



SAFT Sale Economics

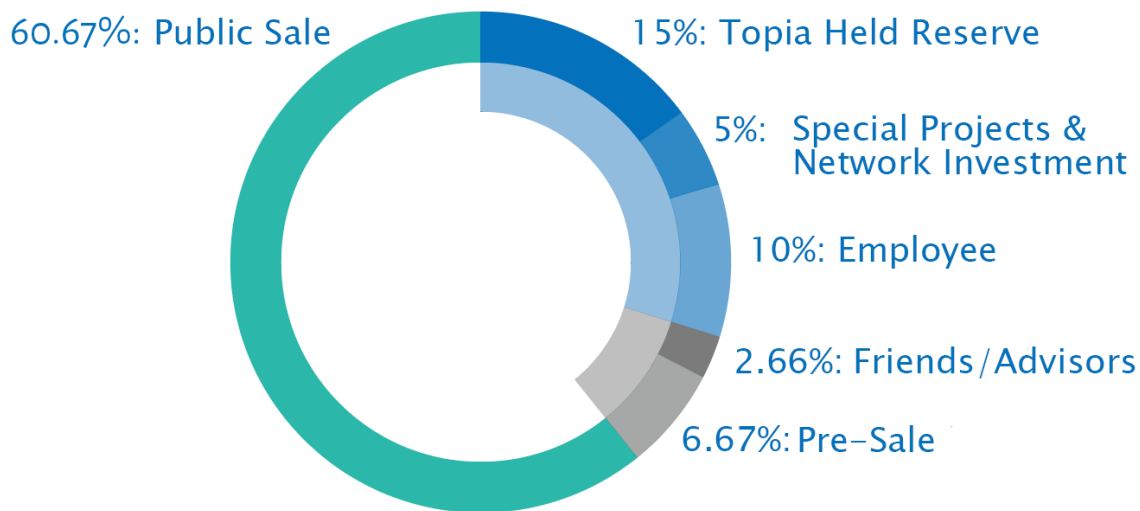
This document describes various aspects of the Secure Decentralized File Sharing Network, the TopiaCoin Token Sale, and the economics of both. Any updates to this document will be posted on TopiaCoin's webpage for the TopiaCoin Token Sale: <https://topiacoin.io>. LEGAL DISCLAIMER: This document contains forward-looking statements, subject to risks and uncertainties that could cause actual results to differ materially.

1 Token Allocation

The TopiaCoin Token will be distributed to the 3 major participating groups in the TopiaCoin Network.

Each group is critical to the network's creation, development, growth, and maintenance:

Token Allocation



60.67% Token Sale

For funding network development, staffing, alliances, legal fees, advisory services, business development, support, and more.

30% Reserved of total token supply

For maintaining the health of the token economy (15%), supporting 3rd party partners in the development of applications built on the Secure Distributed File Sharing network (5%), and rewarding employees for their work developing and growing the TopiaCoin economy and Secure Distributed File Sharing network (10%).

9.33% Presale to Select Investors and Close Associates

For funding network development, business development, support, and more.

2 The TopiaCoin Token Sale

Fundraising.

Topia Technology requires significant funding to develop, launch, and grow the SDFS network. We must develop all the software required: the client software, user interfaces and apps, network infrastructure and monitoring, software that third-party wallets and exchanges need to support TopiaCoin, integrations with other data storage software, tooling for web applications and dapps to use TopiaCoin, and much more. We must deploy the network, facilitate its growth to large scale, market to and onboard clients, bring key partners into the ecosystem, and much more.

Offering of TopiaCoin SAFTs.

To raise this funding, Topia Technology is conducting an offering of Simple Agreement for Future Tokens (SAFT's - see the legal section of this document) through [TopiaCoin.io](https://topiacoin.io). This offering is happening in two parts: (1) a sale for Topia Technology and TopiaCoin advisors, and (2) a sale to the broader community and accredited general public.

Token Sale.

