

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100



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STATE STATUTES: INFORMATION FOR RESIDENTS OF CERTAIN STATES

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Every prospective purchaser should read this legend and/or State disclosures listed below which is applicable to the State in which he/she resides. The State disclosures below do not in any way constitute or imply that offers or sales may be made in such States. Offers and/or sale may only be made in those States approved by the Company.

All States

THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED AS A MEANS TO AN OFFER OR SALE MADE IN ANY PARTICULAR STATE. THIS MEMORANDUM MAY BE SUPPLEMENTED BY ADDITIONAL LEGENDS. IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES CAN BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE ADVISED TO CONTACT THE COMPANY FOR ANY CURRENT LISTS OF STATES IN WHICH OFFERS AND SALES MAY BE LAWFULLY MADE. THIS MEMORANDUM MAY BE SUPPLEMENTED BY ADDITIONAL STATE LEGENDS.

For ALABAMA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE BONDS WITH ATTACHED COMMON STOCK, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER RULE 830-X-6.11 OF THE ALABAMA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULE PROMULGATED THEREUNDER.

For ALASKA Residents Only

THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE ADMINISTRATION OF SECURITIES OF THE STATE OF ALASKA UNDER PROVISIONS OF 3 ACC 08-500-3 ACC.08-56. THE INVESTOR IS ADVISED THAT THE ADMINISTRATOR HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE ADMINISTRATOR THE FACT OF THE REGISTRATION DOES NOT MEAN THAT THE ADMINISTRATOR HAS PASSED UPON THE MERITS, RECOMMENDED OR APPROVED THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A VIOLATION OF ACC 45.55.170. THE INVESTOR MUST RELY ON HIS/HER OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

For ARIZONA Residents Only

THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED UNDER THE ARIZONA ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO A.R.S. SECTION 44 1844(1) AND THEREFORE CANNOT BE RESOLD UNLESS REGISTERED UNDER THE ARIZONA ACT OR AN EXEMPTION IS GRANTED.

For ARKANSAS Residents Only

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THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 14(B)(14) OF THE ARKANSAS SECURITY ACT AND SECTION 4(2) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ARKANSAS SECURITIES AND EXCHANGE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS MEMORANDUM. ANY REPRESENTATIONS TO THE CONTRARY IS UNLAWFUL. THESE SECURITIES ARE NOT LIQUID AND ARE SUBJECT TO SUBSTANTIAL RESTRICTIONS UPON THERE TRANSFERABILITY.

For CALIFORNIA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE COMMON STOCK, THE INVESTOR IS HEREBY ADVISED THE COMMON STOCK WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM QUALIFICATION UNDER 25102 OF THE CALIFORNIA CORPORATE SECURITIES LAW OF 1968. THE SALE OF THE SECURITIES WHICH ARE SUBJECT OF THIS MEMORANDUM HAVE NOT BEEN QUALIFIED WITH THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA AND THE ISSUING OF SUCH SECURITIES OR THE PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFORE PRIOR TO SUCH QUALIFICATION BY SECTION 25100, 25102 OR 25105 OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES TO THIS AGREEMENT ARE EXPRESSLY CONDITIONED UPON SUCH QUALIFICATION BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT. IN ADDITION, ALL PURCHASERS OF COMMON STOCK SHOULD BE AWARE THAT IT SHALL BE UNLAWFUL FOR SUCH PURCHASERS TO CONSUMMATE A SALE OR TRANSFER ANY COMMON STOCK OR INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFORE, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES.

For COLORADO Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THAT THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 11-51-308 OF THE COLORADO SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For CONNECTICUT Residents Only

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE CONNECTICUT SECURITIES ACT AND ACCORDINGLY MAY NOT BE SOLD OR TRANSFERRED WITHOUT AN EFFECTIVE REGISTRATION OF THE SAME UNDER OR EXEMPT OF THE SAME FROM SUCH ACT.

For DELAWARE Residents Only

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE DELAWARE SECURITIES ACT. THEY ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND SALE.

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For FLORIDA Residents Only

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR THE FLORIDA SECURITIES ACT, BY REASON OF THE SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE ACT OR THE LAWS OF THIS STATE, IF SUCH REGISTRATION IS REQUIRED. THE FLORIDA SECURITIES ACT PROVIDES, WHERE SALES ARE MADE TO FIVE (5) OR MORE PERSONS IN FLORIDA, ANY SALE MADE PURSUANT TO SUBSECTION 517.061(11)(A)(5) OF THE FLORIDA SECURITIES ACT, SHALL BE VOIDABLE BY SUCH FLORIDA PURCHASER EITHER WITHIN THREE (3) DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER OR ESCROW AGENT OR WITHIN THREE (3) DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE, WHICHEVER OCCURS LATER.

