



PLAY 2 LIVE

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GLOSSARY

Betting	Wagering on the outcome of a eSports event with a coefficient.
Content (eSports)	in application to eSports the term 'content' stands for stream broadcasts
Daily Reward Pool	The part of Play2Live economy which determines the reward equivalent received by a user for making a contribution or performing actions within the platform.
DPoS	Delegated Proof of Stake. It leverages the power of stakeholder approval voting to resolve consensus issues in a fair and democratic way
Donation	Voluntary reward from a viewer to a streamer.
eSports	A form of competition that is facilitated by electronic systems, particularly video games, and which forms a major part of the gaming industry.
Gambling	Games in which the winning outcome completely or to a large extent depends not on the art of playing, but on the randomness.
Level Up Coin	Play2Live platform utility tokens which provide a means of payment for the goods and services available on the platform.
Level Up Chain	A decentralized blockchain system for streaming, gaming and eSports projects.
Revenue sharing model	A model of sharing part of the revenue with a partner.
Streaming	Online media simultaneously recorded and broadcast in real time to the viewer.
Totalizator	A type of betting without a coefficient.
The system of tasks	A system in which viewers of a stream can assign various tasks to a streamer and vice versa.
VOD	Video on demand



INTRODUCTION

Video games and eSports markets, representing the largest part of the global gaming industry, have started to attract the attention not only of their core audience (gamers), but also of crypto community. The global market for video games has already surpassed that of the film industry, topping \$105 bn in 2017. This should not be surprising given that the funds required to develop and release a video game is often on a par with the budget of a Hollywood blockbuster.

At the same time, the tremendous growth of cryptocurrencies and dissemination of blockchain technology suggests that there are opportunities to unite eSports entertainment with a blockchain-based solution. This would address a number of inefficiencies and offer unique advantages over conventional streaming platforms, whose features have remained virtually unchanged over time.

To date, more than 30 gaming industry projects have been launched that make use of blockchain technology, which is just a fraction of the vast number of token sales being launched daily, a figure which now exceeds 300 a month. It is evident that there is a gap in the market for a project that can unite blockchain with the gaming industry to create a solution that benefits all parties. Play2Live has the potential to become a trailblazer in this emerging market and to establish a major presence before other enterprises emerge in the space.

PLAY2LIVE

THE FIRST FULL-BLOWN DECENTRALIZED STREAMING PLATFORM FOR
GAMERS AND ESPORTS FANS

Based upon blockchain technology, Play2Live introduces a unique mixture of interactive features and monetizing tools, currently unavailable on existing streaming platforms. The further development of Play2Live's Level Up Chain on the basis of Graphene fork allows to create the ultimate end-to-end solution for streamers, gamers and eSports fans covering all their needs, and also providing the key advantages of blockchain technology such as speed, transparency and availability.

The eSports market is valued at \$700M for 2017 and is growing rapidly, with huge numbers of tournament views stemming from broadcasts by the most popular streamers. These numbers already exceed those of the world's most popular sports events such as NBA and MLB. Traditional sports clubs such as FC Barcelona, Manchester United and Galatasaray have been swift to recognize the potential of eSports and have already acquired a number of eSports teams. Twitch.tv and YouTube Gaming are two of the highest profile streaming platforms to have emerged dedicated to the eSports and video games markets, with the former sold for \$970M to Amazon less than four years ago.

With extensive experience of the eSports industry and a deep understanding of blockchain technologies and their potential, we have decided to focus on building a full-blown ecosystem for gamers. Play2Live streaming platform has been created on the basis of decentralization principles. One of its unique functions is the ability for any participant to influence the content generation process within the platform that allows to personally impact all stages of content generation. In other words, not only can the spectator watch the stream, but they can also act as a content creators. On top of that, any participant of the ecosystem has an opportunity to earn rewards. That approach is the antithesis of that offered by existing streaming platforms, where the viewer is obligated to spend funds on various activities and where their role in content creation is constrained or non-existent.

Play2Live token sale is expected to attract the seed user base of the project, which constitutes the critical mass of users required to get the platform up and running. The growth of the user base is facilitated by a streaming service featuring video broadcasts of gaming and eSports content, which is the core function of Play2Live. Implementation of blockchain technology allows to attract content and service providers with an access to the user base.

The number of cryptocurrency users in the world is still relatively low (tentatively 100M cryptocurrency wallets), while the monthly audience of Twitch.tv is 100M unique users. It is conceivable that at least 10% of these users become cryptocurrency holders. Gamers are regarded as the most tech-savvy segment of PC and mobile users, and it is plausible to assume that they will find it easy to make the transition from fiat money to cryptocurrency, as many already have.

A primary concern when creating an ecosystem for gamers using blockchain technology is setting up an internal economy similar to the way countries issue money that is pegged to the value created by their residents. Similarly, blockchain systems issue cryptocurrency, which is pegged to the value of the businesses built around these systems and the belief of holders in its growth. At Play2Live, **our goal** is to build a full-blown ecosystem for all gamers and eSports fans that allowing any third-party projects and developers to freely integrate with the platform via API.



GLOBAL GAMING AND CRYPTOCURRENCY MARKETS

Below are the most up-to-date figures for the markets where Play2Live project is anticipated to operate in.

GLOBAL MARKET

ACCORDING TO FORECASTS, THE REVENUE OF THE GAMING INDUSTRY WILL REACH \$115 BILLION BY 2018 AND BY 2020 WILL REACH THE \$130 BILLION MARK.

Quick facts

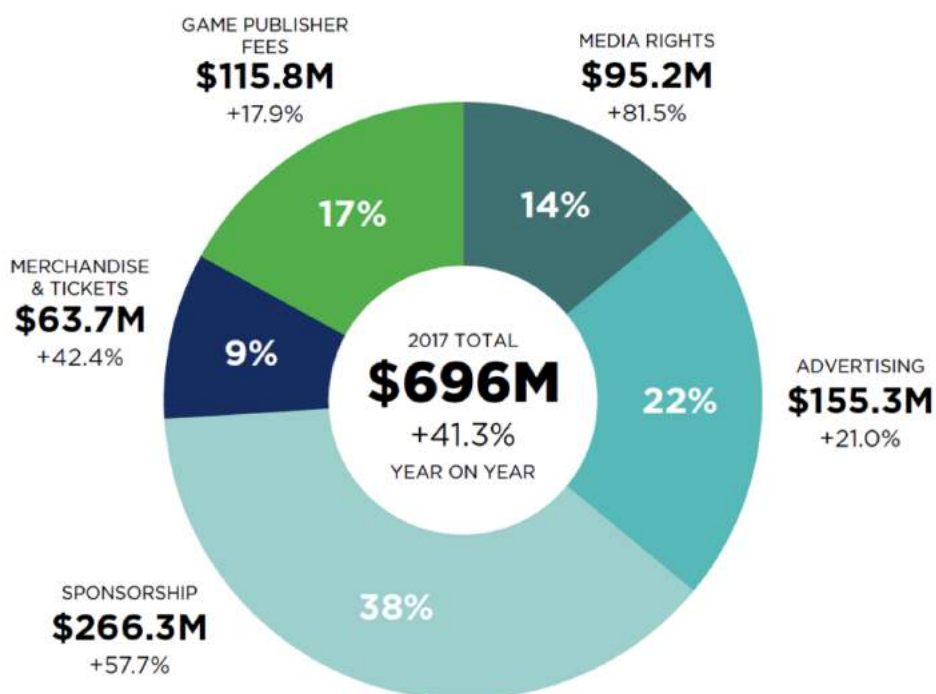


The following excerpts are from a SuperData study:

- 665M people around the world tune in to sites like Twitch.tv and YouTube for content about their favorite games. Taking into account the 100M+ monthly active users of Twitch.tv and the total live broadcast, this audience is substantial. At the same time, data from the Chinese market are not included in the calculation, which significantly exceeds other regions in terms of viewership.
- eSports is one of the fastest growing tech markets, with only VR technology market outpacing it.

ESPORTS MARKET

eSports is one of the most dynamically developing segments of the gaming industry. By 2020, the market is expected to reach \$1.5 billion.



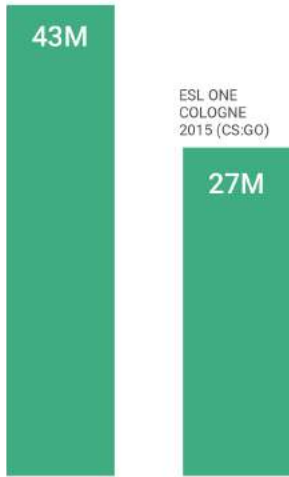
LIVE GAME STREAMING AND VOD MARKET

Gaming and eSports have opened new channels of communication for viewers such as streaming and broadcasting platforms for gamers.

ESPORTS AUDIENCES VERSUS OTHER SPORTS

GLOBAL ONLINE VIEWERS

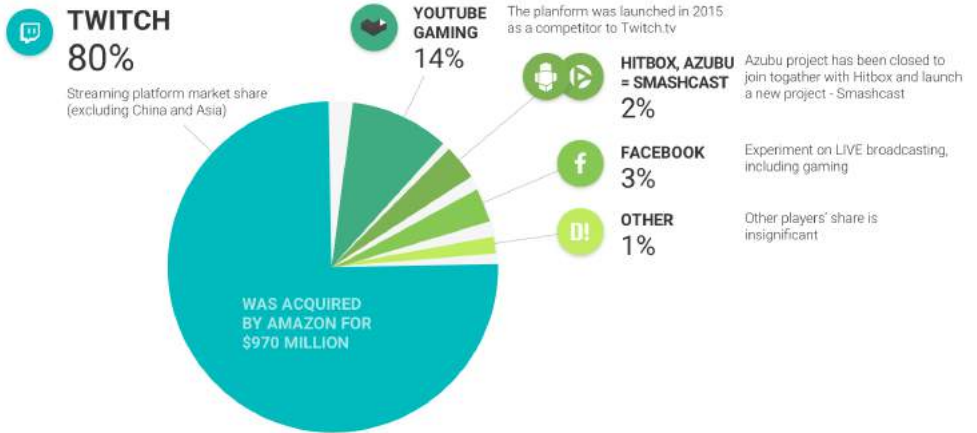
WORLDS 2016 (LOL)



Notes: Esports audiences count global unique online viewers. Traditional sports audiences count average US TV viewership. ESL did not release a unique viewer count estimate for 2016.

Source: Newzoo and company releases, 2016 & 2017

US TV RATINGS



- ◆ According to SuperData, live game content and VOD in 2017 will generate \$4.6 billion in revenue.
- ◆ Twitch was acquired by Amazon for \$970M and at present is the industry leader.

Gaming and eSports streaming markets have huge growth potential. Interestingly, Twitch.tv has been a market leader in both gaming and eSports sectors, accounting for 70% to 80% of the global gaming market share according to various estimates.

An in-depth market review of the gaming and eSports markets can be found in a separate document ([Market Overview](#)) that also contains an overview of the following markets:

- ◆ Market for trading of in-game items, betting and gambling

- ◆ The global cryptocurrency market
- ◆ The VR market

MARKETS PLAY2LIVE WILL OPERATE IN

Facilitating diverse features for a global gaming audience, Play2Live operates in all markets reviewed in the previous section.

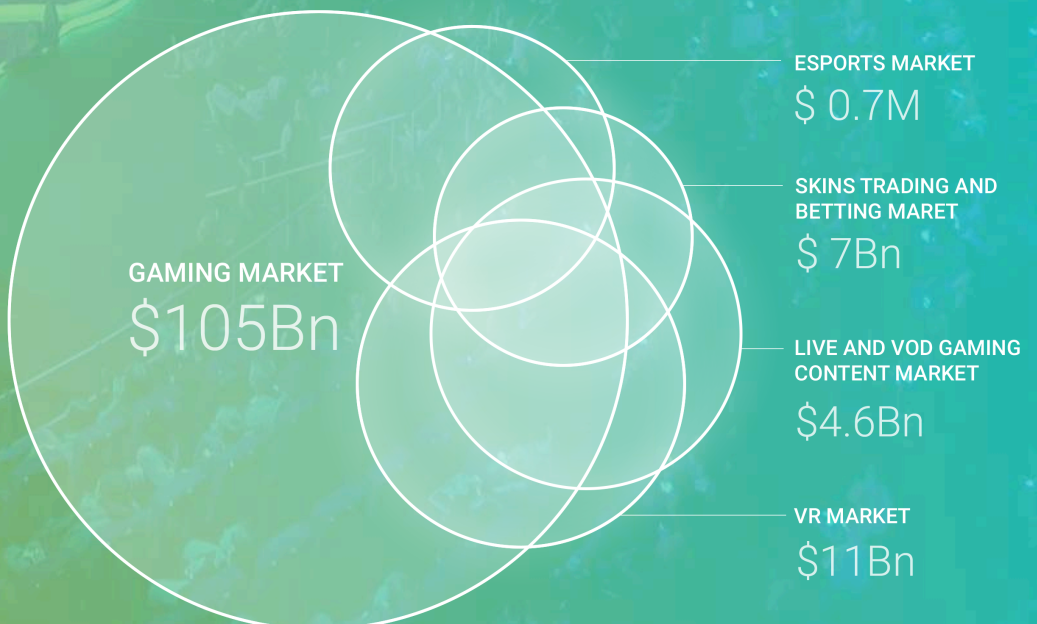
DIVERSIFICATION ALLOWS PLAY2LIVE

TO BECOME A TRAILBLAZER IN VARIOUS MARKET SEGMENTS
FACILITATING OPPORTUNITY-DRIVEN APPROACH.

Therefore, Play2Live operates in the following markets:

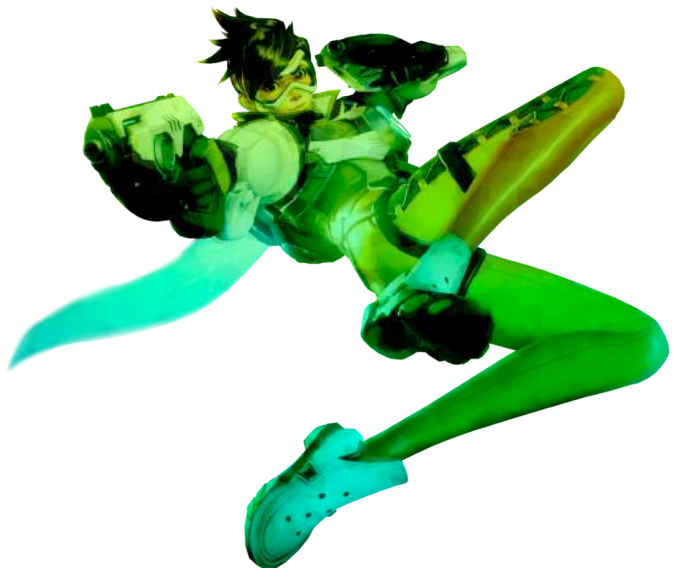
1. eSports and gaming,
2. Betting and external items exchange,
3. Live and VOD broadcasting of the game content,
4. VR

Orientation on the various markets provides numerous sources of revenue generation.