We hope to bring together a large and diverse group of investors from around the world, who want to work closely with us to build the most powerful secure distributed file sharing network. We primarily seek strategic investors who have something high-value and unique to offer to TopiaCoin. We also wish to reach as broad of an investor base as we can; we want people and organizations from countries all over the world, who work in many different kinds of industries. We want our investors to represent many different groups so that TopiaCoin can quickly come to serve those users and spread across these networks. We want investors who add value, investors who will work with and for the network. We want investors who will share their skills, their knowledge, and their networks to achieve our success. We have structured the token sale to reward a large group of people that can help us build the network, by selling TopiaCoin at what we think is a much lower price than it will be worth some day (caveat: as with any risky investment of course we cannot make guarantees or predictions). We are unfortunately legally restricted to involve only accredited investors (world-wide investors accredited to US standards or similar -- see legal section).

Pre-Sale.

We have been working with a group of tremendously valuable strategic advisors; these are individuals and organizations who have helped to build the TopiaCoin strategy and network, who have made strong long-term commitments for the future, and/or who present very significant future opportunities for the network. In order to secure their long-term commitment and alignment, they were offered vesting/discount choices of 6 months to 1 year and a 20-50% discount. (Note: to reflect their strong commitment to the Network, the minimum vesting for all Pre-Sale investors is 6 months.)

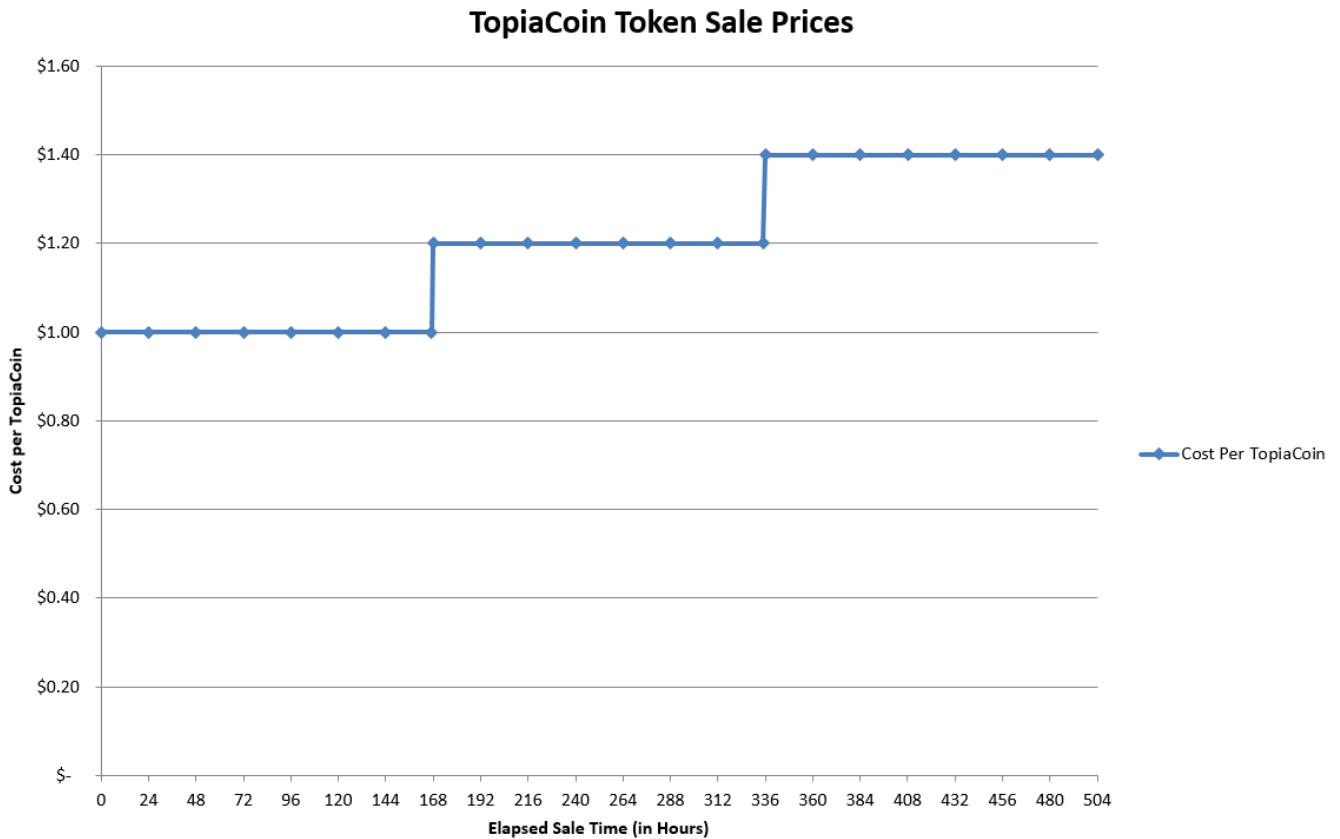
Token Details.