For GEORGIA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 10-5-9 OF THE GEORGIA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE PROMULGATED THEREUNDER.

For HAWAII Residents Only

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE HAWAII UNIFORM SECURITIES ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION REQUIREMENTS.

For IDAHO Residents Only

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE IDAHO BLUE SKY LAW. THESE SECURITIES MAY NOT BE SOLD WITHOUT REGISTRATION UNDER IDAHO BLUE SKY LAW OR UNDER AN EXEMPTION THEREFROM.

For ILLINOIS Residents Only

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECRETARY OF THE STATE OF ILLINOIS NOR HAS THE STATE OF ILLINOIS PASSED UPON THE ADEQUACY OR ACCURACY OF THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

For INDIANA Residents Only

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SECTION 3 OF THE INDIANA BLUE SKY LAW AND MAY NOT SUBSEQUENTLY BE OFFERED OR SOLD UNLESS SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION THEN EXISTS.

For IOWA Residents Only

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IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 191-50-16 OF THE IOWA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For KANSAS Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 81-5-6 OF THE KANSAS SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For KENTUCKY Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER RULE 808 OF THE KENTUCKY SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For LOUISIANA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER RULE 1 OF THE LOUISIANA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For MARYLAND Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 15 OF THE MARYLAND SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For MAINE Residents Only

THESE SECURITIES ARE BEING SOLD PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE BANK SUPERINTENDENT OF THE STATE OF MAINE UNDER SECTION 10502(2)(R) OR TITLE 32 OF THE REVISED MAINE SECURITIES ACT, AS AMENDED, WHICH EXEMPTION RELATES TO TRANSACTIONS BY AN ISSUER NOT INVOLVING ANY PUBLIC OFFERING WITHIN THE MEANING OF SECTION 4(2) OF THE SECURITIES ACT OF 1933, AS AMENDED, AND RULES AND THE REGULATIONS THEREUNDER, INCLUDING

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TRANSACTIONS EXEMPT FROM REGISTRATION UNDER RULE 506 OF THE SECURITIES AND EXCHANGE COMMISSION OR ANY SUCCESSOR RULE ADOPTED UNDER THE SECURITIES ACT OF 1933. AS AMENDED, ANY TRANSACTION WHICH CONSTITUTES NON-PUBLIC OFFERINGS UNDER RULES AND REGULATIONS ADOPTED BY THE BANK SUPERINTENDENT PURSUANT TO SECTION 6 OF SAID TITLE 32. THESE SECURITIES MAY BE DEEMED RESTRICTED SECURITIES AND AS SUCH THE HOLDER MAY NOT BE ABLE TO RE-SELL THE SECURITIES UNLESS PURSUANT TO REGISTRATION AND UNDER STATE OR FEDERAL SECURITIES LAWS OR UNLESS AN EXEMPTION UNDER SUCH LAWS EXISTS.

For MICHIGAN Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 451.802 OF THE MICHIGAN SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For MINNESOTA Residents Only

THESE SECURITIES BEING OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER CHAPTER 80A OF THE MINNESOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF EXCEPT PURSUANT TO REGISTRATION, OR AN EXEMPTION THEREFROM.

For MISSISSIPPI Residents Only

THESE SECURITIES ARE NOT BEING OFFERED PURSUANT TO A CERTIFICATE OF REGISTRATION ISSUED BY THE SECRETARY OF STATE OF MISSISSIPPI PURSUANT TO RULE 477, WHICH PROVIDES A LIMITED REGISTRATION PRCEDURE FOR CERTAIN OFFERINGS. AT THIS TIME, THE SECRETARY OF STATE DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES THE SECRETARY OF STATE PASS UPON THE TRUTH, MERITS, OR COMPLETENESS OF ANY OFFERING, MEMORANDUM OR ANY OTHER INFORMATION FILED WITH THE SECRETARY OF STATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

For MISSOURI Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 409.402(C) OF THE MISSOURI SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For MONTANA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 30-10-105(15) OF THE MONTANA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE,

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TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For NEBRASKA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER CHAPTER 15 OF THE NEBRASKA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For NEVADA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 90-515 OF THE NEVADA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For NEW HAMPSHIRE Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 421-B: 17.11 OF THE NEW HAMPSHIRE SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For NEW JERSEY Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 49:3-60(B) OF THE NEW JERSEY SECURITIES LAW. THE INVESTOR IS HEREBY ADVISED THAT THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING AND THE FILING OF THE OFFERING WITH THE BUREAU OF SECURITIES DOES NOT CONSTITUTE APPROVAL OF THE OF THE ISSUE, OR SALE THEREOF, BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEW JERSEY. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

