



INVESTMENT OPPORTUNITY

koine

USCGIM Fund I
Koine LLC

MEMBERSHIP UNITS
\$50,000,000

INVESTMENT OVERVIEW

KOINE FINANCE LTD

Custody & Settlement of Digital Assets



COMPANY AND PRODUCT DESCRIPTION

Koine intends to provide segregated, institutional custody and settlement services for digital assets. The company brings together the full suite of governance, compliance, risk management and audit of real-time asset trading to the digital ecosystem.

The company's business model seeks to eliminate settlement and counterparty risks by enforcing DVP (Delivery Vs Payment), while ensuring clients at all times retain beneficial ownership of their assets throughout the trade lifecycle. Koine's unique solution helps differentiate itself from the current hot wallet/cold store model with manual transfers, providing enhanced security of assets, with instant settlements and withdrawals.

THE OPPORTUNITY

Transaction Description: Seeking to raise up to \$50 Million in Equity to diversify service offerings and acquire further regulatory permissions

Company	Koine Finance Limited
Offering Size	Up to \$50,000,000 in Ordinary Shares
Issuer Name	USCGIM Fund I Koine LLC
Placement Agent Commission	5% Cash; 2% Warrants
Type of Security	Membership Units
Price per Unit	\$50,000
Min Purchase Size	1 Unit (\$50,000)
Pre-Money Valuation	\$220,000,000 at \$268.28/share and fully diluted shares outstanding of 820,052
Industry	Financial Technology
Company Headquarter	Shelton Street, London
Investment	Issuer intends to make primary investments in Company securities issued directly by the Company

MARKET SIZE

The company believes the digital assets custody market will develop beyond its current asset classes. The company estimates that within the next 3-10 years, majority of this growth in digital assets will occur as institutional investors begin to access digital assets supporting property and fixed income in particular.



PRODUCT

Koine is developing a product for institutional capital requiring custody & settlement for all classes of digital assets including fiat. Services will include:

- **Custody of Digital Assets:** It will allow clients to hold digital assets securely for the long term or, short-term secure storage combined with access and liquidity. The company integrates with leading exchanges and OTC trading venues to enable safe, efficient trading and real-time settlement.
- **Real-time Settlement:** Provide millisecond settlement within its eco-system of partner exchanges and brokers. The service significantly reduces counterparty and settlement risks for fiat and digital asset trading and, with legal segregation of client's assets, minimises any insolvency risks. It allows for settlement of multiple fiat and digital currencies.
- **Fiat and Digital:** It will be independent of its secure custody of digital assets. The company also holds deposits of fiat currency in segregated client accounts. It operates an integrated payment system to enable Swift payments globally for fiat currencies.

MANAGEMENT

- **Hugh Hughes** (UK), Chairman & CEO
- **Matt Dangerfield** (UK), CTO
- **Phil Mochan** (UK), Co-Founder & Head of Strategy and Corporate Development
- **Al Moore**, Co-Founder & Business Development



RISKS

Below mentioned Risk Factors are not exhaustive and the list is only indicative of most significant risks. All other risks are cited in the Private Placement Memorandum.

- Assessment of the competitive landscape and the competitor within is based on the Company management's own judgement and might be wrong
- Shares are unquoted, thus liquidity risk and difficulty obtaining information on current value
- No guarantee that the Company's strategy or trading activities will be successful
- Income or capital is not intended to be realised by investors for at least five years
- Outside factors outside the control of the Directors may have a materially adverse effect on value of the Company
- Dependence on current management
- Company's assessment of the market opportunity could be wrong
- No compensation fund exists for investors who lose all or part of their investment
- The Company is early stage revenue and timing of future cash flows is a big risk
- Speculation in the press or investment community about the Company or its sector
- General economic trends
- Company's business strategy depends on the performance of various cryptocurrencies and security tokens
- Cyber Security risk such as hacking and other malicious activities
- Loss of confidence in digital currencies
- Regulation preventing or restricting trading of digital currencies and security tokens
- Slowdown of network on which cryptocurrencies operate on
- Creation of new assets with different characteristics arising from a "fork" in the blockchain
- Substantial uncertainty with respect to the tax treatment of investment in digital currencies
- Tax legislation may be introduced with retroactive effect
- Tax circumstances may differ from Investor to Investor based on individual circumstances
- High likelihood that regulatory capital requirements will be imposed on the Company or its subsidiaries
- Certain elements of the business plan are dependent on maintaining appropriate financial regulation in the UK and other jurisdictions
- Some or all of the protections afforded by the UK regulatory system will not apply to an investment in the Company
- Should be viewed as a long-term investment and may not be suitable for all Investors
- The Company is not liable to any Investor in the event of an insolvency of any bank with which such funds held by the company have been deposited
- Certain customers may be related directly or indirectly to Koine or principals of Koine
- Certain vendors and suppliers may be related directly or indirectly to Koine or principals of Koine
- Exchange rate risk when the Issuer who will receive US Dollars purchases share in the Company denominated in GBP

CONFLICT OF INTEREST & DISCLOSURES

The Manager and USCGS are affiliated entities. Charles Towle is Co-Managing Partner of the Manager; the Division Head and licensed principal of USCGS, a registered broker-dealer that is acting as the placement agent for the offering of Units by the Issuer; and an indirect stockholder and Co-Managing Partner of an affiliate company of the Manager and USCGS. Jeffrey Sweeney is Co-Managing Partner of the Manager and an indirect controlling stockholder of the Manager and USCGS.

Conflicts of interest may arise in connection with Mr. Towle's and Mr. Sweeney's indirect control of both the Manager and USCGS and their involvement in the management of the Issuer and its investments in Company Securities. Mr. Towle and Mr. Sweeney stand to benefit personally from the Management Services and Administrative Fees, and Profits Interests that the Manager will receive for managing the Issuer, from the Placement Agent Fee that USCGS

will receive from the Company as a commission in connection with the sale of the Units to the Members (described above). Conflicts also could arise because the Manager and its Affiliates will hold interests in securities of the Company (through the warrants to be issued to the Manager described above and any future direct or indirect interests in Company Securities that may be acquired in the future) and interests in securities of the Issuer. Investors should be aware that these conflicts of interest, and a number of other conflicts of interest relating to the Manager and its Affiliates, are permitted under the terms of the Operating Agreement. See "Summary of the Offering – Conflicts of Interest," "Risk Factors – Risks Related to Management of the Issuer," and "Summary of Operating Agreement – Conflicts of Interest (Section 5.3)." You should not invest in the Issuer unless you are willing to accept these conflicts of interest and the associated risk.

If you would like to know more about how your business can secure the funding it needs, visit

www.uscapglobal.com or call +1 415 889 1010