Play2Live introduces the brand-new streaming platform for gamers with several functional modules that provide users with a completely new level of virtual interaction. Diversified functionality of Play2Live platform is a significant advantage for the developing markets it operates in.

Growth projections for Play2Live platform estimate tentatively 10M unique users per month by the end of the first year of operations after the product is launched. Each user registered in the system has a cryptocurrency wallet powered by Level Up Coin (LUC) token, the fuel that facilitates monetization opportunities for all users, from streamers to viewers.





SETTING THE SCENE

The emergence of platforms such as Twitch.tv has opened up a new market of live broadcasting and given a huge impetus to the development of the eSports industry. The data on gaming and eSports markets compared to that of traditional sports markets outlined in the previous sections indicate that in the foreseeable future, people will watch more eSports broadcasts than traditional sports events.

Despite the substantial growth of eSports, streaming platforms have scarcely changed in the last five years, with little in the way of innovation to enhance interaction between users and a streamer.

PLAY2LIVE PLATFORM PROVIDES A COMPREHENSIVE SOLUTION FOR STREAMERS AND VIEWERS, ELIMINATING THE FOLLOWING WEAKNESSES OF EXISTING STREAMING PLATFORMS:

1. Limited opportunities for users and streamers to interact and no personalization options.
2. Restriction of users in the ability to earn from their hobbies.
3. Advertising is persistent and usually there is no option to disable it. The users are frustrated with the advertising and try to avoid it in any possible way.
4. Every user who wishes to stream their game and earn from this action cannot do it on a regular basis, while they expect to start earning money just after the registration in the system and wish to have more tools to monetize their streams better.



USERS OF STREAMING PLATFORMS EXPECT A GREATER LEVEL OF INTERACTION AND PERSONALIZATION

At the current stage of video game and eSports market development, fueled by the emergence of platforms such as Twitch.tv, it has become obvious that gamers can and wish to be more than mere viewers.

The amount of money gamers spend on donations to their favorite streamers equates to hundreds of millions of dollars per year. The primary motivation for such donations is to attract the attention of a favorite streamer and to support them.

There is clearly a use case for a platform similar to Twitch.tv that can offer viewers a new level of interactivity. Play2Live is the full-blown platform of such scale, facilitating numerous ways of interaction between a streamer and a viewer including a bilateral system of tasks, enhanced content generation process and many others. Compared to the simplistic chat communication and donation options provided by the existing platforms, it is a real step forward in terms of interaction. Play2Live opens possibilities for monetizing the streamers' content, which leads to a better quality of entertainment and interaction for users.

USERS DO NOT WANT TO JUST BE OBSERVERS - THEY WANT TO EARN FROM THEIR HOBBY

Existing streaming platforms leave a user obligated to spend money on certain activities within the platform. These platforms also profit from advertising placements, which are often displayed to the irrelevant audience. In some regions, the use of ads blocking software is estimated to reach 80%.

Introduction of an opportunity to earn from watching advertising is expected to lower that percentage as well as increase the loyalty of the users.

USERS WANT TO INDEPENDENTLY SELECT/CREATE CONTENT ON THE PLATFORM

Passive watching of streams or tournaments is no longer interesting. A good example is the amount of fees from ticket sales at The International Dota 2 championship, where 25% of the viewers watched the championship in Spectators Mode via the game client (Valve total revenue was \$100m and EBITDA reached \$70m). In other words, users were the creators of the stream.

There is clearly a case for providing gamers and eSports fans with a tool that enables them not only to donate, but also to construct the content they wish to see. This next level of interaction includes the possibility to choose the board of commentators, decide on the outcome of the match and much more.

USERS ESCHEW ADVERTISING

The proliferation of ads blocking tools on platforms similar to Twitch.tv is extremely high. Gamers are frustrated with the advertising and try to avoid it in any way – thus, it is time for the new solution allowing users to choose the way of watching advertisement.

CRYPTOCURRENCIES NEED ACCESS TO THE MASS MARKET

Due to the emerging status of of eSports and the light regulatory environment, which mirrors that of cryptocurrencies, there is an opportunity for gamers and cryptocurrency holders to establish an interactive entertainment market. Once Play2Live platform is established, it is expected that an influx of users will serve to increase the number of cryptocurrency adopters.

STREAMERS WANT TO START EARNING INSTANTLY

Streamers do not have to wait to accrue a certain number of streamed hours and impressions to start monetizing their actions – they can start earning from their first stream. Streamers also want to be able to instantly withdraw and spend money they had earned without filling out application forms and submitting proof of ID.


Obviously, streamers would marvel at the opportunity to monetize their hobby in diverse ways.





GENERAL PRINCIPLES AND PROBLEM-SOLVING PHILOSOPHY

Play2Live team combine years of experience working with such streaming platforms as Twitch.tv, Azubu.tv, Hitbox.tv, Boom.tv and Youtube Gaming. Play2Live platform boasts a significantly higher level of interactivity due to the use of blockchain. Our solution changes the rules of the game in the streaming market, giving the opportunity to earn not only for a streamer, but also for a viewer.



PLAY2LIVE PLATFORM INTRODUCES THE FULL-BLOWN ECOSYSTEM FOR ESPORTS AND GAMING WITH DEEP FOCUS ON CONTENT GENERATION AND PRACTICAL NEEDS OF THE STREAMERS, WHILE MOST OF CRYPTO PROJECTS IN ESPORTS AND GAMING ADDRESS THE SPECIFIC NARROW SOLUTIONS RESOLVING SOME MOMENTARY ISSUES OF CURRENT STATE OF ESPORTS MARKET.

THUS, PLAY2LIVE DOES NOT COMPETE WITH MOST OF EXISTING CRYPTO PROJECTS IN ESPORTS AND GAMING. ON THE OTHER HAND, PLAY2LIVE IS ABLE TO ADD NEW PRODUCTS AND PARTNERS INTO THE ECOSYSTEM, AND OFFER THEM THE ABILITY TO INTERACT DIRECTLY WITH THE USERS OF LEVEL UP CHAIN.

The philosophy of Play2Live hinges on the principles of freedom and scaling interaction between viewers and streamers with the aid of blockchain technology. The economic model of the platform is one that empowers streamers and users to determine the type of content, the way it is displayed and, most importantly, its monetization type.



The main functions of Play2Live platform are the implementation and maintenance of technical functionality along with other areas of participation. The interaction of streamers and users is direct and transparent due to the use of blockchain technology. The DPoS consensus algorithm allows this to be implemented in the platform, the application of which is elaborated on in the section devoted to the economic model.

Effectively, all users of the platform incur costs (for example, streamers can purchase promotion in the ratings on the main page, users pay for premium subscription etc.), but at the same time everyone can earn LUC including the viewers.

INTERACTION ON PLAY2LIVE PLATFORM

Play2Live team have been able to design and develop a cutting-edge system of interaction between viewers and streamers thanks to the technology that the blockchain provides. This includes:

- ◆ Advanced system of tasks, from viewers to streamers
- ◆ Betting system carried out while watching eSports tournaments

By voting on Play2Live platform with LUC tokens, any user can set the price for performing a specific task for their favorite streamers. Examples include challenging the streamer to complete the game on the hardest difficulty level, to keep streaming for five hours or to start a stream on a different game etc. Any other user can support the tasks with LUC or assign their own task. A streamer can perform all tasks and receive all tokens or perform some of them and receive less. Likewise, users can bet on their favorite team with LUC in real time on the streaming platform while watching tournaments.

The consensus on performing tasks and confirmation of a streamer's actions is carried out by collective voting during the course of the stream broadcast. Most actively involved users receive rewards in LUC. This allows for gamification of the entire platform; the more actively users participate in various activities, the more tokens they earn.

More information about this and other features can be found in the section devoted to key features of the platform.

EARNING OPPORTUNITIES FOR PLATFORM USERS




















For the first time a streaming platform allows not only streamers to earn, but also viewers.

In particular, users are able to earn from:

- ◇ **Advertising:** For each impression shown a certain number of tokens is transferred to the user
- ◇ **Voting** and other kinds of contribution on the platform: the provision of consensus on certain actions is encouraged via various rewards
- ◇ Sharing its internet channel via **P2P model** allowing the streams to be broadcast to other users.
- ◇ **Performing tasks set by streamers**
- ◇ **Betting and gambling:** A user is able to place a bet and win LUC while watching an eSports tournament on the platform

We are determined to introduce more earning possibilities for viewers in the future.

The streamers are able to earn in 11 ways compared to 5 currently available for them at the existing streaming platforms.

Revenue streams	Play2Live	Twitch	Youtube Gaming
Advertising			
Channel Subscriptions			
Sale of distinction badges on the platform			—
Donations			
Interactive tasks for streamers		—	—
Crowdfunding for streams		—	—
Totalizator		—	—
Betting		—	—
Exchange for drawing prizes		—	—
Purchasing of games at partner services			—
Rewards for activity within the platform		—	—

It is vital to understand that the goal of Play2Live ecosystem is to create favorable conditions within the platform for streamers so that they would like to transfer their fan base from the existing streaming platforms, attracting a seed audience to the platform.

We plan to achieve this goal not only by implementing a set of new features, which would provide for increased earning opportunities for a streamer, but also by allowing them to edit the parameters of the economy (for example, allowing to choose subscription fees rates or percentage of revenue from advertising gone to viewers). In other words, we provide an opportunity to freely control numerous economic parameters that govern interaction between a streamer and a viewer. Thus, the steamer can fine-tune the parameters of the economy in the most suitable way for their audience. Play2Live platform acts as a technological backbone that facilitates their interaction thanks to Blockchain technology aimed to provide transparency and interactivity.

A CONSTRUCTOR OF ESPORTS CONTENT

The International championship mentioned previously is an example of direct involvement in construction of eSports content by users. The entire prize fund and costs of hosting of the World Championship for the game Dota 2 were covered by the purchase of internal virtual tickets, the fees from which amounted to \$100 million. Different stages of collected fees resulted in various bonuses for players who were incentivized to help raise more money.

Imagine an arbitrary project within Play2Live platform providing an opportunity for users to vote with LUC tokens for the creation of content (show matches with well-known eSports teams, eSports championships, fan shows and fan matches of eSports stars including the most popular streamers etc). The partners of the platform such as streamers and tournament operators then implement and endeavor to accomplish the requests.

Conversely, tournament organizers who wish to create a new tournament format and broadcast it but lack sufficient funds can place their championship on Play2Live platform and collect the needed money. Play2Live would essentially serve as an eSports Kickstarter enabling interested parties to raise funds and broadcast the resulting action on the platform for the benefit of all contributors.

Users who have voted to implement certain types of content on the platform are able to decide on key metrics (format and timing, desired commentators and other parameters) and receive various benefits and perks during the broadcast thanks to the developed system of gamification. Play2Live provides a unique opportunity for broadcast organizers, streamers and tournament operators to place content according to the desires and interests of their target audience, maximizing the prospects of user engagement and retention.

ADVERTISING ON THE PLATFORM

Decisions regarding the display of advertising and its parameters (frequency, positioning during the broadcast, duration) are completely left to the discretion of the streamer.

The streamer may specify video ads with the ability for viewers to skip the content, to limit the maximum time of the commercial, to position videos at the beginning of the broadcast or during breaks only and compete for their viewers. At the same time, viewers understand that by watching the advertising they directly support their favorite streamer and the platform, which facilitates their entertainment.

Similar to Brave project with its Basic Attention Token, Play2Live hosts a mechanism for partial sharing of advertising revenue between platform users, which allows each individual to receive a portion of the revenue from advertising and to watch the most relevant and useful ads based on their preferences. This obviates the need for ad-blocking software, for users have no obligation to watch advertising.

Moreover, Play2Live can boast an advanced referral system of work with eSports publishers. They are able to craft their marketing campaigns fine-tuning them according to the functionality offered by Play2Live. In turn, streamers are the ones who will implement these campaigns.

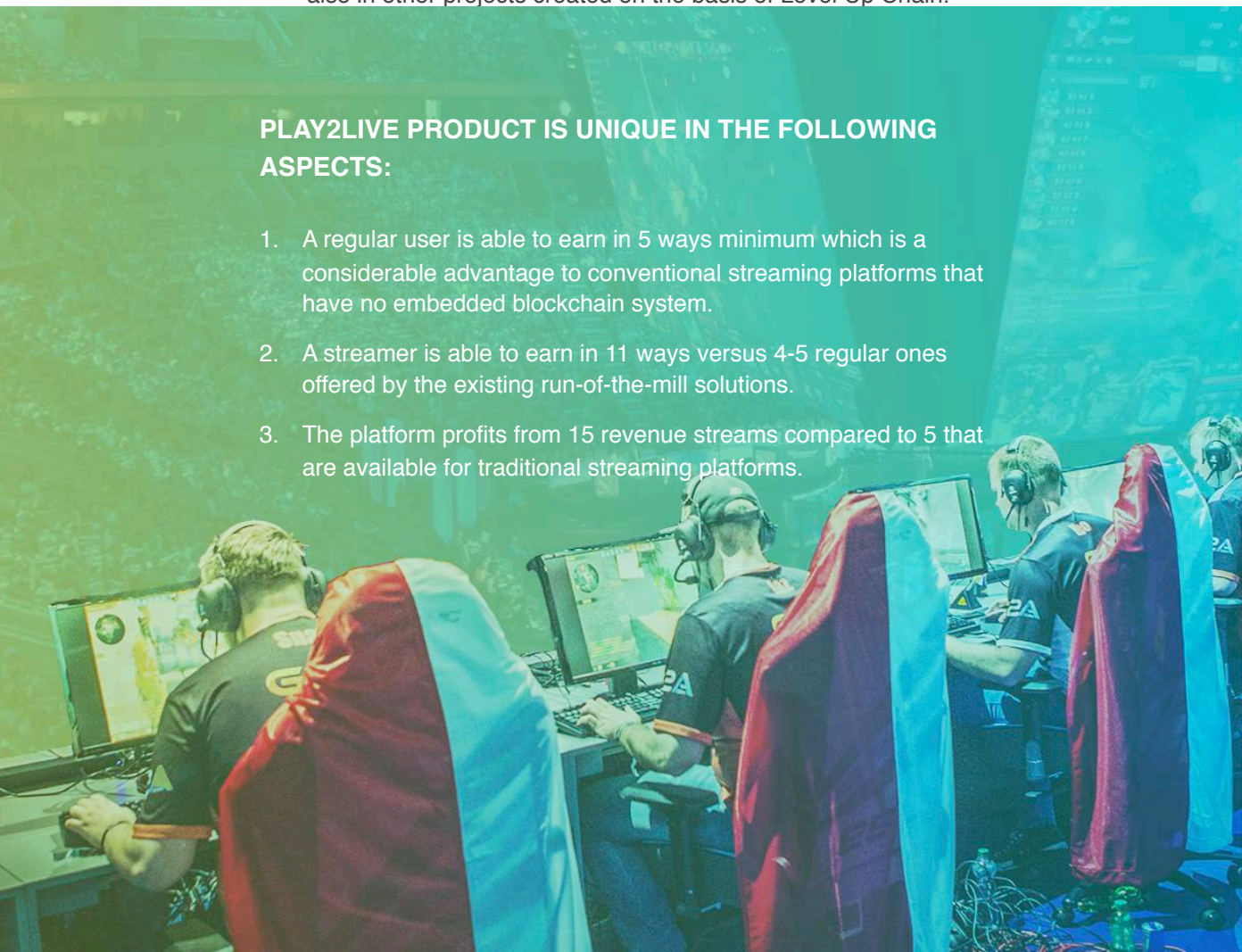
LEVEL UP COIN - THE FUEL THAT POWERS THE PLATFORM

Gamers are a natural audience to adopt and benefit from the advantages that cryptocurrencies and blockchain technology can offer. These include:

- ◆ The ability to start earning as a streamer instantly, receiving LUC from the very first broadcasts. There is no need to pass a certain viewing threshold, fill out multi-page forms to receive money, and endure a lengthy waiting period before funds are transferred to the streamer's bank account.
- ◆ Any coin received for viewing ads, won at the totalizer or purchased in any other way can be transferred, spent or exchanged for fiat currency or any other cryptocurrency thanks to a gateway/API, which will allow to make transactions between the users convenient.
- ◆ Fast transactions and low fees.
- ◆ In the future LUC is expected to be used not only within Play2Live ecosystem, but also in other projects created on the basis of Level Up Chain.