For NEW MEXICO Residents Only

THE SECURITIES DESCRIBED HEREIN ARE OFFERED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES BUREAU OF THE STATE OF NEW MEXICO. THE NEW MEXICO SECURITIES BUREAU HAS NOT APPROVED OR DISAPPROVED THIS OFFERING. THE NEW MEXICO SECURITIES BUREAU HAS NOT PASSED UPON THE VALUE OF THESE SECURITIES OR UPON THE ADEQUACY OR ACCURACY OF THE INFORMATION CONTAINED IN THIS MEMORANDUM.

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For NEW YORK Residents Only

THIS PRIVATE PLACEMENT MEMORANDUM HAS NOT FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

For NORTH CAROLINA Residents Only

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

For NORTH DAKOTA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 1004-06(9) OF THE NORTH DAKOTA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For OHIO Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 107.03(2) OF THE OHIO SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For OKLAHOMA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 401(B)(21) OF THE OKLAHOMA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

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For OREGON Residents Only

THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE CORPORATION COMMISSIONER OF THE STATE OF OREGON UNDER PROVISIONS OF OAR 815 DIVISION 36 AT THIS TIME. IF AND WHEN THE SECURITIES ARE FILED WITH THE CORPORATION COMMISSIONER THE INVESTOR IS HEREBY ADVISED THAT THE COMMISSIONER WILL MAKE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND WILL NOT REVIEW THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE COMMISSIONER. THE INVESTOR MUST RELY ON THE INVEST'S OWN EXAMINATION OF THE COMPANY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

For PENNSYLVANIA Residents Only

PURSUANT TO SECTION 207(M) OF THE PENNSYLVANIA SECURITIES ACT OF 1972, EACH PENNSYLVANIA PURCHASER SHALL HAVE THE RIGHT TO RECIND AN AGREEMENT TO PURCHASE ANY UNITS OFFERED HEREBY WITHIN TWO (2) BUSINESS DAYS AFTER THE LATER OF:

- i. THE EXECUTION OF THE SUBSCRIPTION AGREEMENT, OR
- ii. PAYMENT OF THE FIRST INSTALLMENT OF CAPITAL CONTRIBUTION, AND DELIVERY OF THE AGREEMENT,

AND UPON SUCH RECISSION, TO RECEIVE A FULL REFUND OF CAPITAL CONTRIBUTION. THIS SECURITY HAS NOT BEEN REGISTERED UNDER THE PENNSYLVANIA SECURITIES ACT OF 1972 OR UNDER THE FEDERAL SECURITIES ACT AND ACCORDINGLY MAY NOT BE SOLD OR TRANSFERRED WITHOUT AN EFFECTIVE REGISTRATION OF IT UNDER OR EXEMPTION OF IT FROM SUCH ACT.

For SOUTH CAROLINA Residents Only

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE SOUTH CAROLINA UNIFIED SECURITIES ACT. A REGISTRATION RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE SOUTH CAROLINA SECURITIES COMMISSIONER. THE COMMISSIONER DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

For SOUTH DAKOTA Residents Only

THESE SECURITIES ARE OFFERED FOR SALE IN THE STATE OF SOUTH DAKOTA PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SOUTH DAKOTA BLUE SKY LAW, CHAPTER 47-3 1, WITH THE DIRECTOR OF THE DIVISION OF SECURITIES OF THE DEPARTMENT OF COMMERCE AND REGULATIONS OF THE STATE OF SOUTH DAKOTA. THE EXEMPTION DOES NOT CONSTITUTE A FINDING THAT THIS MEMORANDUM IS TRUE, COMPLETE, AND NOT MISLEADING; NOR HAS THE DIRECTOR OF THE DIVISION OF SECURITIES PASSED IN ANY WAY UPON THE MERITS OF, RECOMMENDED, OR GIVEN APPROVAL TO THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A

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CRIMINAL OFFENSE. THESE SECURITIES MAY NOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF FOR VALUE EXCEPT PURSUANT TO REGISTRATION, EXEMPTION THEREFROM, OR OPERATION OF LAW.

For TENNESSEE Residents Only

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER TENNESSEE SECURITIES LAW, AND ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY. EACH INVESTOR MAY BE REQUIRED TO HOLD THE SECURITIES FOR A PERIOD OF TIME FROM THE DATE THE SECURITIES HAVE BEEN FULLY PAID FOR BY THE INVESTOR.

