jurisdiction;
  - b) You agree and acknowledge that this Whitepaper does not constitute a prospectus or offer document of any sort and is not intended to constitute an offer of securities in any jurisdiction or a solicitation for investment in securities and you are not bound to enter into any contract or binding legal commitment on the basis of this Whitepaper;
  - c) You agree and acknowledge that in the case where you wish to purchase any tokens, the TDS are NOT to be construed, interpreted, classified or treated as:
    - iv) any kind of currency other than cryptocurrency;
    - v) debentures, stocks or shares issued by any person or entity;
    - vi) rights, options or derivatives in respect of such debentures, stocks or shares;
    - vii) units in a collective investment scheme;
    - viii) units in a business trust;
    - ix) derivatives of units in a business trust; or
    - x) any other security or class of securities.
  - d) You agree and acknowledge that the development of TokenDesk platform is a subject to further changes, updates and adjustments prior to its launch. Therefore, you agree and acknowledge that the development of the Tokendesk platform and launch of TokenDesk future business lines may not be completed and there is no assurance that it will be launched at all;
  - e) You have a basic degree of understanding of cryptocurrencies, blockchain-based software systems, cryptocurrency wallets or other related token storage mechanisms, blockchain technology and smart contract technology;
  - f) You agree and acknowledge that TokenDesk is not liable for any indirect, special, incidental, consequential or other losses of any kind, in tort, contract or otherwise (including but not limited to loss of revenue, income or profits, and loss of use or data), arising out of or in connection with any acceptance of or reliance on this Whitepaper or any part thereof by you;

- g) You aware and acknowledge that you are familiar with all related regulations in the specific jurisdiction in which they are based and that purchasing cryptographic tokens in that jurisdiction is not prohibited, restricted or subject to additional conditions of any kind.

# Highlights for Investors

## ✓ **Direct Token purchase place for all ICOs**

TokenDesk will be the first direct Tokens purchase place for all ICO Tokens.

The customer will have the opportunity to buy tokens without the need to additionally open different types of eth, wave or altcoins wallets.

TokenDesk will be an integrated place where all investors will have the possibility to buy tokens without wasting time and without the need to be an expert in cryptocurrencies or blockchains.

## ✓ **Biggest ICO marketplace**

TokenDesk will be the biggest marketplace for all published ICOs.

Due to our wide range of integrated solutions for ICOs publishers, our bounty program, and our flexible payment possibilities, TokenDesk will be the best platform for all ICO publishers.

## ✓ **Cashback**

Every TokenDesk's TDS holder will be able to receive a 4,5% discount on purchase (more information is available in the description of the Cashback Program).

## ✓ **Token repurchase program**

Token repurchase program shall be considered as a way of getting the additional value out of being a TokenDesk Community member. In cases where the customers of the TodenDesk platform purchase tokens of other ICOs by using the TDS as a payment instrument, TokenDesk aims to burn some part of those TDS.

## ✓ **Discount program of up to 80% for TokenDesk token holders**

TokenDesk TDS token owners will have the exclusive opportunity to participate in all early stage or closed presales for the ICOs that will be published in our TokenDesk platform with an up to a 80% discount.

## ✓ **Integrated token wallets**

TokenDesk will have an integrated token wallet solution, where investors will find opportunities to keep all the tokens they have purchased in one place.

✓ **Wide range of payment methods**

More than 30 different types of altcoins will be integrated in our wallet and an investor will not need to exchange his altcoins in ETH or BTC.

TokenDesk provides the biggest range of Fiat payment possibilities for published ICOs. From wire payments in EUR, USD, CNY and others, to popular payment solutions like VISA, MasterCard, and more.

✓ **Rankings**

Every ICO will be ranked by both the token holders and TokenDesk experts. A simple ranking system will help investors to choose the ICO that is worth their investments.

✓ **Purchasing PayUp tokens**

Before the published ICO in the TokenDesk platform has ended, every customer that has bought a token in our platform will have the possibility to return it to the ICO's owner and receive the invested money.

✓ **Automatic token purchases/preordering**

Every TokenDesk user will have the possibility to preorder upcoming ICO tokens. These functions will be ordered in an integrated wallet.

# Highlights for ICO Publishers

✓ **One direct place for all ICO token purchases**

TokenDesk is the first direct place for ICO token purchases, where ICO publishers will find better solutions for their ICO in one platform.

Our team provides a wallet integration solution, as well as all statistics about the development of ICOs in real time.

✓ **Biggest potential investment channel**

TokenDesk will provide a unique list of entrepreneurs that are interested in ICO investments. For this purpose, a special department inside our company will be established.

We will expand our offices in the most popular ICO investment countries on an annual basis.

A special team will work with digital and social media, blogs, and other channels to improve TokenDesk's popularity among ICOs.

✓ **Wide range of wallets**

TokenDesk provides the biggest range of altcoins and Fiat payment possibilities for the ICOs published in our platform.

More than 30 different altcoins and 10 different Fiat payments methods will be established.

✓ **Deferred participation payments**

Payment for our services will be charged after the successful publishing of the ICO.

TokenDesk will charge only a percentage fee from all the funds that are raised.

✓ **Targeted advertising channel**

Regarding to our marketing program TokenDesk will reach more than 500,000 unique users in 2019.