PLAY2LIVE PRODUCT IS UNIQUE IN THE FOLLOWING ASPECTS:

1. A regular user is able to earn in 5 ways minimum which is a considerable advantage to conventional streaming platforms that have no embedded blockchain system.
2. A streamer is able to earn in 11 ways versus 4-5 regular ones offered by the existing run-of-the-mill solutions.
3. The platform profits from 15 revenue streams compared to 5 that are available for traditional streaming platforms.





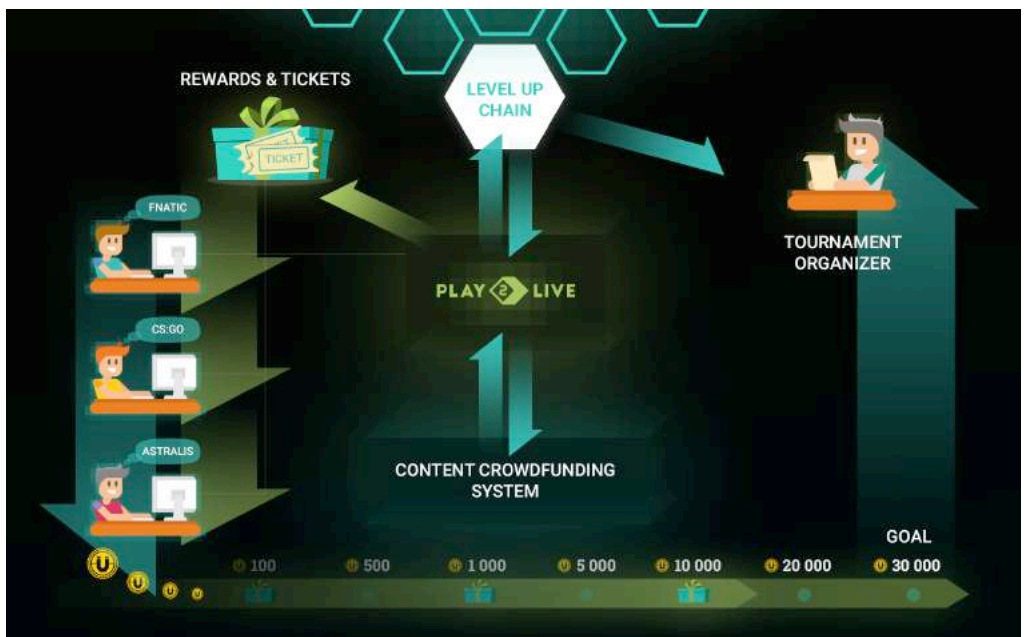
FEATURES OF PLAY2LIVE PLATFORM. THE FIRST PROJECT BASED ON LEVEL UP CHAIN

Play2Live utilizes a number of technological solutions to implement all of the desired features. All transactions pertaining to Level Up Coin tokens are to be executed and confirmed via the Level Up Chain blockchain. In this section, we elaborate on some of the features of Play2Live platform in greater detail.

The platform is anticipated to ultimately host more than 25 functional modules for users, 15 of which could generate revenue for users and at the same time provide an opportunity to spend earned tokens within the platform. We favor the possibility of adding new functional modules in the development process as we plan to interact with the community at all stages of the project and to solicit the feedback of both streamers and viewers.

THE PLATFORM CROWDFUNDING SYSTEM

The general logic of this feature is depicted in the diagram.



A system of voting with LUC for streams is implemented on the platform.

As shown in the diagram, three platform users want to watch the showmatch of the Fnatic team versus the Astralis team. They participate in a newly-created section in the voting system where, similar to Dota 2 compendium, they purchase internal tickets for this championship that provides them with various benefits:

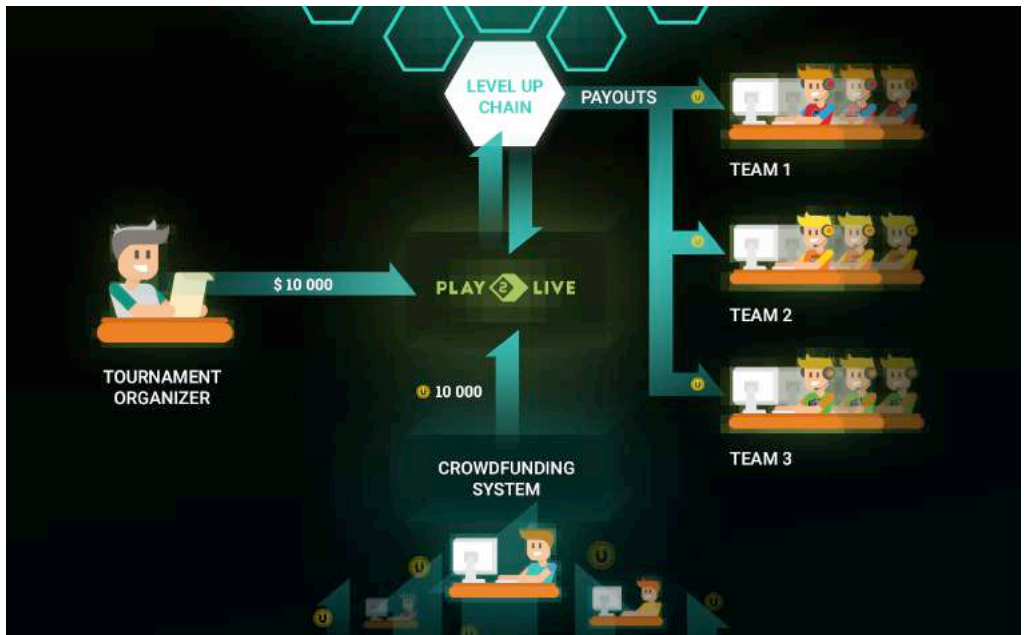
1. Privileged status in the broadcast

2. Special features in chat
3. An opportunity to claim an increased percentage of revenue from any advertising placed inside the championship
4. The ability to choose properties of the championship (location, commentators and others)
5. Additional bonuses within the platform
6. Special digital gifts from the organizers
7. Interactions with participating teams

In the course of voting (via donations) for a particular championship or other content, users are provided with an opportunity to construct the content according to their desires. For example, they can dictate the board of commentators, the format of the meeting and even the locations provided that a sufficient level of funds has been collected. Partners of Play2Live platform are in charge of the arrangement of these championships and other types of content.

Funds can be collected for a large number of events simultaneously. This could be one large annual championship or regular monthly and even weekly championships. Users can choose the format of events they want to support. The crowdfunding system caters not only for creating eSports content, but also for the streamers who lack the required funds to launch a broadcast.

P2L PLATFORM AS AN ESCROW SERVICE FOR ESPORTS TOURNAMENTS ORGANIZERS

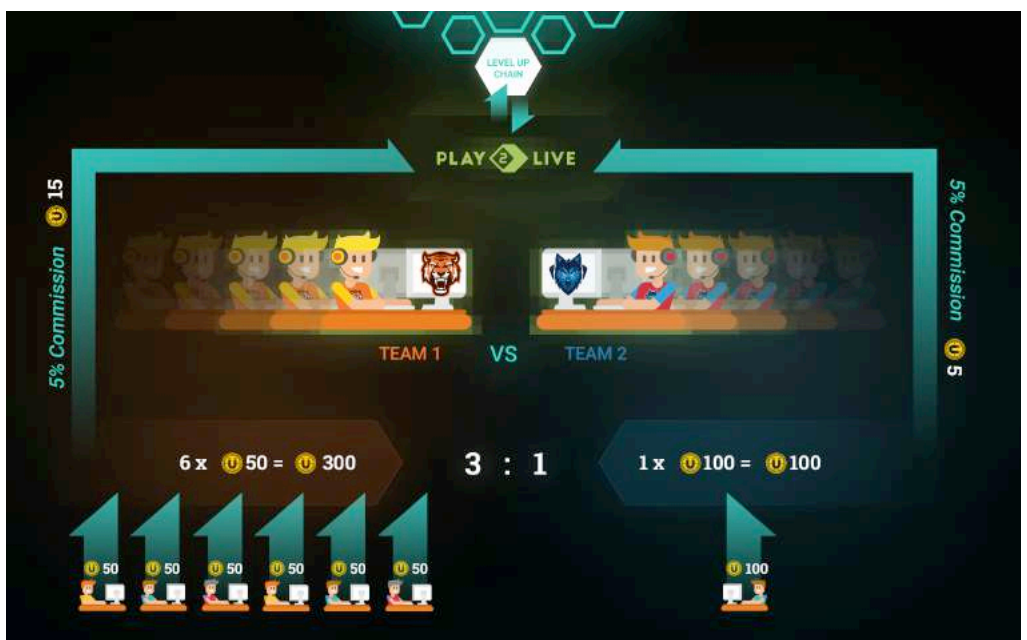


In eSports, problems often arise with the payment of prize funds in instances where the organizers arranging a championship delay payment or do not pay any at all.

Play2Live platform solves this problem with the use of blockchain technology. Moreover, the tournament operator can receive additional funding for their championship, showmatch or any other streaming event if they launch the project on Play2Live. However, in cases where they desire additional means of audience incentivization, the platform will facilitate additional goals to be set according to the funds raised.

As an example, a tournament operator manages to collect \$10,000 for running a championship but needs additional funding. He sends fiat money through the gateway/API to the platform and transfers it to the Operations fund. Next, he obtains an additional 10,000 LUC from the users of the platform. Afterwards, upon reaching a funding goal, the funds flow to the escrow system of Level Up Chain. Upon ending of the championship and confirmation (if required) of its results by users, the prize is distributed to the crypto wallets of users according to their contribution.

TOTALIZATOR FOR ESPORTS TOURNAMENTS





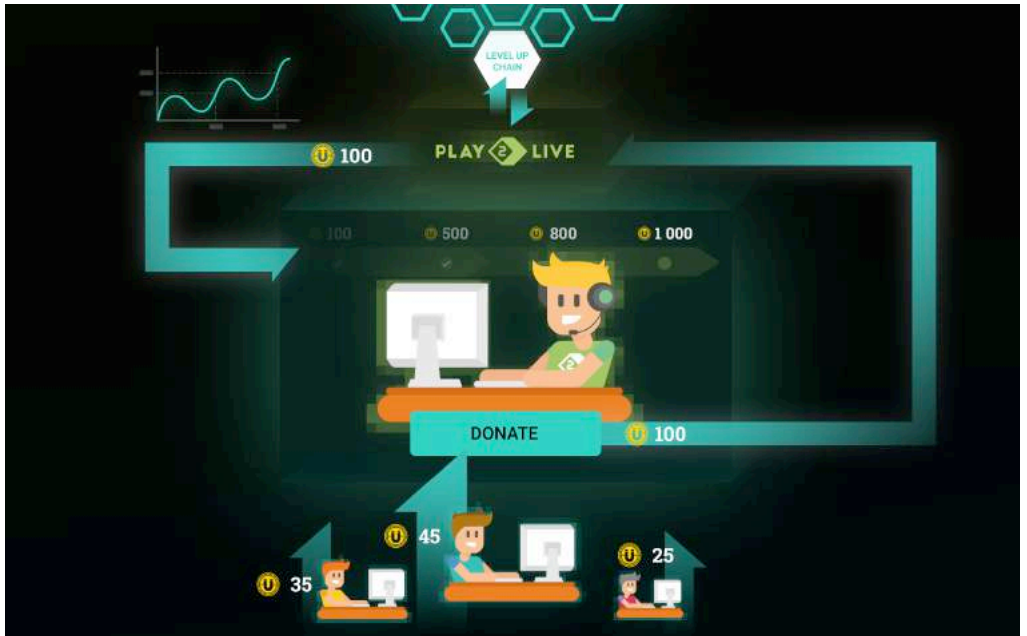
Play2Live platform broadcasts various eSports content allowing users to bet on the totalizator directly on the platform in live mode.

1. Users have made bets on either team 1 or team 2.
2. In case of bets on the outcome of the whole match, they must be made prior to the start of the match. If the match is broadcast in live mode, bets are made in real time.
3. The platform charges a small commission for each bet made.
4. The result is confirmed by the tournament operator.
5. In our example, team 1 overtook team 2. The tokens were returned to the users who had bet on team 1 with less platform commission. These users also received tokens of the users who had bet on team 2 in proportion.

The mechanism for betting is also linked to the time of placement of live bets on actions during the match (for example which team made the first FirstBlood or Headshot.)

It is also possible to exchange in-game items for LUC tokens in order to place bets. This feature enhances the interactivity of the platform when viewing any eSports match.

DONATION SYSTEM



Play2Live offers a system of donations, inspired by the model that is used on existing platforms. Thanks to the deployment of this feature on the Level Up Chain blockchain, we are able to revamp the traditional donation system. The updated system has:

- ◇ Transparency for all participants for the purpose of honest fundraising
- ◇ Streamer is able to order a dump of data on users who previously made donations and reward them at his discretion.