For TEXAS Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 109.13(K) OF THE TEXAS SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For UTAH Residents Only

THE SECURITIES REPRESENTED HEREBY HAVE BEEN ISSUED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE UTAH UNIFORM SECURITIES ACT. NO SUBSEQUENT RESALE OR OTHER DISPOSITION OF SUCH SECURITIES MAY BE MADE WITHIN THE STATE OF UTAH IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT RESPECTING THESE SECURITIES OR ANY EXEMPTION THEREFROM. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE UTAH UNIFORM SECURITIES ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 61-1-14(2)(N) OF SAID ACT, NOR HAS THE SECURITIES DIVISION OF THE STATE OF UTAH PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

For VIRGINIA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 13.1-514 OF THE VIRGINIA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For WASHINGTON Residents Only

THE ADMINISTRATOR OF SECURITIES HAS NOT REVIEWED THE OFFERING OR PRIVATE PLACEMENT MEMORANDUM AND THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF WASHINGTON. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND SALE AND CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW OR UNLESS AN EXEMPTION FROM REGISTRATION IS MADE AVAILABLE.

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

For WEST VIRGINIA Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 15.06(B)(9) OF THE WEST VIRGINIA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

For WISCONSIN Residents Only

IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY HIM/HER/IT IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 551.23 OF THE WISCONSIN SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

Prospectus dated April 2026

TAG CAPITAL GROUP LTD

(Incorporated under the laws of the United Kingdom under registration number 17059531)

Security Token Offering (STO) Prospectus

Offering under Regulation D, Rule 506(c) – Accredited Investors Only

DISCLAIMER – REGULATION D OFFERING (RULE 506(c))

This Security Token Offering (“STO”) is being conducted by **TAG Capital Group Ltd.**, a company incorporated and existing under the laws of the United Kingdom (the “Company”), pursuant to **Rule 506(c) of Regulation D** under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The securities offered, denominated as **TAGOR Tokens** (the “Security Tokens”), are being offered solely to persons who are **verified accredited investors** under Rule 501(a) of Regulation D.

Offering Details:

- **Token Name:** TAGOR
- **Total Tokens Offered:** 4,000,000
- **Price per Token:** USD \$100
- **Offering Size:** Up to USD \$400,000,000

The TAGOR Tokens have not been registered under the Securities Act, or the securities laws of any U.S. state or non-U.S. jurisdiction. They may not be offered, sold, or transferred in the United States or to U.S. persons unless pursuant to an exemption from registration and in accordance with applicable securities laws. This offering is available only to investors who are verified as accredited investors and who satisfy all eligibility requirements imposed by the Company.

This communication is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities. Any such offer or sale will be made only pursuant to formal offering documents, which will include risk disclosures and other material information that prospective investors should review carefully. Investors should conduct their own due diligence and consult with their legal, tax, and financial advisors before making any investment decision.

Participation in the STO is subject to **Know Your Customer (KYC)** and **Anti-Money Laundering (AML)** requirements, and all investors must undergo verification procedures. The Company reserves the right to accept or reject any investment at its sole discretion and to modify or withdraw the offering without prior notice.

Investing in TAGOR Tokens involves significant risk, including the potential loss of the entire investment. There is no guarantee of liquidity or any secondary market for the tokens.

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

This is not legal, tax, or investment advice. By accessing or receiving this information, you agree to the terms and limitations of this disclaimer.

IMPORTANT NOTICES

- This offering is made pursuant to an exemption from registration under the Securities Act of 1933, as amended, under Regulation D, Rule 506(c).
- The securities being offered are restricted and subject to limitations on resale under Rule 144.
- Investors must be verified as accredited under SEC Rule 501.
- This is not a public offering.

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

INVESTMENT DISCLOSURES

PLEASE READ THIS SECTION AND THE FOLLOWING SECTIONS ENTITLED “DISCLAIMER OF LIABILITY”, “NO REPRESENTATIONS AND WARRANTIES”, “REPRESENTATIONS AND WARRANTIES BY YOU”, “CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS”, “MARKET AND INDUSTRY INFORMATION AND NO CONSENT OF OTHER PERSONS”, “NO ADVICE”, “NO FURTHER INFORMATION OR UPDATE”, “RESTRICTIONS ON DISTRIBUTION AND DISSEMINATION”, “OFFER OF SECURITIES OR REGISTRATION” AND “RISKS AND UNCERTAINTIES” CAREFULLY. IF YOU ARE IN ANY DOUBT AS TO THE ACTION, WE STRONGLY RECOMMEND THAT YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISOR(S).

