

BLOCKCHAINCOMPANY LTD.

TERM SHEET FOR PREFERRED STOCK

The following is a summary of the principal terms with respect to the proposed Preferred Stock financing of **BLOCKCHAINCOMPANY LTD.**, a United Kingdom Registered Company (the "**Company**").

THE OFFERING

<i>Issuer:</i>	BLOCKCHAINCOMPANY LTD (the " Company ")
<i>Securities:</i>	Preferred Stock (the " Preferred ")
<i>Valuation of the Company:</i>	€ 190,332,558.53 (<i>Pre-money</i>)
<i>Amount of the offering:</i>	€ 10,017,503.07
<i>Number of shares:</i>	62,609,394 shares
<i>Price per share:</i>	€ 0.16

TERMS OF THE PREFERRED

<i>Liquidation preference:</i>	In the event of a liquidation, dissolution or winding up of the Company, the Preferred will have the right to receive €0.16 per share prior to any distribution to the holders of common stock. The remaining assets will be distributed <i>pro rata</i> to the holders of common stock. A sale of all or substantially all of the Company's assets or a merger or consolidation of the Company with any other company will be treated as a liquidation of the Company.
<i>Conversion:</i>	Convertible into one share of Common (subject to proportional adjustments for stock splits, stock dividends and the like) at any time at the option of the holder.
<i>Automatic conversion:</i>	Each share of Preferred will automatically convert into common stock, at the then applicable conversion rate, upon (i) the closing of a firmly underwritten public offering of common stock, or (ii) the consent of the holders of at least a majority of the then outstanding shares of Preferred.

Board of directors: The board shall consist of up to 7 directors over our growth period. The holders of common stock, voting as a separate class, shall be entitled to elect 1 director to the board.

Voting Rights: Votes together with the Common Stock on all matters on an as-converted basis. Approval of a majority of the Preferred Stock required to (i) adversely change rights of the Preferred Stock; (ii) change the authorized number of shares; (iii) authorize a new series of Preferred Stock having rights senior to or on parity with the Preferred Stock; (iv) redeem or repurchase any shares (other than pursuant to employee or consultant agreements); (v) declare or pay any dividend; (vi) change the number of directors; or (vii) liquidate or dissolve, including any change of control.

Pre-emptive rights (to maintain proportionate ownership): Each of the Investors will have a right to purchase its *pro rata* share of any offering of new securities by the Company, subject to customary exceptions.

INVESTOR RIGHTS

Financial Information: Company will deliver to Investors within 9 (nine) months subsequent to the end of each fiscal year, an annual financial statement (incl. balance sheet, profit and loss & cash-flow statement) for the Company.

Token Right: Investors will have the right to receive an amount of tokens on a pro rata basis, from the tokens held by the Company in subsequent token issuances.

Future Right: The Preferred will be given the same rights as the next series of Preferred Stock (with appropriate adjustments for economic terms).

Information rights: As soon as practicable, the Company will deliver to each Investor (i) unaudited annual financial statements and (ii) unaudited annual financial statements. The information rights will terminate upon an initial public offering.

Other Matters: *Market stand-off.* Holders of Preferred will agree not to effect any transactions with respect to any of the Company's securities within 180 days following the Company's initial public offering, provided that all officers, directors and 1% stockholders of the Company are similarly bound.