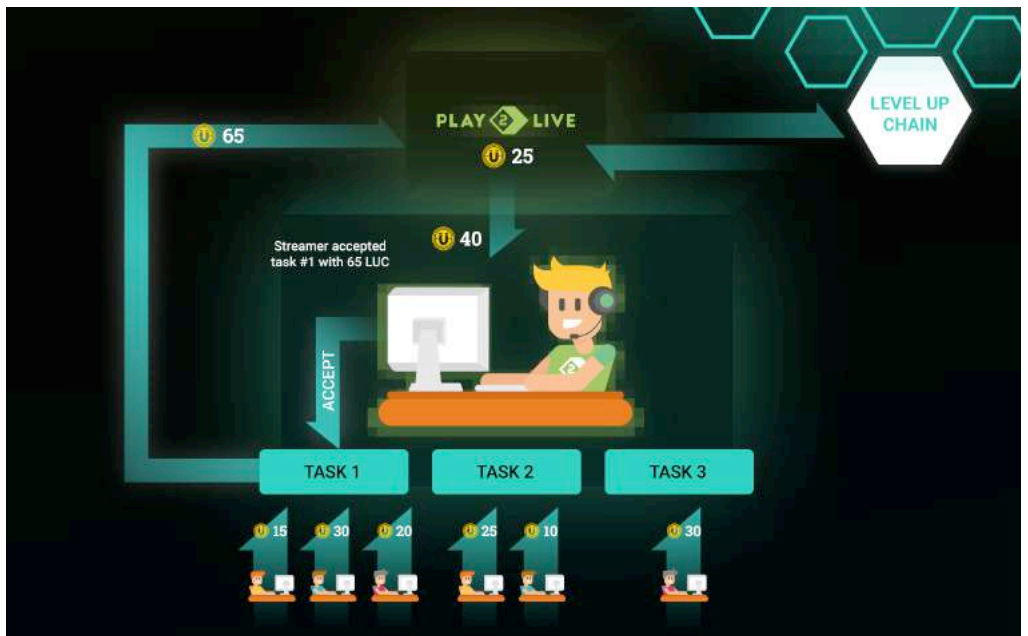
CONTRIBUTION TO THE BROADCASTS OF FAVORITE STREAMERS

The platform implements a feature for contributing to the broadcast of a streamer in real time. For example, users are able to "like" the broadcast of their favorite streamers, rate it and upvote it in the process, increasing its visibility on the platform. Coupled with other ways of contributing to broadcasts, it serves to reward users from the Daily Reward Pool which is built into the platform. Thus, users who actively contribute to the platform are rewarded in the form of LUC tokens

TASKS FOR THE STREAMERS

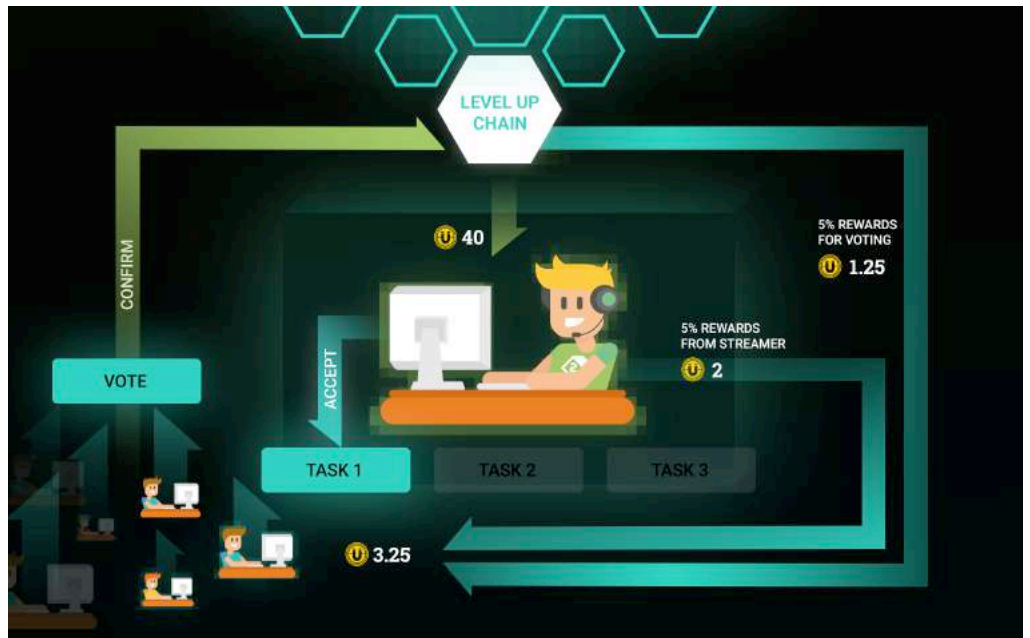
It is conceivable that this feature will be warmly welcomed by the users due to thoroughly-crafted logic of interaction on all layers of the platform as well as blockchain system with DPoS consensus mechanism.

In the example below the figures are arbitrary and serve solely to demonstrate the mechanics of the tasks assignment. The resulting figures of the stakes of the revenue sharing model will be fixed with the release of a beta version of the platform. The stakes for the basic revenue sources will be fine-tuned according to the interests of the users. New features Play2Live intends to implement after consulting with lawyers, collecting user feedback and running tests will have stakes fine-tuned to cater for the users of the system.



1. Several users want to assign various tasks to their favorite streamer at once. In our example, 3 out of 5 users made their choices for Task 1.
2. The streamer decided to perform only the Task 1, which was voted for by the majority of the users (65 LUC were allocated). In fact, the user 'purchases' some action from the streamer since the system holds the coins of the user before the streamer actually finishes this task. Tokens are returned to the users who voted for tasks 2 and 3 in case streamer did not choose these tasks
3. The streamer completed the task and confirmed its execution. According to the revenue sharing model, P2L platform received 25 LUC as revenue in the example and the streamer gained 40 LUC as a reward.

Picture below depicts how the streamers' performance is confirmed by the users.

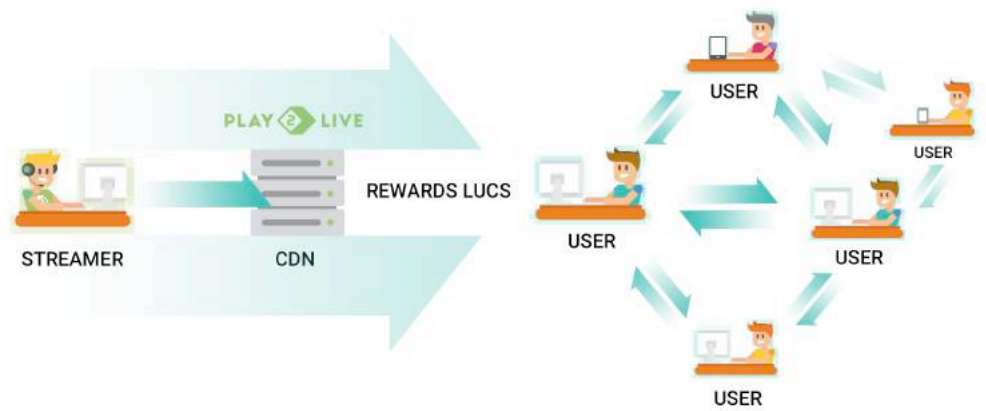


1. Upon finishing task 1, the streamer confirms its execution.
2. Users on the stream (those who participated with tokens in the tasks and those who did not participate and just watched the stream) vote and confirm the action of the streamer. They receive a reward for their activity from the Daily Reward Pool of the platform and at the discretion of the streamer can allocate a pool of rewards from the collected funds, in our example 3.25 LUC.
3. In case 51% or more of the users in the votes pool confirm finishing of the task, the streamer receives a reward. If the streamer has not completed the task, the funds are returned to users and the streamer may be subject to penalties.
4. In case users deliberately placed faulty votes, an oracle is invited to settle the dispute, and if this fact is recognized by the oracle, users of the system will be penalized.

This example demonstrates how is collective actions of the users contribute to the interaction during the stream.

PEER 2 PEER CDN

Deployment of P2P CDN service on the platform contributes to the cost optimization of Play2Live as existing streaming platforms rely on centralized solutions.



The users of the platform will be rewarded for sharing their internet channel via P2P network. Blockchain Level Up Chain allows to implement this decision and thus to lower the expenditures of the project.

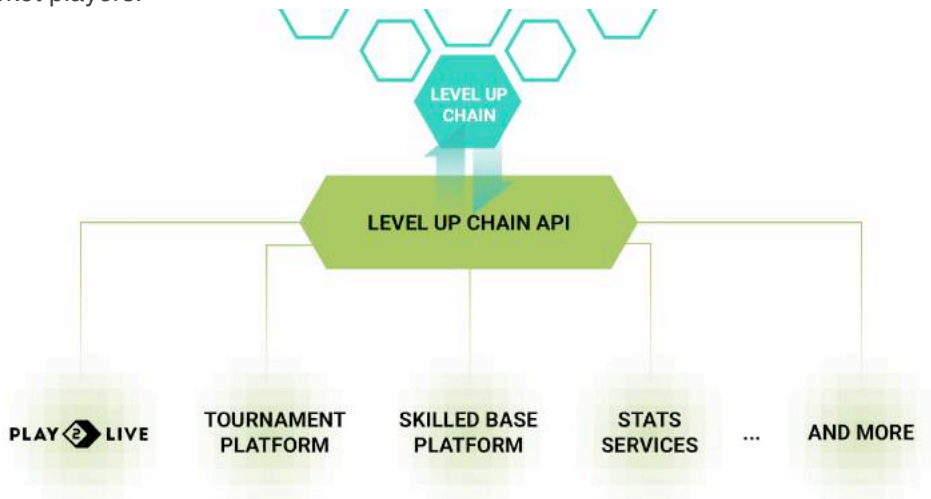
Effectively, establishing a decentralized P2P CDN service will allow every user to earn LUC without the need to perform many actions merely by sharing a part of their computer resources with others.



LEVEL UP CHAIN BLOCKCHAIN

Level Up Chain utilizes a decentralized autonomous governance model. It forms a blockchain ecosystem for streaming and gaming projects, with Level Up Coin allowing for settlements within the system. Play2Live platform is the first project to launch, contributing to the network's development and attracting streamers and viewers. The key goal is to establish a system that is transparent, user-friendly and most importantly has value, providing a set of features for users that is beyond those offered by existing streaming platforms.

Level Up Chain is not a competitor to existing platforms. Rather, it is a decentralized suite of tools that can be used by these platforms jointly to bring value to the decentralized economy. Over time, as development of Level Up Chain ramps up, we expect to launch other gaming and eSports services to attract existing centralized market players.



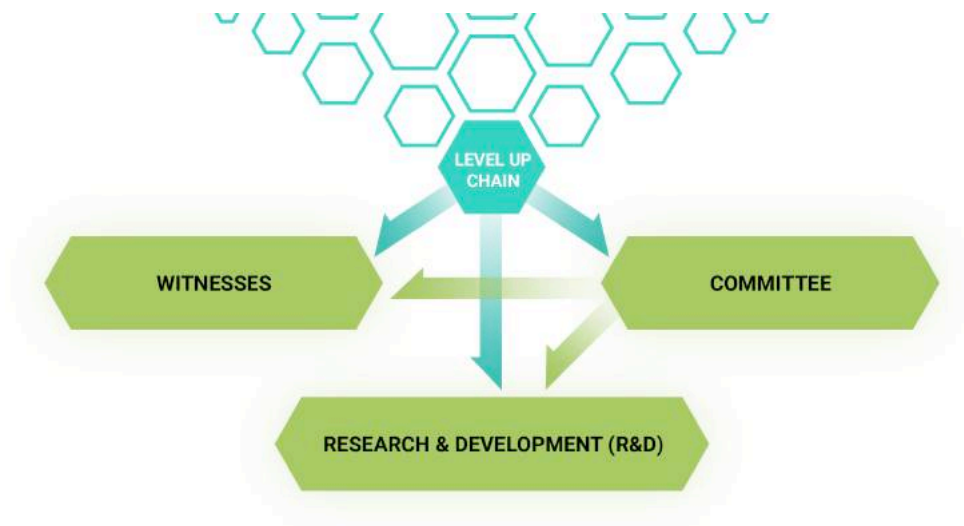
We aim to develop a solution that is indistinguishable from that of the existing platforms in terms of user-friendliness. The project is deployed on the Graphene platform, third-generation software with cryptographic protection and sustainable decentralized data registry. Graphene can handle large amounts of data providing privacy and high speed of confirmation as well signature of transactions.

Use of Up Level Chain provides high security due to:

- ◆ Decentralized storage

- ◇ Immutable data records
- ◇ Transaction anonymity at three stages (sender, transaction, recipient)

We are building an interaction system based on the delegated proof of stake (DPoS) consensus algorithm.



Development of the platform, selection of community members, witnesses and management team of Level Up Chain are determined by the holders of the underlying asset Level Up Coin, which is a standard for DPoS.

WITNESSES confirm the transactions and ensure network security. A randomly selected witness every three seconds produces one block of data in the blockchain. Finalization occurs after confirmation of 2/3 of block producers. All blocks are confirmed by the witnesses and all witnesses store a full chain of blocks.

MEMBERS of the community propose changes to the key parameters of the blockchain such as commission, time of block production and others. Members of the Community decide on the management team members and witnesses on behalf of the holders of Level Up Coin.

THE MANAGEMENT TEAM performs operational management, development and maintenance of Level Up Chain.

This solution allows streamers and viewers who hold large amounts of LUC to become witnesses and even members of the community, allowing to directly influence the performance of the project and future developments. An important advantage of

using such a consensus algorithm is that block producers are not able to control the network due to the presence of witnesses and the community members.

Thanks to Graphene technology, we expect to reach a speed of transactions in Level Up Chain exceeding 50,000 TPS, which is hundreds of times faster than the Bitcoin and Ethereum networks.

MAIN PARTICIPANTS OF PLAY2LIVE PLATFORM

THE PLATFORM serves as a ‘graphical wrapping’ around blockchain API, easing user interaction with blockchain and allowing for broadcasting of streams since the decentralized storage and broadcasting of such a huge amount of heavy content has proven economically infeasible.

STREAMERS use platforms for broadcasting streams and for monetization of their and others’ time and attention. Interaction between viewers and streamers brings integrity and value to the platform.

VIEWERS consume content, comment and vote for it. Daily rewards for viewers is dependent on the amount of their LUC and on the quality of their curation (whether they vote for popular streams, vote in accordance with the streamer’s actions and perform other actions that require consensus by a general vote). For example, a user who has more LUC receives a greater reward at voting on the confirmation of a streamer’s actions.

Viewers buy a LUC token to spend it in one of 15 ways, and also to receive more influence on the distribution of the reward pool and to obtain larger reward during voting and other activities on the platform.

MODERATORS can also be selected by the voting system or otherwise in case a disputed situation cannot be resolved by voting.