YOU ACKNOWLEDGE AND AGREE THAT YOU RISK THE LOSE OF YOUR ENTIRE INVESTMENT IN THE EVENT THE COMPANY EXPERIENCES A MATERIALLY ADVERSE EFFECT WITH RESPECT TO IT’S BUSINESS AND OPERATIONS AS DESCRIBED MORE FULLY HEREIN.

ALL INVESTORS MUST BE AWARE, AKNOWLEDGE AND UNDERSTAND THE RISKS IN THIS TYPE OF INVESTMENT IS HIGH AND THAT THEY RISK THE LOSS OF THEIR ENTIRE INVESTMENT. WHILE WE BELIEVE IN OUR BUSINESS MODEL, THAT SHOULD NOT BE CONSTRUED BY ANY INVESTOR THAT THIS STO AND RELATED INVESTMENTS AS DESCRIBED HEREIN AND ASSOCIATED PROJECTIONS WILL OCCUR. TAGOR TOKENS, DEPENDING UPON A MULTIPLE OF FACTORS COULD LOSE THIER ENTIRE VALUE.

- The TAGOR tokens will be distributed as a security and are not intended to constitute a commodity in any jurisdiction. In particular, the Company is mindful of the uncertainties associated with the Securities and Exchange Commission’s (“SEC”) view as to whether or not an Initial Coin Offering (“ICO”) would constitute a “security” under applicable federal securities laws. We, therefore, believe it is more prudent to qualify the offering as a Security Token Offering to avoid any unanticipated regulatory issues with the SEC and/or other regulatory agencies such as FINRA. There are various opinions in the public domain that address this topic but to the best of our knowledge the SEC is yet to issue a formal opinion and/or regulation with respect to whether or not digital currency and the distribution thereof to investors constitutes a security under applicable federal securities laws. In any event, we believe from a Company and investor standpoint, we should treat the offering and disclosures contained within this white paper (“Prospectus”) a security to avoid any regulatory issues now or in the future. We strongly encourage each “accredited investor” to access the various SEC websites to gain a deeper and more knowledgeable understanding of this new form of digital currency prior to investing in the TAGOR token.
- Each TAGOR token holder is required to enter a smart contract associated with their purchase of TAGOR tokens, TAG, in its absolute and sole discretion, accepts fiat currency as well as crypto currencies limited to Bitcoin, Ethereum, USDC and other Stable Coins.

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UNIT PRICE: \$100

- Any agreement as between TAG and you as a purchaser, and in relation to any sale and purchase, of TAGOR tokens (as referred to in this Prospectus) is to be governed by only a separate smart contract setting out the terms and conditions (the “T&Cs”) of such agreement. In the event of any inconsistencies between the T&Cs and this Prospectus, the former shall prevail.
- This Prospectus does not constitute or form part of any opinion on any advice to sell, or any solicitation of any offer by the Distributor of the TAGOR tokens to purchase any TAGOR tokens nor shall it or any part of it nor the fact of its presentation form the basis of, or be relied upon in connection with, any smart contract or investment decision.
- TAG Capital Group Ltd will deploy all proceeds of sale of the TAGOR tokens to fund TAGOR’s projects. There can be no assurances that TAG will require a follow on offering to meet its business operations and objectives.
- No regulatory authority has examined or approved of any of the information set out in this Prospectus. Any representation otherwise is an offense punishable by Law.
- There are risks and uncertainties associated with the distribution of the TAGOR token and/or TAG and their respective businesses and operations, the TAGOR tokens, and the Token Sale.
- Prospective purchasers of TAGOR tokens (as referred to in this Prospectus) should carefully consider and evaluate all risks and uncertainties associated with TAG and its businesses and operations, the TAGOR tokens, the Token Sale and the Acquisitions (each as referred to in the Prospectus), all information set out in this Prospectus and the T&Cs prior to any purchase of TAGOR tokens. If any of such risks and uncertainties develops into actual events, the business, financial condition, results of operations and prospects of TAG could be materially and adversely affected. In such cases, you may lose all or part of the value of the TAGOR token.
- While we anticipate that that the TAGOR token will be traded on various secondary exchanges, there are no guarantees that we will be successful on achieving the various secondary market listings with the TAGOR token.

DISCLAIMER OF LIABILITY

To the maximum extent permitted by the applicable laws, regulations and rules TAG shall not be liable for any indirect, special, incidental, consequential, or other losses of any kind, in tort, contract, tax or otherwise (including but not limited to loss of revenue, income or profits, and loss of use or data), arising out of or in connection with any acceptance of or reliance on this Prospectus or any part thereof by you.