Instrument	TopiaCoin SAFT	
Role of Token	The token will be the only means of payment on the SDFS Network.	
Token Supply	300,000,000 TopiaCoin	
Blockchain	Ethereum	
Consensus Method	Ethereum is currently using Proof of Work	
Sale Period	Pre-Sale: Mar 19, 2018 to May 15, 2018 Public Sale: May 15, 2018 to June 05, 2018	
Accepted Currencies	ETH, BTC, BTS, USD	
Token Distribution Date	Network Launch	
Network Launch	Q2 2019	
Public Sale Price	Period	Price
	Week 1	\$1.00
	Week 2	\$1.20
	Week 3	\$1.40

3 Legal Work & The SAFT

Offering Docs.

Our offering is being conducted with the SAFT, created to enable compliant token pre-sales. Read our Purchase Agreement for a detailed description of our offering and a number of important legal disclosures.



Reg. D, 506(c). After months of extensive legal review, and much thought about the evolving landscape of crypto assets and their legal structures, we have come to the conclusion that token sales such as ours should be cautious. Other projects have been found to be selling securities. Therefore, out of an abundance of caution and with the best, long-term interests of the TopiaCoin Network at heart, we must structure our fundraising sale as an offering of SAFTs, according to and in compliance with SEC Reg D. 506(c) and other U.S. securities laws (see our PPM). Accidentally violating these laws could be a project-ending event!

Token Sales & Securities Laws. Most token sales happen as direct sales of the token, a crypto asset. Some happen as pre-sales before the token and the network exist. Some such token sales may not comply with the securities laws of the U.S. and other jurisdictions. Some token sales have chosen to bar US investors from participating for this reason. Others have chosen to offer only to accredited

investors. For an excellent review of securities laws as they may or may not apply to crypto tokens, please see Coin Center's thorough [Framework for Securities Regulation of Cryptocurrencies](#).



SAFT.

Since the TopiaCoin Network is in development and it is not yet live, in order to do a compliant token sale, we created the Simple Agreement for Future Tokens (SAFT). The SAFT is a fundraising instrument and legal agreement between two parties, where one party (the buyer) buys tokens to be delivered at a future date by the other party (the seller), after the **Network Launch** or some other event important to the creation of a crypto token network. You can read the SAFT at <https://topiacoin.io/SAFT.pdf>

U.S. Accredited Investors.

We are required by law to ensure that all U.S. investors who participate in our sale qualify as “[Accredited Investors](#)” (e.g. have over \$200K (or \$300K with spouse for the past 2 consecutive years) in income, or a net-worth over \$1M, etc.). We unfortunately cannot offer the TopiaCoin Token Sale to US investors who do not meet that requirement. This is understandably thoroughly disappointing for us and for many people in our community, as so many of our staunchest supporters are not accredited. That said, we understand the regulations are in place to protect people from bad actors, and we hope our community understands we must abide by them.

Non-U.S. Investors.

Technically, we are not required to apply the same standard to non-U.S. investors, and we may be able to classify the sale to those as a Reg. S offering. In such a case, we would need an extensive, world-wide review of each jurisdiction to figure out what restrictions we do or do not need to apply. This could take months of legal work to address thoroughly. Since the US restrictions tend to be more stringent -- and world-wide investors often invest in US ventures according to US securities laws -- our legal team requires us to apply either our investors' jurisdiction restrictions or at least US restrictions to all investors. We know this comes as a big disappointment to many, and we hope you understand the restrictions we must work under.

Vesting & Discounts

Vesting is tough with volatility.