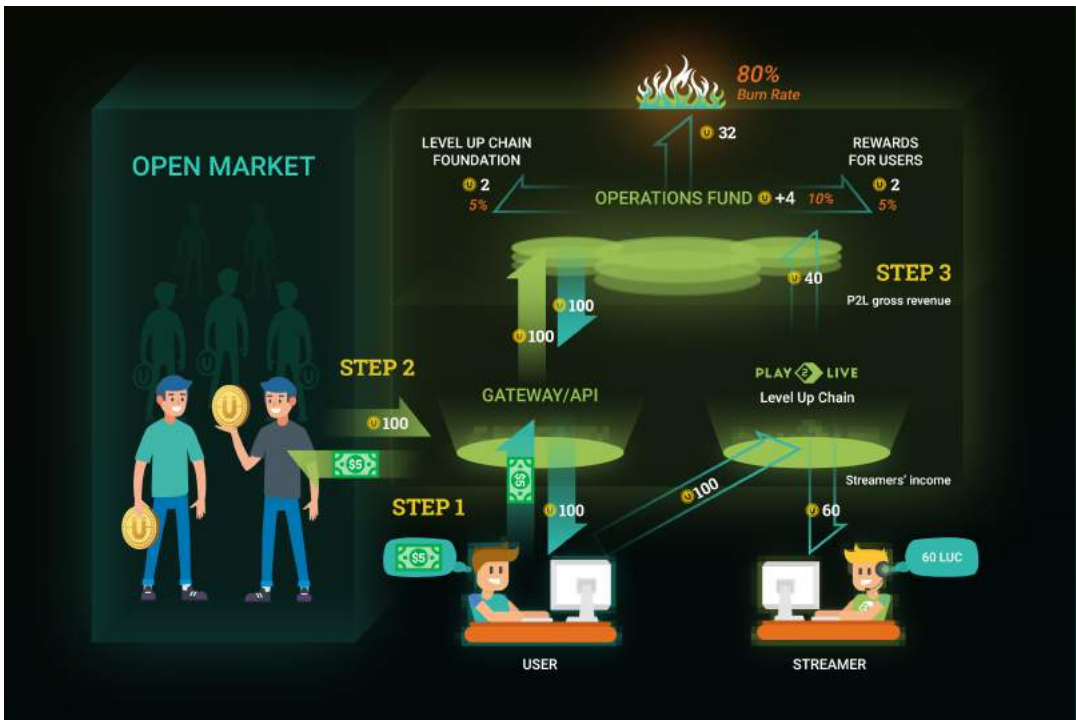
DESIGN OF THE LUC TOKEN AND ITS APPLICATION WITHIN PLAY2LIVE PROJECT

LEVEL UP COIN TOKEN PROVIDES THE MEANS OF PAYMENT INSIDE PLAY2LIVE PLATFORM. WE ARE ESTABLISHING AN EASY CONVERSION MECHANISM OF OTHER CRYPTOCURRENCIES OR FIAT MONEY TO LUC VIA A GATEWAY/API.



To better understand the interaction between all participants of the system and their mutual settlements in Level Up Chain, we will review the economy of the project. We anticipate that the economy model will be launched after the release of an open version of the project, in 3Q 2018.

In the example below, the figures are arbitrary and demonstrate the process of buying premium subscription on the streamer's channel. The resulting figures in the revenue sharing model will be fixed following the release of a beta version of the platform. The stakes for the basic revenue sources will be fine-tuned according to the interests of the users. New features Play2Live intends to implement after consulting with lawyers, collecting user feedback and running tests will have stakes catered for the interests of the users of the system in the first place.



Comments regarding the diagram:

- STEP 1.** The user of the platform has \$5 (Visa/ MasterCard / PayPal / card of another fiat payment system) and wants to either pay for a service on the platform or interact with a streamer or make a contribution of any kind.
- They send \$5 to a gateway/API and immediately receive 100 LUC at the current weighted average market rate less a small gateway commission. The transaction takes place instantly due to the use of tokens from the Operations fund, where there is always a sufficient amount of tokens to enable transactions.
- STEP 2.** The external gateway through the gateway/API in turn may 'borrowed' 100 LUC from the Operations funds and must return it back in full, or may buy tokens at open market once and if such tokens will be available for purchase. In this manner, a possible and reasonably expected increase of tokens' demand is maintained within the platform.
- To maintain technology process for using of the platform, after the tokens are bought at the open market, if any, a gateway/API returns them to the Operations funds.
- STEP 3.** After the user receives their 100 LUC, they can spend in any of 15 available ways. Afterwards, LUC start to get distributed in the system.

6. 80% of the tokens from gross revenue of the platform are eliminated (32 LUC). Further, 5% of the tokens (2 LUC) are reserved for the Daily Reward Pool and 5% are reserved to sustain Level Up Chain functioning (2 LUC). 10% of the revenue in tokens (4 LUC) flows to the Operations Fund, which can be used by the management team to enhance the platform and to roll out marketing activities. In total, 100% of Play2Live revenue (40 LUC) is distributed.
7. A streamer receives their amount of tokens – 60 LUC in this example.
8. The stake of LUC received by a streamer, a platform and a viewer (when applicable) is determined separately in each case dependent on the type of action.

Thus, streamers in the system are interested in user loyalty and are not interested in violating the rules or deceiving other participants. Users likewise bring value to the system.

The platform endeavors to motivate streamers to retain tokens within the platform via providing the following benefits:

- ◆ Offering larger rewards due to DPoS.
- ◆ Deploying spending mechanism within the system to promote their channels and purchase prizes for contests.
- ◆ Allocating LUC to systems analogous to the Bancor protocol.



15 SOURCES OF REVENUE GENERATION WITHIN THE PLATFORM

Play2Live introduces the following 15 key methods of revenue generation within the ecosystem utilizing LUC tokens:



1. SUBSCRIPTIONS TO THE STREAMER'S CHANNEL

All users can watch any broadcast for free and with no limitations. But only those who subscribed to the channel are provided with additional privileges (the list is to be expanded):

- ◇ In the event of a large number of viewers on the stream, the Subscribers Only mode can be enabled so that only those who had purchased a subscription can chat.
- ◇ Subscribers can use exclusive emoticons and chat icons as well as other distinctive elements that are integrated into the platform.
- ◇ Valuable prizes (mice, keyboards and other peripherals) are distributed in Subscribers Only mode during tournaments so that only users who had purchased a subscription can participate. There is also access to other exclusive features that the channel owner provides for subscribers.

The platform shares this revenue according to the revenue sharing model that has been agreed with the streamer.



2. DONATIONS

During the stream, users transfer tokens to the streamer to demonstrate support and also for the streamer to read out special messages from the viewers.

Special software can read out the messages prepared by users and a donations mechanism can be used to receive exclusive messages or any other rewards from the steamer as agreed by the parties.

The platform shares this revenue according to the revenue sharing model agreed with the streamer, with the majority going to the streamer and Play2Live charging a small commission.



3. TOTALIZATOR OF ESPORTS EVENTS

During streams of eSports events that are broadcast on the platform, viewers are allowed to bet with LUC tokens on their favorite team before the start of the match, being able to compete against opponents of their team.

Bets are made in real time before the start of the event. In this way, users independently establish a betting coefficient. This model comprises a P2P system of bets that can be placed on the user's favorite team where there is no third party such as a bookmaker involved. The platform charges a commission from every match in which the bets are placed.



4. ASSIGNING THE STREAMER A TASK

During the stream or prior to its beginning, viewers can assign tasks to the streamer (for example, to stream for five hours; to stream another game; to pass the game at a certain level of difficulty; to perform any other game or non-game action), voting with LUC.

The audience monitor the popularity of the tasks suggested by other users. The streamers then decide whether they perform one or more tasks and then proceed to enact them. The platform shares this revenue according to the revenue sharing model with the streamer.



5. TASKS FROM THE STREAMER TO USERS

Streamers can assign tasks to users, who perform them. The reward is distributed in the form of LUC tokens and the platform charges a small commission.



6. CREATING CONTENT ON THE PLATFORM

Viewers can vote with tokens to create content which is then broadcast on the platform. The system presents a multi-level voting system (with LUC tokens), which is carried out in several stages. Rewards are distributed to users upon reaching different collection stages.

The platform shares this revenue according to the revenue sharing model with the tournament operator, which arranges the tournament according to the criteria suggested by the users, or with a streamer who makes a special show/content regarding the criteria specified by users at the time of voting.



7. PROMOTION OF THE BROADCASTS OF A FAVORITE STREAMER

Viewers can vote with LUC to promote their favorite streamer so that they appear higher on the main page and in various categories. This revenue goes to Play2Live platform. However, out of the total volume of tokens purchased from the open market according to the economic model mechanism, a portion shall be distributed to users who actively vote with their tokens for promotion of the streamers.



8. BETTING AND GAMBLING

Betting is an integral part of eSports. Play2Live publishes the coefficients from different bookmakers (which provide their API for integration into the platform and agree to accept LUC as a means of payment for these types of bets). Users can wager on several betting websites simultaneously while watching the stream broadcast without the need to actually visit these websites. After bets have been approved by bookmakers via API, users will be redirected to their websites. Bets are placed in LUC and earnings are formed according to the model of revenue sharing with bookmakers.



9. PURCHASING OF GAMES AT PARTNER SERVICES

This feature suggests an ability to purchase any games that are streamed on the platform in real time. The earnings are formed according to the revenue sharing model with entities that sell games and agree to receive LUC as a means of payment.



10. DUELS BETWEEN PLAYERS

Viewers can watch the stream and then challenge each other in the chat for any reason. A bet is placed the form of tokens. Affected by other viewers in the chat (a public call to action), another viewer can respond by accepting the bet. The platform redirects them to services like Firstblood.io where users play the game face to face. The earnings are formed according to the model for sharing the proceeds from bets placed with the partner service.



11. MARKETPLACE WITH PRIZES FROM ADVERTISERS

The platform receives prizes and gifts from advertisers who propose streamers to run marketing campaigns with certain coverage level. A marketplace is established within the platform where they can find marketing materials (prizes) to promote their channel. Play2Live receives prizes from advertisers free of charge. The streamers distribute prizes provided during their broadcasts. At the same time, streamers are obliged to provide a certain level of media coverage during their broadcasts to use prizes for channel promotion.



12. PREMIUM SUBSCRIPTIONS

Premium subscriptions allow for several enhanced options such as receiving special gifts from the publishers or gaining access to exclusive broadcasts. Users with premium subscriptions are also denoted as such on the platform. The platform shares this revenue according to the revenue sharing model with the streamer.



13. ADVERTISING

Consistent with our philosophy, we have implemented the opportunity to fully enable/disable advertising as well as other special features at the discretion of the viewer. The streamers in turn motivate users to enable it.

1. *Pre Roll, Mid Roll, Post Roll advertising* - the classic model of showing commercials before, in the middle or at the end of the broadcast. A streamer can place any number of commercials in their streams.
2. *Banners* are positioned in various places on the platform, allowing campaigns to run with classic CPA / CPM models as well as an option for branding the main page.

Play2Live features the referral system of work with publishers that will allow a streamer to run comprehensive marketing campaigns that will be suggested by the publishers with a transparent performance tracking system on all stages.

The platform shares this revenue according to the revenue sharing model with the streamer.



14. SALE OF BADGES OF RANK ON THE PLATFORM

Emoticons, chat badges and other distinctive features for users are available in the chat during streams. The platform shares this revenue according to the revenue sharing model with a streamer.

IT IS HARD TO RECALL ANOTHER CRYPTO PROJECT THAT FEATURES WHOLE 15 WAYS OF TOKEN USAGE. IT IS PLAUSIBLE THAT ALIGNED WITH THE GROWTH OF SEED USERS ON THE PLATFORM, THIS WILL PROVIDE A POSSIBLE STIMULUS OF THE INCREASED DEMAND ON LUC.



15. P2P CDN

Due to the deployment of P2P CDN service on the platform, the content is distributed via the users' PCs/laptops/gadgets allowing for a reduction in CDN maintenance costs that the platform accrues. The platform rewards these users in exchange for their contribution.

Therefore, deployment of a decentralized P2P CDN service allows every user to earn LUC at ease just by sharing a part of their computer resources with others compared to complexity of cryptocurrency mining.

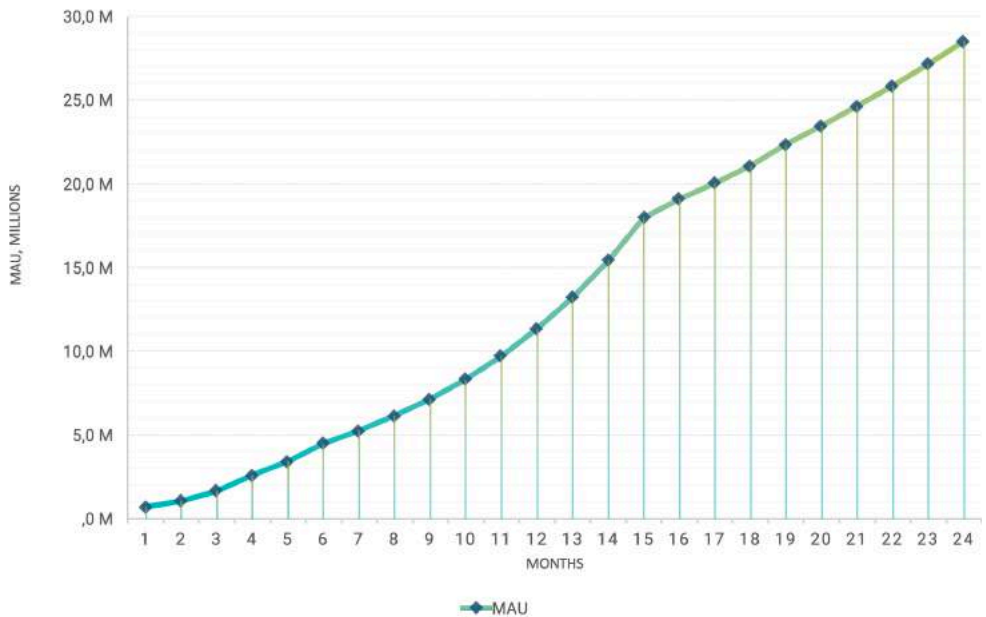
The sections above describe 15 sources of revenue generation in detail, providing a demonstration of use cases for LUC tokens. Play2Live provides a new level of interactivity, leading to an influx of unique users to the platform, which may result to the possible demand on the tokens.

We fully understand that some users are not familiar or comfortable with cryptocurrency, and thus demand the option of paying for services and purchasing goods with fiat currency.

For the ease of users unfamiliar with cryptocurrencies, we have established gateway/API for third party providers for purchasing LUC in a few clicks with credit/debit cards, e-wallets, banks transfers, and other popular fiat payment systems. The users are able to exchange popular cryptocurrencies for LUC through the gateway/API without the need to switch to the cryptocurrency exchange.

Consistent with the forecasts on the number of platform users, each new user's registration on the platform reasonably results to the increase in the platform's demand by community that may in turn lead to possible increase of demand on the LUC inside the platform. In turn, Play2Live is obliged to **eliminate 80% of P2L gross revenue, which is conceptualized in the economic model.**

MAU (Monthly active users) projections from the public release of Play2Live:



One of the key advantages of Play2Live is the constant influx of organic traffic to the platform which is often a struggle for B2C-oriented projects within the industry. This is why we have established a solid interaction scheme between the platform, streamers and users.