NO REPRESENTATIONS AND WARRANTIES

TAG does not make or purport to make, and hereby disclaims, any representation, warranty or undertaking in any form whatsoever to any entity or person, including any representation,

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UNIT PRICE: \$100

warranty or undertaking in relation to the truth, accuracy, and completeness of any of the information set out in this Prospectus.

REPRESENTATIONS AND WARRANTIES BY YOU

By accessing and/or accepting possession of any information in this Prospectus or such part thereof (as the case may be), you represent and warrant to TAG as follows:

- (a) you agree and acknowledge that no regulatory authority has examined or approved of the information set out in this Prospectus, no action has been or will be taken under the laws, regulatory requirements or rules of any jurisdiction and the publication, distribution, or dissemination of this Prospectus to you does not imply that the applicable laws, regulatory requirements, or rules have been complied with.
- (b) you agree and acknowledge that this Prospectus, the undertaking and/or the completion of the Company's Token Sale, or future trading of the TAGOR tokens on any cryptocurrency secondary exchange, shall not be construed, interpreted, or deemed by you as an indication of the merits of TAG, the TAGOR tokens, the Token Sale, and the business model (each as referred to and described in this Prospectus);
- (c) the distribution or dissemination of this Prospectus, any part thereof or any copy thereof, or acceptance of the same by you, is not prohibited or restricted by the applicable laws, regulations, or rules in your jurisdiction, and where any restrictions in relation to possession are applicable, you have observed and complied with all such restrictions at your own expense and risk without liability to TAG.
- (d) you agree and acknowledge that in the case where you wish to purchase any TAGOR tokens, the TAGOR tokens are not to be construed, interpreted, classified, or treated as:
 - (i) any kind of currency other than cryptocurrency.
 - (ii) shares issued by any person or entity (TAG)
 - (iii) Rights, options, or derivatives in respect of such debentures, stocks, or shares.
 - (iv) Rights under a contract for differences or under any other contract the purpose or pretended purpose of which is to secure a profit or avoid a loss.
 - (v) units in a collective investment scheme.
 - (vi) units in a business trust or real estate investment trust.
 - (vii) derivatives of units in a business trust; or
 - (viii) any other security or class of securities (UNLESS AS DEFINED HEREIN "THE TAGOR Token").
- (e) you have a high degree of understanding of the operation, functionality, usage, storage, transmission mechanisms and other material characteristics of cryptocurrencies, blockchain-based software systems, cryptocurrency wallets or other related token storage mechanisms, blockchain technology and smart contract technology.
- (f) you are fully aware and understand that in the case where you wish to purchase any TAGOR tokens, there are risks associated with TAG and its business and operations, the

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TAGOR tokens, the Token Sale and TAG acquisitions and TAGOR Wallet (each as referred and described in detail to you in the Prospectus).

- (g) you agree and acknowledge that TAG is NOT liable for any indirect, special, incidental, consequential, or other losses of any kind, in tort, contract or otherwise (including but not limited to loss of revenue, tax implications, income or profits, and loss of use or data), arising out of or in connection with any acceptance of or reliance on this Prospectus or any part thereof by you; and all the above representations and warranties are true, complete, accurate and non-misleading from the time of your access to and/or acceptance of possession this Prospectus or such part thereof (as the case may be).

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Prospectus, statements made in press releases or in any place accessible by the public and oral statements that may be made by TAG or its respective directors, executive officers or employees acting on behalf of TAG and any of its subsidiaries, that are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by forward-looking terms such as “aim”, “target”, “anticipate”, “believe”, “could”, “estimate”, “expect”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “would”, “will” or other similar terms. However, these terms are not the exclusive means of identifying forward-looking statements. All statements regarding TAG’s financial position, business strategies, plans and prospects and the prospects of the industry which TAG is in are forward-looking statements. These forward-looking statements, including but not limited to statements as to TAG’s revenue and profitability, prospects, future plans, other expected industry trends and other matters discussed in this Prospectus regarding TAG are matters that are not historic facts, but only predictions since the business model contemplated by TAG is new with no historical financial information, business or operations.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual future results, performance or achievements of TAG to be materially different from any future results, performance or achievements expected, expressed, or implied by such forward-looking statements. These factors include, amongst others:

- a) changes in political, social, economic, and stock or cryptocurrency market conditions, and the regulatory environment in the countries in which TAG conducts its respective businesses and operations including the SEC.
- b) the risk that TAG may be unable to execute or implement its respective business strategies and future plans including without limitation successfully acquiring shares in targeted companies using the TAGOR tokens described herein.
- c) changes in interest rates and exchange rates of fiat currencies and cryptocurrencies.
- d) changes in the anticipated growth strategies and expected internal growth of TAG.
- e) changes in the availability and fees payable to TAG in connection with its business and operations.
- f) changes in the availability and salaries of employees who are required by the Company and/or the Distributor to operate their respective businesses and operations.