We do understand that — especially for smaller investors — a lock up with typical crypto asset volatility can be hard to deal with. To help alleviate this, purchases subject to vesting periods will vest 50% of the tokens immediately, with the other 50% vesting according to the selected discount.

For Pre-Sale investors, the following vesting periods and discounts are available:

Schedule I – PreSale Vesting Periods and Discounts (up to 6.67% of Total Supply)

Vesting Period	Minimum Investment	Discount
6 Months	\$10K	20%
12 Months	\$50K	25%
12 Months	\$100K	30%
12 Months	\$250K	35%
12 Months	\$500K	40%
12 Months	\$1M	50%

General sale investors are not subject to a vesting period, and thus are not granted any discounts.

Network & Token Sale FAQ

What is the token sale cap?

The cap is in terms of amount of TopiaCoin, and it is 210,000,000.

What is the price per token cap?

The price per TopiaCoin cap is \$1.40.

What is the total supply (ever)?

The total supply ever will be: 300,000,000 (300 million) TopiaCoin.

Will I receive tokens?

The Simple Agreement for Future Tokens (SAFT) is a legal agreement, similar to the YCombinator SAFE. Think of it a bit like a forward contract — the seller (Topia Technology) sells tokens ahead of time to a buyer (you); the seller must then build the network, and deliver the tokens at Network Launch in the future. We chose to use the SAFT to address all known regulatory and compliance recommendations by the SEC.

What do we do about keeping the token safe? Are there custodians?

Since this transaction is for SAFTs (legal agreements tied to legal entities), you do not have to worry about private keys and custody until we deliver the token. As we get close to Network Launch, we hope to work with popular crypto asset wallets and exchanges to add support for TopiaCoin.

When do we get the tokens?

All tokens are delivered on network launch and Pre-Sale tokens are subject to a certain amount of vesting (also known as a usage restriction). Vesting is selected at time of SAFT purchase, commences at network launch, and ranges from a minimum of 6 months to a maximum of 1 year.

How does vesting work?

Tokens subject to vesting have a usage restriction. They cannot be sold, transferred, spent, or otherwise made use of on the TopiaCoin network. This is referred to as **vesting**. The rate at which the usage restriction is lifted — at which the tokens **vest** — is linear, and per blockchain block. For example, an investment with 1 year vesting would have 50% of its tokens available at network launch, and 100% available (fully vested) 1 year after network launch. Vesting starts linearly from the block in which the tokens are issued.

Is there a minimum investment requirement or a maximum investment limit for any individual investor?

There is a minimum investment requirement of \$10,000 USD (or the equivalent in cryptocurrency) for the Pre-Sale. There will be a minimum investment of \$1,500 USD (or the equivalent in cryptocurrency) for the public sale. There is no maximum investment limit for any individual investor or investing entity.

What happens if I send some payment, but not enough to cover the full investment?

All investments remain open until the full-purchase price is received. This means any underpayment will keep the transaction open and incomplete. You may still send additional money to the deposit address to complete the transaction until the sale closes, at which point any incomplete transactions are cancelled. We CANNOT issue a SAFT for partial investments because the legal agreements signed will be for the EXACT amount you entered and agreed to.

What happens if I send more money than is required for the investment? Will I receive extra TopiaCoin?

No. Please send EXACTLY the amount listed. This is easy with USD, but many crypto token wallets force investors to manually enter the payment amount to send. Please be careful and enter in EXACTLY the right amount (including any additional network transaction fees, if applicable). DO NOT send more than your investment amount. We CANNOT count it, because the legal agreements signed will be for the EXACT amount you entered and agreed to. If you would like to invest more than the original requested amount, please execute an additional SAFT reflecting the additional investment.

I sent too much or too little money to an investment. What happens to that money?

Any funds contributed to investments that were NOT completed by the end of the sale (i.e. too little money) will be cancelled and the funds will not be collected or will be returned. Any extra funds contributed to an investment beyond the investment amount (i.e. too much money) will not be counted. Those funds will be refunded to the investor. ***For security reasons, we CANNOT return, use, or donate any such monies until after the sale has ended. Please do not ask us to. We WILL NOT make exceptions, as this is a very high security risk.***