To be able to instantly process and transfer tokens to platform users, a special Operations funds will be created to provide a stable supply of LUC comprising a fixed percentage of the total supply of LUC. The tokens allocated to the Operations funds are stored in the blockchain until the release of the beta version of the platform.

In doing so, we plan to achieve another fundamental goal of the platform: increasing the total number of cryptocurrency holders in the world through the use of Level Up Chain. The concept is broadly similar to the logic behind SteemIT, where a cryptocurrency wallet is created with each registration in the system.

Up to 5% of the LUC gained as platform's revenue is to be allocated to user rewards, to be distributed to individuals who:

- ◇ Rate the content of streamers in various ways: by liking it, suggesting improvements, posting special comments etc
- ◇ Vote on the validity of confirmation of the tasks performed by a streamer
- ◇ Vote for creation of novel/unique content
- ◇ Vote in other controversial or disputed situations
- ◇ Make donations to streamers

- ◇ Become moderators: when a certain LUC balance is reached, users are granted the status of a certified chat moderator and are able to moderate communication and receive remuneration for this with the approval of the channel owner. To obtain chat moderator status, the total amount of LUC received for task completion or as a reward during contests is counted. This encourages users to spend more time on the platform.

After reaching the breakeven point, we anticipate that we will eliminate 25% of the tokens from the project's profits. According to our expectations, breakeven point will be reached at the beginning of the second year after the public launch of the project.

This is anticipated to create additional value within the project and will act as an incentive for token-holders to retain as many of LUC in the ecosystem as possible. We likewise plan to implement several solutions analogous to the Bancor protocol for platform users, which will also provide an incentive to retain tokens. Likewise, after the projects reaches break-even point, the project team can use the funds stored in the Operation fund at their own discretion to enhance the platform and to roll out marketing activities.

Following the investment stage and the anticipated rapid growth of the project, the funds received during the token sale will be spent on the development of the platform and Level Up Chain Foundation along with other initiatives. With the development of blockchain technology and greater penetration of cryptocurrency, we foresee that some costs of the project can be incurred in LUC and reduced thanks to the development of decentralization technologies. Such technologies include:

- ◇ Development of decentralized CDN which leads to cutting one of the largest costs - payments for the delivery of content to the end user.
- ◇ Further development of the decentralized advertising market.
- ◇ Reduction of the cost of heavy content storage (VOD records) due to the emergence of a large number of decentralized cloud services.
- ◇ Transcoding technologies thanks to improved computer performance.

These and other technologies might contribute to the creation of a high-grade internal economy to further fuel the project.



PROJECT TEAM



ALEXEY BURDYKO

CEO & Founder

 <https://www.linkedin.com/in/alexey-burdyko>

Experience in eSports exceeding 7 years, one of the trailblazers of esports industry in Russia and CIS.

Founder of one of the largest esports holdings in Russia and CIS - Game Show Media Holding valued by Ernst and Young at \$36,8M. Alexey held 35 esports tournaments in total including intercontinental esports showmatches.

Founder of the tournament eSports platform www.gsl.tv

Work experience with major streaming platforms - Twitch.tv, Hitbox.tv, Azubu.tv, Mail.Ru Group (VK.com, OK.RU).



DMITRY KOCHNEV

COO

 <https://www.linkedin.com/in/kochnev>

Former Director of eSports at Mail.Ru Group.

In 2013–2015, Managing Director at Rambler.Ru, the third biggest Russian media portal.

Since 2010, Dmitry acted as COO at GameNet, a social network for gamers, and COO of Xsolla, a payment solution for games.

In 2006–2010 Dmitry was VP Business Development at Astrum Online Entertainment, an online game publisher, later acquired by Mail.Ru Group.

Dmitry received his M.Sc. degree in Software Engineering from Saint Petersburg State University.



INNA MOROZ

CBDO

<https://www.linkedin.com/in/innamoroz>

Former Head of Co-branding and Licensing Global, Head of Merchandize Licensing Global in Wargaming.

16 years of successful management experience, business development and marketing in gaming industry including promotion, co-branding, deals origination and licensing. Successful track record in international publishing including eSports.

Work experience in: Wargaming, Rovio, Playnatic, Buka, Noviy Disk.



ORHAN ZEYNALLI

Blockchain CTO

<https://www.linkedin.com/in/orkhan-zeynally-0840a314a>

Graphene-evangelist. Solid experience in developing projects in blockchain industry on Bitshares and Graphene platforms in USA and Europe. Launched more than 10 projects.

Launched projects in blockchain industry:

1. Blockchain platform for travelers (mapala.net) - CTO / co-founder
2. SmartData for Travel Market (Travelchain) - CTO / co-founder
3. Blockchain Advisor of:
 - ◇ Several Blockchain Traded Funds
 - ◇ CryptoBank
 - ◇ Car Marketplace on Blockchain
4. Creating machine-learning project (Aigents) using blockchain social platforms Steemit & Golos - PM





PEIDY HUNG

Business Development Director Asia

 <https://www.facebook.com/peidy.hung>

More than 7 years in the gaming and eSports markets in Asia

Business development director in Asia Game Show, in charge of the launch and management of more than 100 projects in Asia

Experienced at establishing of cooperations with Chinese partners such as WCA, Vici Gaming, LGD Team, BlueTV, Newbee, Team MVP etc.

Leads organization of eSports tournaments, negotiations with Chinese game publishers and licensing of the content.



ALEXANDER KUZNETSOV

Lead developer (streaming core)

CTO Rutube.ru – the leading Russian online video service


Co-founder and CTO Minutta – leading video editing app in social networks.

CTO Inventos – broadcasting for NTV+ Co-founder and CTO TvBit - TV-like media streaming experience service from social news feeds



MARIA MAVREKH

CMO

 <https://www.linkedin.com/in/maria-mavrekh-865415a0/>

Deep expertise in advertising and marketing for more than 12 years.

Business development and implementation of projects in the largest video advertising operator in Eastern Europe, Video International



Focuses exclusively on digital marketing and the development of high-tech projects in the field of machine learning and AI in the project team of arb.digital

Drafted marketing strategies and implemented digital activities for major game publishers and eSports online projects.



DENIS SHEPETOV

Lead Developer

 <https://www.linkedin.com/in/dshchepetov/>

Ex12 years of IT experience. Holds CTO position in [hashwiz.io](https://beta.hashwiz.io) (<https://beta.hashwiz.io>) - a mining pool.

Leads the development and technical support department at [MSPControl.org](https://mspcontrol.org) - the product certified by Microsoft, used by the governments of Dubai and Argentina to manage their infrastructure.



Manages the development and technical support of feasy.me – CRM system for sales management. The current beta version is used by Alibaba group.

Develops applications, sites, drivers and other panels and platforms, participates in a variety of projects from the US, Canada, Australia, Europe, South Africa, Southeast Asia.



VLADISLAV ARBATOV

Head of data analysis department

More than 10 years in IT as a devoper

He led the development of algorithms for real-time monitoring of video streaming, recognition of complex objects and filtering noisy video content on the basis of neural networks as well as research in the analysis of visual data of low-Earth orbit satellites and creation of computer vision systems used in the field of security.

One of the creators of the first search engines in based on semantic-linguistic analysis and information search in the company InfoScan

Under his leadership more than 100 digital products have been created in the fields of web development, mobile applications for federal authorities and such brands as Papa John's, Bayer, Beiersdorf and others.



ALEXEY GALIZDRA

Head of SMM and Communications

[in https://www.linkedin.com/in/galizdra/](https://www.linkedin.com/in/galizdra/)

Deep expertise in establishing social media channels from scratch, lead generation and media relations at prominent ICO projects with a worldwide outreach (Blackmoon Crypto, WishFinance and others).

Advisor at OSA Hybrid.

More than 4 years of joint experience on marketing and analytical roles from Big-4 corporations to developing startups.


Holds B.A. and M.A. in Project Management from HSE.





SERGEY MEDVEDEV

Head of Legal

 <https://www.facebook.com/profile.php?id=100011989845927>

Attorney-at-law, director of Vilgerts Belarus

ADVISORY BOARD



CAN YANG

VP of Global Business development in Imba TV, CBO of Team MVP

 <https://www.linkedin.com/in/frandia/>

Can Yang is a media and entertainment professional with over 10 years of experience.

Previously - business development director in streaming platform Azubu.tv, which acquired Hitbox.tv and launched streaming platform Smashcast upon receiving private investments of \$100m.

Can Yang was responsible for establishing partnerships with content publishers and general development of the platform.

Currently holds the position of VP of Global Business development in Chinese leading eSports media company Imba TV. Can Yang is largely responsible for the overseas business development.

Can Yang was as well in charge of business development for the Korean eSports team Team MVP





DAVID DRAKE

Managing Partner at LDJ LP Fund Investments

[in https://www.linkedin.com/in/ldjcapital/](https://www.linkedin.com/in/ldjcapital/)

David Drake, through his family office LDJ Capital, has acted as GP & LP investors with his partners in fund-of-funds, realty funds, venture capital funds & hedge funds. Mr. Drake's investments currently have 50+ global directors that maintain relations with institutions & family offices with \$1.5 trillion in assets.

Mr. Drake's access with 100,000 investors is maintained through his media asset, The Soho Loft Media Group, which has produced & sponsored over 1100+ finance conferences since 2002 like the events with institutional media leader Thomson Reuters & sponsors from Nasdaq, NYSE, KKR, & the Carlyle Group.

LDJ Special Situations partners have invested \$100 Million in Alibaba & Palantir.



VICTOR MARTYN

CEO and Owner, GosuGamers

[in https://www.linkedin.com/in/victormartyn/](https://www.linkedin.com/in/victormartyn/)

Victor Martyn was a 1998 World Champion for Starcraft (the world's first eSports professional). He lived in Korea from 1999 – 2002 and was the star player on the first ever properly sponsored eSports team in the history of the sport.

Owning GosuGamers.net which is currently the #1 Global eSports Media site he projects he will serve 500,000,000 page views to 20-25M unique eSports enthusiasts from around the world in 2015.



GREG LIMON

Founder of Canada Capital Group inc



[in https://www.linkedin.com/in/greg-limon-835a23b9/](https://www.linkedin.com/in/greg-limon-835a23b9/)

Involved in multiple business directions such as medical, legal, real estate development, high tech, production, trading commodities, with partners had done 2 successful IPOs.

Founder of Canada Capital Group inc.

Co-Founder at Planet Partners , in London based accelerator/incubator consulting company

Advisor for the following ICO projects: RocketICO, Cannasos, Days.Exchange



STAN MILC

Co-Founder, Planet Partners



[in https://www.linkedin.com/in/stan-milc-077962105/](https://www.linkedin.com/in/stan-milc-077962105/)

Generator of ideas, able to translate dreams into reality. With my spirit and enthusiasm, I inspire others and help form professional teams. I'm determined and I never give up. My strength is the high results. 7 years in business as a developer and entrepreneur, founder and investor.

Business partner in international projects : Caviar House , Canada Capital Group inc .

Co-Founder : Planet Partners - in London based accelerator/incubator consulting company.

ICO Advisor at RocketICO, Cannasos





ANTON ARGANOVSKY

President, Agranovsky IT
Ex. Destiny Development

<https://www.linkedin.com/in/anton-agranovsky-b1183024/>

Investor, expert, leader of opinions in the field of establishment and development of IT companies.

Member of the Board of Directors of Plastic Media, SMX Communications.

In 2008-2017 founder and president of Destiny Development - one of the first gaming companies at the Russian Internet market known for its products, and localizations.



Plastic Media



RICHARD KASTELEIN

Co-Founder, Cryptoassets Design Group

<https://www.linkedin.com/in/expathos/>

Founder of industry publication Blockchain News, partner at ICO services collective CryptoAsset Design Group, director of education company Blockchain Partners (Oracle Partner) and ICO event organiser at leading industry event CryptoFinancing.

Richard Kastelein is an award-winning publisher, innovation executive and entrepreneur.


He sits on the advisory boards of half a dozen Blockchain startups and has written over 1200 articles on Blockchain technology and startups at Blockchain News and has also published pioneering articles on ICOs in Harvard Business Review and Venturebeat.





REUBEN GODFREY

Advisor at Playkey

 <https://www.linkedin.com/in/reuben-godfrey-1a18055/>

Blockchain Association of Ireland, Business Development, Atlantic Region

SONM: Supercomputer Organized by Network Mining.

SONM is a decentralized worldwide fog supercomputer for general purpose computing from site hosting to scientific calculations. SONM company is an effective way to solve a worldwide problem - creating a multi-purpose decentralized computational power market.



Advisor: Good as Gold Digital, LAToken, EtherSportz, HydroMiner, Confideal, Bitindia - Blockchain Exchange & Wallet, Playkey



PAVEL POGODIN

Lawyer, PhD

Legal support of projects in cryptocurrency industry: BankEx, EstateChainPlatform, SpaceBit, BlockVerify and BitLegal.



SALLY EAVES

Forbes Technology, CTO, Strategic Adviser

Sally combines a depth of experience as a Chief Technology Officer, Practising Professor of Emergent Technology, Founder and Global Strategic Advisor, specialising in the application of disruptive technologies for business and societal benefit.

A member of the Forbes Technology Council, Sally is an accomplished author with regular contributions to leading business, technology and press publications including Forbes, The Times, CNN and CNBC, academic outlets and a new book 'Edge of Disruption'.



EGOR VINOGRADOV

CEO of Safebox

Professional investor with a finance background. Founder and CEO of an investment company with a solid turnover on the Russian bonds market (top-3 in the country). Handles projects related to underwriting and bonds emission. Alma mater: Boston University, MSU, MGIMO.

An experienced cryptocurrency trader managing portfolios of HNWIs. Founder and general manager of an masternodes fund



SJ HWANG

CEO of FoundationX Crypto Fund, Co-Founder & Partner in FuturePlay Inc.

Dr. Hwang is a serial entrepreneur, investor and inventor. He is a partner of FuturePlay Inc, a top-tier start-up accelerator in South Korea and leads blockchain funds. He co-founded several startups and last one was acquired by Samsung Electronics.

He has won numerous awards, including the IP Technology Award, the Creative Invention Award and the IAM world's leading IP strategists 300. He is also an angel investor and an advisor to various start-ups.



GEORGY LAGODA

CEO of Sec Consult Services LLC

SEC Consult is the leading company in the field of information security in Europe and the APAC countries

The company is certified according to ISO 27001 and CREST. In addition, SEC Consult is a member of OWASP.

SEC Consult in figures:

400 + projects per year

Great experience in financial and insurance industry, including banking and insurance included in the TOP 10 of Europe and Asia, as well as the central bank of Europe, the Moscow stock exchange, etc.