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- g) changes in preferences of customers.
- h) changes in competitive conditions under which TAG operate, and the ability of TAG to compete under such conditions.
- i) changes in the future capital needs of TAG and the availability of financing and capital to fund such needs.
- j) war or acts of international or domestic terrorism, including and not limited to its areas of operations.
- k) occurrences of catastrophic events, natural disasters and acts of God that affect the businesses and/or operations of TAG.
- l) other factors beyond the control of TAG including TAGOR token theft or malware that could corrupt the TAGOR token on any secondary exchange; and
- m) any risk and uncertainties associated with TAG and its businesses and operations, the TAGOR tokens, the TAGOR Token Sale including the shares acquisitions in prospect companies).

All forward-looking statements made by or attributable to TAG or persons acting on behalf of TAG are expressly qualified in their entirety by such factors. Given that risks and uncertainties that may cause the actual future results, performance or achievements of TAG to be materially different from that expected, expressed, or implied by the forward-looking statements in this Prospectus, undue reliance must not be placed on these statements. These forward-looking statements are applicable only as of the date of this Prospectus.

Neither TAG nor any other person represents, warrants, and/or undertakes that the actual future results, performance or achievements of TAG will be as discussed in those forward-looking statements. The actual results, performance or achievements of TAGOR Tokens, TAG may differ materially from those anticipated in these forward- looking statements.

Nothing contained in this Prospectus is or may be relied upon as a promise, representation or undertaking as to the future performance or policies of TAG.

Further, TAG disclaims any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events, or circumstances, even if new information becomes available or other events occur in the future.

MARKET AND INDUSTRY INFORMATION AND NO CONSENT OF OTHER PERSONS

This Prospectus includes market and industry information and forecasts that have been obtained from internal surveys, reports, and studies, where appropriate, as well as market research, publicly available information, and industry publications. Such surveys, reports, studies, market research, publicly available information and publications generally state that the information that they contain has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of such included information.

Save for TAG and its directors, executive officers and employees, no person has provided his or her consent to the inclusion of his or her name and/or other information attributed

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or perceived to be attributed to such person in connection therewith in this Prospectus and no representation, warranty or undertaking is or purported to be provided as to the accuracy or completeness of such information by such person and such persons shall not be obliged to provide any updates on the same.

While TAG has taken reasonable actions to ensure that the information is extracted accurately and in its proper context, TAG has not conducted any independent review of the information extracted from third party sources, verified the accuracy or completeness of such information, or ascertained the underlying economic assumptions relied upon therein. Consequently, neither TAG, nor its directors, executive officers and employees acting on its behalf makes any representation or warranty as to the accuracy or completeness of such information and shall not be obliged to provide any updates on the same.

This Prospectus, any part thereof and any copy thereof must not be taken or transmitted to any country where distribution or dissemination of this Prospectus is prohibited or restricted under any applicable laws.

No part of this Prospectus is to be reproduced, distributed or disseminated without including this section and the following sections entitled “Disclaimer of Liability”, “No Representations and Warranties”, “Representations and Warranties By You”, “Cautionary Note On Forward-Looking Statements”, “Market and Industry Information and No Consent of Other Persons”, “Terms Used”, “No Advice”, “No Further Information or Update”, “Restrictions On Distribution and Dissemination”, “ Offer of Securities or Registration” and “Risks and Uncertainties”.

NO ADVICE

No information in this Prospectus should be considered to be business, legal, and financial or tax advice regarding TAG, the TAGOR tokens, the Token Sale, and the target share acquisitions in selected companies and Digital Wallet (each as referred to in the Prospectus). You should consult your own legal, financial, tax or other professional adviser regarding TAGOR token and/or TAG and its businesses and operations, the TAGOR token, the Token Sale. You should be aware that you may be required to bear the financial risk of any purchase of TAGOR tokens for an indefinite period of time.