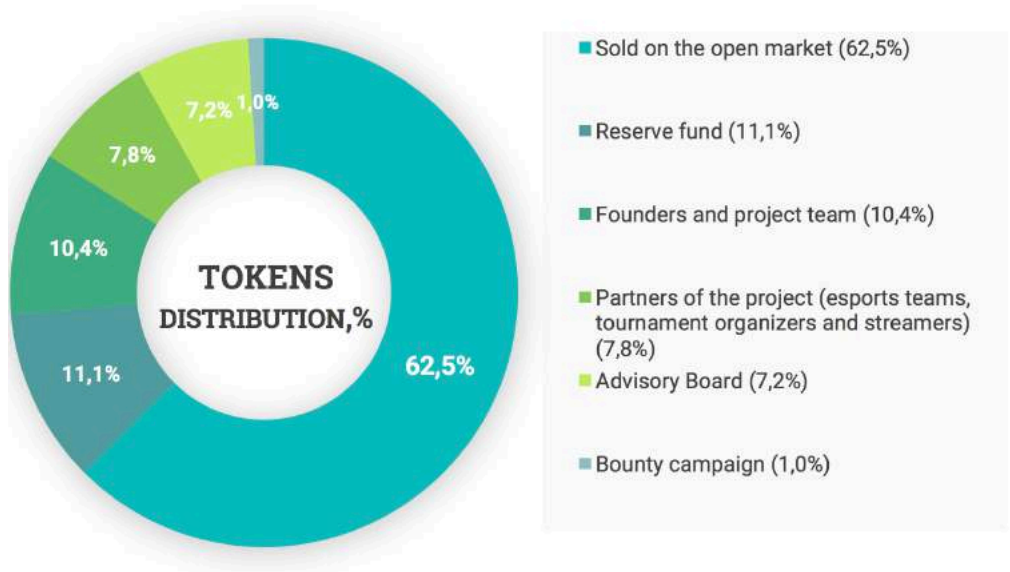
PLAY2LIVE TOKEN SALE SPECIFICS AND LEVEL UP COIN TOKEN FEATURES

The table below depicts the anticipated distribution of LUC tokens. A maximum of 1,308,800,000 ERC20-compliant tokens can be created to be distributed in the course of the token sale after sending the funds to the valid smart-contract address. Tokens that are not distributed during the token sale will not be created and the additional emission of LUC tokens will not be initiated. **The resulting amount of tokens issued will be announced upon the end of the token sale. The distribution of token sale proceedings presented below applies to any amount of collected funds regardless of its size.**

The ERC20-compatible token Level Up Coin will be distributed during the token sale. Following the release of Level Up Chain, Play2Live anticipates exchanging Level Up Coin for Level Up Chain tokens at the rate of 1 to 1.

The funds allocated to the Operations funds of the project will be locked in the smart-contract and thus will not be used until the release of the MVP.

The funds stored in the Operations funds will be locked up for two years since the beta version public release. The funds of the project team and the founders will be vested during 2 years. The funds of the project partners will be vested during 3 years.



Maximum amount of tokens to issue	1 308 800 000
--	----------------------

Sold on the open market		62,5 %
Operations funds		11,1 %
Founders and project team		10,4 %
Partners of the project (eSports teams, tournament organizers and streamers)	0	7,8 %
Advisory Board		7,2 %
Bounty campaign	0	1,0 %



ROADMAP OF PLAY2LIVE



Currently, the project is at the active development stage and we are planning to launch MVP of the platform prior to the start of the pre-sale (before December, 5th).

-
- Q4 2016** Setting up project concept, establishing connections with existing market players.

 - Q1 2017** Establishing a blockchain model.
 - Q2 2017** Team and advisory board are formed.
 - Q3 2017** Initiating the implementation of blockchain features and development of project architecture and documentation preparation.
 - Q4 2017** Marketing and PR stage regarding the token sale. MVP launch.
 - Q1 2018** Planned inception of the development of the streaming core of Play2Live as well as blockchain Level Up Chain.
 - Q2 2018** Planned alpha-version launch and World Championship broadcast in CS:GO broadcast.
 - Q3 2018** Planned beta-version launch (60% of conceptualized features), attraction of the seed users.
 - Q4 2018** Planned implementation of all remaining features (40%), active marketing promotion and purchase of rights to broadcast top eSports and streaming content.

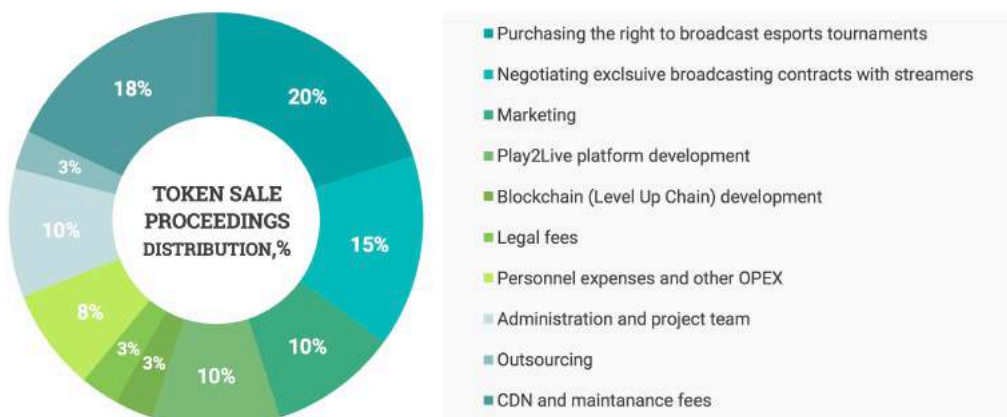
 - Q2 2019** Commencement of the planned active attraction of the users to the platform. MAU of the Platform reaches 10M users. New markets expansion. Reach of breakeven point.
 - Q4 2019** It is anticipated that MAU of the Platform will reach 20M users. Focus on sustaining internal infrastructure and bringing organic traffic to the platform, integrating of new services.

TOKEN SALE STAGES

Play2Live plans to divide the token sale into the three stages: closed round available only to token holders prior to the launch of pre-sale and token sale; pre-sale; and token sale. Play2Live plans to hold the closed round on 18th October – 25th January 2017. The classical token sale model will be implemented.

Level Up Coin	Utility token
Hard Cap	\$30 million
Base price of the token	LUC / USD: 20 LUC for \$ 1.
Maximum possible amount of LUC for sale	1 308 800 000
Actual amount of LUC to issue	Will be known after the end of the token sale (unbought tokens will not be created).
Smart contract address	Will be announced later.
Additional emission / mining	No
Date and time of the start of Pre-sale, UTC	January 25th, 2018, 5:00 PM
End date and time of Pre-sale, UTC	February 5th, 2018, 5:00 PM
Token-sale start date and time, UTC	February 12th, 2018, 5:00 PM
End date and time of, Token-sale UTC	March 14th, 2018, 5:00 PM
Currency accepted	BTC, ETH, BCH, LTC, DASH, USD
Minimum purchase amount	0.1 ETH. Transactions with smaller amounts will be ignored.
Bonuses during the pre-sale	From 26th-31st January 30% From 1st-6th February 25%
Bonuses during the token sale	From 21st-23th February 10% From 24th-26th February 9% From 27th-1st March 8% From 2nd-4th March 7% From 5th-6th March 6% From 7th-8th March 5% From 9th-10th March 4% From 11th-12th March 3% From 13 March 2% From 14 March 1%

The distribution of proceeds from token sale is depicted on the graph.



Token sale budget distribution

Purchasing the right to broadcast esports tournaments	20 %
Negotiating exclusive broadcasting contracts with streamers	15 %
Marketing	10 %
Play2Live platform development	10 %
Blockchain (Level Up Chain) development	3 %
Legal fees	3 %
Personnel expenses and other OPEX	8 %
Administration and project team	10 %
Outsourcing	3 %
CDN and maintenance fees	18 %

* - grows proportionally to the increase of traffic to the Platform

- ◇ The logic underpinning the distribution of token sale proceeds suggests understanding the business processes of the current market of streaming and its realities in terms of costs.
- ◇ A large amount of money is required to receive the broadcasting rights of eSports content and to negotiate contracts with the top streamers, which is crucial for bringing organic traffic to the platform. Our goal in the first year after the launch is to generate a steady inflow of streamers to the platform, who will attract a seed user base. This is possible at the initial stage solely due to acquiring rights to broadcast top eSports events, as well as signing exclusive contracts with popular streamers.

- ◊ Marketing will play significant role, including the support we will provide to our first streamers and tournament organizers who will migrate to the platform.
- ◊ A significant part of the proceeds will be spent on payment for CDN service because unlike most decentralized projects, Play2Live broadcasts live video content in high quality and its streaming costs are significantly higher than that of an average web service.

The financial roadmap is tied to the development of certain features on the platform and to the opportunity to purchase the rights to broadcast eSports tournaments and show matches, as well as opportunities to sign exclusive contracts with the most famous streamers at the initial stage.



TOKEN SALE ROADMAP



TARGET: **\$5M**

Initiation of development of Play2Live core back-end functionality and front-end layers as well as blockchain system. Setting up of a marketing budget for streamers and tournament operators to support within the platform.



TARGET: **\$10M**

Development of authentic features of Play2Live - totalizator, a crowdfunding system for streams, top-notch system of interaction between the viewers and the streamers. MVP release and broadcast of CS:GO World Championship with offline final rounds at the stadium with 15,000 seats capacity.



TARGET: **\$15M**

Integration with all partner services agreed to cooperate with Play2Live including bookmakers. Setting up a marketing budget for acquiring rights to broadcast top eSports events and negotiating exclusive contracts with the most popular streamers of the well-established games such as CS: GO, Dota 2, LOL, Overwatch, PUBGs and others.



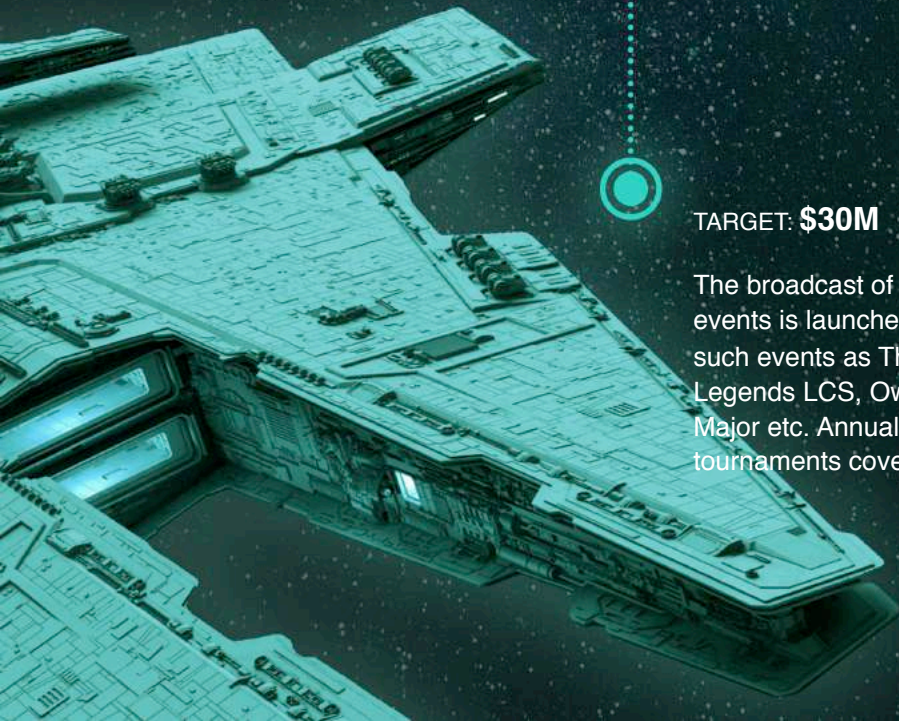
TARGET: **\$20M**

Integration of external projects in Level Up Chain. Dota 2 tournament is broadcast on the beta version of the platform. Translation of showmatches covering the well established games - CS: GO, Dota 2, LOL, Overwatch



TARGET: **\$25M**

Focus on regional expansion and proceeding with attracting top content providers: negotiating exclusive broadcasting contracts with Tier 1 tournament organizers as well as with top-10 eSports teams and their players to broadcast their content at the platform.



TARGET: **\$30M**

The broadcast of the most popular cybersport events is launched. We are determined to cover such events as The International, League of Legends LCS, Overwatch World Cup, CS: GO Major etc. Annual broadcasting of 3 world eSports tournaments covering the well established games.



SUMMARY

This white paper has elaborated on the bottlenecks persistent in the gaming industry and described a whole new set of features for users that no gaming platform or project can currently offer.

Consistent with the philosophy of our project, we are determined to provide users and streamers with a solution where they can easily create novel content and interact on the principles and terms instilled within the system. Play2Live platform is a full-blown participant of the system, though its role shall be narrowed to maintenance and providing safety. In turn, Level Up Chain is an open source project that allows third party projects to be launched on its blockchain to make use of its technical capabilities.

In the sections devoted to the economy of the token and the features of the platform, we described in detail how users and streamers interact within the ecosystem. If existing market players were to endeavor to implement the same features in their platforms they would encounter difficulties due to the following reasons:

- ◆ The application of blockchain technologies to the existing architecture of any high-load project is a truly complex and expensive solution. Its architects need to consider a myriad of factors, which will postpone the implementation of such technology for at least a few years.
- ◆ Due to the advent of blockchain technology, cryptocurrencies are usually introduced, representing a complex and long-term political and economic decision for large corporations to make.
- ◆ The introduction of cryptocurrency and subsequent change in the company's business with vague economic effects on reports (P&L, cash flow statement and balance sheet) will discourage management from making the switch to a blockchain model and will also deter existing users of the platform.
- ◆ A number of features such as integration of bookmaker APIs and use of a totalizator is easier to implement for young projects largely due to the current underdeveloped legal framework in the field of cryptocurrencies.

Summing up above points, we are establishing a full-blown ecosystem advantageous to the existing streaming platforms, namely in the following dimensions:

- 1. Play2Live provides an opportunity for a streamer to earn LUC from the very first stream. Overall, streamers are able to earn in 11 ways.**
- 2. We allow for the viewers to earn from their hobby minimum in 5 ways, which is currently not available in existing streaming platforms.**
- 3. These facts contribute to the growth of the platform due to 15 sources of revenue generation. To recap, conventional streaming platforms can boast only 5 of such sources. Effectively, this serves as an exemplary proof of the possible demand on the tokens which can be used in 15 ways on the platform. It has been available due to the deployment of top-notch blockchain system.**
- 4. Streamers are able to determine numerous aspects of interaction with viewers directly without the involvement of any third-party.**
- 5. One of the unique selling points of the projects is an ability for a user to fully disable advertising at no cost. The users are able to enable it in case they desire to support their favorite streamer at the same time being able to earn from it.**
- 6. A unique content generation system allows to directly engage users in its creation.**
- 7. Owing to the ability for the streamers and viewers to interact directly on the basis of blockchain system, we are able to implement many features such as an interactive system of tasks for a streamer and others.**
- 8. A possible demand in the open market on LUC tokens should favorably affect the whole project economy.**
- 9. Level Up Chain blockchain is established to encompass an unlimited number of eSports and gaming projects as well as to support Play2Live performance, which is likely to contribute to the overall growth of the active userbase of all projects.**
- 10. The project is initiated by an expertized team from gaming and eSports industries with experience of key project representatives exceeding 10 years each.**



DISCLAIMER

This token sale whitepaper and the documents attached thereto or associated herewith contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements, including, without limitation, statements regarding anticipated use of proceeds from the token sale, are based on current expectations, estimates and projections about our industry, Company management's beliefs, and assumptions made by Company management. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any forward-looking statements due to a variety of factors, including, without limitation, our ability to meet the minimum token sale amount, if any, unanticipated costs and expenses related to the token sale, changes in Company's financial condition or business strategy that impact the use of proceeds from the token sale, and other factors. The risks and uncertainties include those noted in "Risk Factors" document provided in connection with the token sale (available on token sale website). Undue reliance should not be placed on the forward-looking statements in this whitepaper or any associated materials, which are based on information available to Company on the date hereof. Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent that Company is required to do so by law.

To the extent the tokens sold in connection with this token Sale may be securities under U.S. Securities Act of 1933, these tokens are offered only outside of the United States to non-U.S. persons, pursuant to the provisions of Regulation S of the U.S. Securities Act of 1933, as amended. These tokens will not be registered under the Securities Act, and may not be offered or sold in the United States absent registration or under an applicable exemption from the registration requirements and the purchasers should not assume they will be able to resell their tokens. Neither the Securities and Exchange Commission nor any state regulator has passed upon the merits of or given its approval to the tokens, the terms of the token Sale, or the accuracy or completeness of any associated materials. Buying tokens involves risks, and purchasers should be able to bear the loss of their entire purchase. All purchasers should make their own determination of whether or not to make any purchase, based on their own independent evaluation and analysis.



PUBLIC SOURCES OF INFORMATION

1. <https://newzoo.com/insights/trend-reports/global-esports-market-report-2017-light/>
2. <https://superdata-research.myshopify.com/products/year-in-review>
3. <http://tnl.media/esportsnews/2017/3/8/time-to-kill-the-esports-beats-sports-viewers-stat>
4. <https://bitinfocharts.com>
5. <https://superdata-research.myshopify.com/products/year-in-review>
6. <https://en.wikipedia.org/wiki/Twitch.tv>
7. <https://www.idc.com/getdoc.jsp?containerId=prUS42959717>
8. <https://techcrunch.com/2017/01/24/streamer-numbers-and-incomes-are-rising-healthily-according-to-data-from-popular-tool/>
9. <https://blog.streamlabs.com/livestreaming-q117-twitch-vs-youtube-avg-spend-ltv-and-tip-volumes-8263c6a9f99e>



Certain Risk Factors Relating to Purchase, Sale, and Use of Tokens

IMPORTANT NOTE: THE COMPANY EXPRESSLY DISCLAIMS ANY AND ALL RESPONSIBILITY FOR ANY DIRECT OR CONSEQUENTIAL LOSS OR DAMAGE OF ANY KIND WHATSOEVER ARISING DIRECTLY OR INDIRECTLY FROM: (I) RELIANCE ON ANY INFORMATION CONTAINED IN THIS EXHIBIT D, (II) ANY ERROR, OMISSION OR INACCURACY IN ANY SUCH INFORMATION OR (III) ANY ACTION RESULTING FROM SUCH INFORMATION.

By purchasing, owning, and using Tokens, you expressly acknowledge and assume the following risks:

1. General Suitability of Token Purchase

The purchase of tokens from the Company is only suitable for financially sophisticated persons who are capable of evaluating the merits and risks of such a purchase, or other persons who have been professionally advised with regard to token purchase, and who have sufficient financial resources to be able to bear any losses that may arise therefrom (which may be equal to the whole amount spent in connection with the token purchase). Such a purchase should not be seen as an investment or a financial asset.

2. Risk of Losing Access to Tokens Due to Loss of Private Key(s), Custodial Error or Purchaser Error

A private key, or a combination of private keys, is necessary to control and dispose of Tokens stored in your digital wallet or vault. Accordingly, loss of requisite private key(s) associated with your digital wallet or vault storing Tokens will result in loss of such Tokens. Moreover, any third party that gains access to such private key(s), including by gaining access to login credentials of a hosted wallet service you use, may be able to misappropriate your Tokens. Any errors or malfunctions caused by or otherwise related to the digital wallet or vault you choose to receive and store Tokens, including your own failure to properly maintain or use such digital wallet or vault, may also result in the loss of you Tokens. Additionally, your failure to follow precisely the procedures set forth for buying and receiving Tokens, including, for instance, if you provide the wrong address for the Purchaser Address, or provides an address that is not ERC-20 compatible, may result in the loss of your Tokens.

3. Risks Associated with the Ethereum Protocol

Because Tokens and the Platform are based on the Ethereum protocol, any malfunction, breakdown or abandonment of the Ethereum protocol may have a material adverse effect on the Platform or Tokens. Moreover, advances in

cryptography, or technical advances such as the development of quantum computing, could present risks to the Tokens and the Platform, including the utility of the Tokens for obtaining Services, by rendering ineffective the cryptographic consensus mechanism that underpins the Ethereum protocol.

4. Risk of Mining Attacks

As with other decentralized cryptographic tokens based on the Ethereum protocol, the Tokens are susceptible to attacks by miners in the course of validating Token transactions on the Ethereum blockchain, including, but not limited to, double-spend attacks, majority mining power attacks, and selfish-mining attacks. Any successful attacks present a risk to the Platform and the Tokens, including, but not limited to, accurate execution and recording of transactions involving Tokens.

5. Risk of Hacking and Security Weaknesses

Hackers or other malicious groups or organizations may attempt to interfere with the Platform or the Tokens in a variety of ways, including, but not limited to, malware attacks, denial of service attacks, consensus-based attacks, Sybil attacks, smurfing and spoofing. Furthermore, because the Platform is based on open-source software, there is a risk that a third party or a member of the Company team may intentionally or unintentionally introduce weaknesses into the core infrastructure of the Platform, which could negatively affect the Platform and the Tokens, including the utility of the Tokens for obtaining Services. Hackers or other malicious groups of organizations may also attempt to get access to private keys or other access credentials in the Wallet or any other wallet, vault, or other storage mechanism used to receive and hold Tokens. As the result, the Tokens may be lost forever.

6. Risks Associated with Markets for Tokens

The Tokens are intended to be used solely within the Platform, and Company will not support or otherwise facilitate any secondary trading or external valuation of Tokens. This restricts the contemplated avenues for using Tokens to the provision or receipt of Services, and could therefore create illiquidity risk with respect to the Tokens you own. Even if secondary trading of Tokens is facilitated by third party exchanges, such exchanges may be relatively new and subject to little or no regulatory oversight, making them more susceptible to fraud or manipulation. Furthermore, to the extent that third-parties do ascribe an external exchange value to Tokens (e.g., as denominated in a digital or fiat currency), such value may be extremely volatile and diminish to zero.

7. Risk of Uninsured Losses

Unlike bank accounts or accounts at some other financial institutions, Tokens are uninsured unless you specifically obtain private insurance to insure them. Thus, in the event of loss or loss of utility value, there is no public insurer, such as the Federal

Deposit Insurance Corporation, or private insurance arranged by Company, to offer recourse to you.

8. *Risks Associated with Uncertain Regulations and Enforcement Actions*

The regulatory status of the Tokens and distributed ledger technology is unclear or unsettled in many jurisdictions. It is difficult to predict how or whether regulatory agencies may apply existing regulation with respect to such technology and its applications, including the Platform and the Tokens. It is likewise difficult to predict how or whether legislatures or regulatory agencies may implement changes to law and regulation affecting distributed ledger technology and its applications, including the Platform and the Tokens. Regulatory actions could negatively impact the Platform and the Tokens in various ways, including, for purposes of illustration only, through a determination that the purchase, sale and delivery of the Tokens constitutes unlawful activity or that the Tokens are a regulated instrument that require registration or licensing of those instruments or some or all of the parties involved in the purchase, sale and delivery thereof. Company may cease operations in a jurisdiction in the event that regulatory actions, or changes to law or regulation, make it illegal to operate in such jurisdiction, or commercially undesirable to obtain the necessary regulatory approval(s) to operate in such jurisdiction.

9. *Risks Arising from Taxation*

The tax characterization of Tokens is uncertain. You must seek your own tax advice in connection with purchasing Tokens, which may result in adverse tax consequences to you, including withholding taxes, income taxes and tax reporting requirements. In addition, the proceeds of the Token sale (which include any moneys that purchaser has paid for the Tokens) may be taxable to the Company, which may adversely affect financial resources available to the Company, Company's business and the Company's ability to achieve its business objectives.

10. *Risk of Competing Platforms*

It is possible that alternative Platforms could be established that utilize the same open source code and protocol underlying the Platform and attempt to facilitate services that are materially similar to the Services. The Platform may compete with these alternatives, which could negatively impact the Platform and Tokens, including the utility of the Tokens for obtaining Services.

11. *Risk of Insufficient Interest in the Platform or Distributed Applications*

It is possible that the Platform will not be used by a large number of individuals, companies and other entities or that there will be limited public interest in the creation and development of distributed Platforms (such as the Platform) more generally. Such a lack of use or interest could negatively impact the development of the Platform and therefore the potential utility of the Tokens, including the utility of

the Tokens for obtaining Services.

12. Risks Associated with the Development and Maintenance of the Platform

The Platform is still under development and may undergo significant changes over time. Although Company intends for the Tokens and Platform to function as described in Exhibit C, and intends to take commercially reasonable steps toward those ends, Company may have to make changes to the specifications of the Tokens or Platform for any number of legitimate reasons. Moreover, Company has no control over how other participants will use the Platform, what products or services will be offered through the Platform by third parties, or how third-party products and services will utilize Tokens (if at all). This could create the risk that the Tokens or Platform, as further developed and maintained, may not meet your expectations at the time of purchase. Furthermore, despite Company's good faith efforts to develop and participate in the Platform, it is still possible that the Platform will experience malfunctions or otherwise fail to be adequately developed or maintained, which may negatively impact the Platform and Tokens, and the potential utility of the Tokens, including the utility of the Tokens for obtaining Services.

13. Risk of an Unfavorable Fluctuation of ETH, BTC or Other Coin Value

If the value of ETH, BTC or other coins fluctuates unfavorably during or after the Token sale, the Company team may not be able to fund development, or may not be able to develop or maintain the Platform in the manner that it intended. In addition to the usual market forces, there are several potential events which could exacerbate the risk of unfavorable fluctuation in the value of ETH, BTC or other coins, including another DAO-like attack on the Ethereum network, or significant security incidents or market irregularities at one or more of the major cryptocurrency exchanges.

14. Risk of Dissolution of the Company or Platform

It is possible that, due to any number of reasons, including, but not limited to, an unfavorable fluctuation in the value of ETH, BTC or ICOCOIN (or other cryptographic and fiat currencies), decrease in the Tokens' utility (including their utility for obtaining Services), the failure of commercial relationships, or intellectual property ownership challenges, the Platform may no longer be viable to operate or the Company may dissolve.

15. Risks Arising from Lack of Governance Rights

Because Tokens confer no governance rights of any kind with respect to the Platform or the Company, all decisions involving the Company's products or services within the Platform or the Company itself will be made by the Company at its sole discretion, including, but not limited to, decisions to discontinue its products or services in the Platform, to create and sell more Tokens for use in the Platform, or to sell or liquidate the Company. These decisions could adversely affect the Platform and the utility of any Tokens you own, including their utility for obtaining Services.

16. Regulatory Risks

The Company, and by extension the Platform, is subject to a variety of federal, state and international laws and regulations, including those with respect to privacy and data protection, consumer protection, data security, and others. These laws and regulations, and the interpretation or application of these laws and regulations, could change. In addition, new laws or regulations affecting the Platform could be enacted, which could impact the utility of the Tokens in the Platform. Additionally, the Platform participants are subject to industry specific laws and regulations or licensing requirements. If any of these parties fails to comply with any of these licensing requirements or other applicable laws or regulations, or if such laws and regulations or licensing requirements become more stringent or are otherwise expanded, it could adversely impact the Platform and the Tokens, including the Tokens' utility for obtaining Services.

Also, changes in laws or regulations governing the Company's operations may adversely affect its business. Any change in the Company's tax status, or in taxation legislation in the United States or elsewhere, could affect the value of its financial holdings, its business and the Company's ability to achieve its business objective. Prospective purchasers are urged to consult their tax advisers with respect to their particular tax situations and the tax effects of the purchase of Tokens from the Company.

17. Operational Risks

The Company is a young company and the growth of the team and its capabilities may take longer than expected to result in the intended usefulness for the Tokens. The Tokens are just one product in a highly competitive market, and broad adoption by other users and developments by technology partners may take longer than expected. The usefulness of the Tokens depends on the extent of widespread adoption of the offered technology by the marketplace.

18. Risk of Lack of Adoption

The success of the Platform, Services, and Tokens is dependent in large part to the adoption of the Platform, Services, and underlying technology by users. It is possible that users do not adopt or use the Platform. Such lack of use or interest could negatively impact the development of the Platform and therefore the potential utility of the Tokens, including the utility of the Tokens for obtaining Services.

19. Technology Risks

The Tokens are intended to represent a new capability on emerging technology that is not fully proven in use. As the technology matures, new capabilities may dramatically alter the usefulness of the Tokens or the ability to use or sell them. The functionality of the Tokens is complex, will require enhancements and product

support over time, and full functionality may take longer than expected. The full functionality of the Tokens is not yet complete and no assurance can be provided of such completion.

20. *Unanticipated Risks*

Cryptographic tokens such as the Tokens are a new and untested technology. In addition to the risks included in this Exhibit D there are other risks associated with your purchase, possession, and use of the Tokens, including unanticipated risks. Such risks may further materialize as unanticipated variations or combinations of the risks discussed in this Exhibit D.

21. Forward Looking Statements

The Company's Token sale whitepaper and the documents attached thereto or associated therewith contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements, including, without limitation, statements regarding anticipated use of proceeds from the Token sale, are based on current expectations, estimates and projections about our industry, Company management's beliefs, and assumptions made by Company management. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any forward-looking statements due to a variety of factors, including, without limitation, our ability to meet the minimum Token sale amount, if any, unanticipated costs and expenses related to the Token sale, changes in Company's financial condition or business strategy that impact the use of proceeds from the Token sale, and other factors. The risks and uncertainties include those noted in "Risk Factors" above. Undue reliance should not be placed on the forward-looking statements in this whitepaper or any associated materials, which are based on information available to us on the date hereof. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent that we are required to do so by law.