NO FURTHER INFORMATION OR UPDATE

No person has been or is authorized to give any information or representation not contained in this Prospectus in connection with TAG and its businesses and operations, the TAGOR tokens, the Token Sale and the acquisitions (each as referred to and described in detail in the Prospectus) and, if given, such information or representation must not be relied upon as having been authorized by or on behalf of TAG. The Token Sale (as referred to in the Prospectus) shall not, under any circumstances, constitute a continuing representation or create any suggestion or implication that there has been no change, or development reasonably likely to involve a material change in the affairs, conditions and prospects of TAG or in any statement of fact or information contained in this Prospectus since the date hereof.

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RESTRICTIONS ON DISTRIBUTION AND DISSEMINATION

The distribution or dissemination of this Prospectus or any part thereof may be prohibited or restricted by the laws, regulatory requirements, and rules of any jurisdiction including without limitation the SEC and other regulatory agencies throughout the world. In the case where any restriction applies, you are to inform yourself about, and to observe, any restrictions which are applicable to your possession of this Prospectus or such part thereof (as the case may be) at your own expense and without liability to TAG.

Persons to whom a copy of this Prospectus has been distributed or disseminated, provided access to or who otherwise have the Prospectus in their possession shall not circulate it to any other persons, reproduce or otherwise distribute this Prospectus or any information contained herein for any purpose whatsoever nor permit or cause the same to occur. THE DISSEMINATION OF THIS PROSPECTUS WILL BE EFFECTIVE IF AUTHORIZED BY TAG.

OFFER OF SECURITIES OR REGISTRATION

This Prospectus constitutes a prospectus or offering document and is intended to constitute an offer of securities to accredited/qualified investors only. No person is bound to enter any contract or binding legal commitment and no cryptocurrency or other form of payment is to be accepted until full KYC and or KYB, as applicable, have been successfully carried out by Issuer. Any agreement in relation to any sale and purchase of TAGOR tokens (as referred to in this Prospectus) is to be governed by only this Prospectus, and other terms and conditions any associated documents including without limitation the smart agreement and no other document.

No regulatory authority has examined or approved of any of the information set out in this Prospectus. The publication, distribution or dissemination of this Prospectus does not imply that the applicable laws, regulatory requirements, or rules have been complied with. Offering is made under Regulation D, Rule 506(c) – Accredited Investors Only.

TERMS USED

To facilitate a better understanding of the TAGOR tokens being offered for purchase, and the businesses and operations of TAG, certain technical terms, and abbreviations, as well as, in certain instances, their descriptions, have been used in this Prospectus. These descriptions and assigned meanings should not be treated as being definitive of their meanings and may not correspond to standard industry meanings or usage.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

TAGOR SUPPLY: 4,000,000
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RISKS AND UNCERTAINTIES

An investment in the Securities involves certain risks. You should carefully consider the stated risks, and the other information included or incorporated by reference in this prospectus, before making an investment decision. Our business, financial condition or results of operations could be materially adversely affected by any of these risks.

This prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in any forward-looking statements as a result of certain factors, including the risks related to the Securities, and faced by us described below and elsewhere in this prospectus.

RISKS RELATED TO OUR COMPANY'S OPERATIONS

Newly Start-Up Line Of Business

This new line of business of TAG is a start-up concept stage, and therefore has no previous business operations, financial historical information, or any other business information respecting its business operations or future prospects. TAG has never offered a sale of security. This line of business is an emerging growth line with no prior business operations or financial history.

Our ability to develop our business faces operational, technological and regulatory challenges and we may not be able to develop it as contemplated or at all.

We may not be able to develop TAG's business model at all. In addition, several factors could materially adversely affect our ability to commercialize and generate any revenue from our proposed TAGOR Security Tokens Sale.

Further, there can be no assurance that our TAGOR will gain the acceptance of customers or other market participants. Because blockchain asset trading is in its early stage, it is difficult to predict the preferences and requirements of blockchain asset traders and our platform design and technology may be incompatible with new or emerging forms of blockchain assets or related technologies. Failure to achieve acceptance would impede our ability to develop and sustain a commercial business.

We expect to face intense competition from other companies and, if we are not able to successfully compete, our business, financial condition and operating results will be materially harmed.

We expect to encounter competition in all aspects of our business, including from entities having substantially greater capital and resources, offering a wide range of products and services and in some cases operating under a different and possibly less stringent regulatory regime.

Many of these competitors have greater financial, marketing, technological and personnel resources than we do. In addition, many of our competitors may offer a wider range of bundled services, have broader name recognition, and have larger customer bases than we do.

TAGOR SUPPLY: 4,000,000

UNIT PRICE: \$100

Our ability to develop competitive advantages will require continued enhancements to our products, investment in the development of our services, additional marketing activities and enhanced customer support services. There can be no assurance that we will have resources to make sufficient investments in the development of our services, that our competitors will not devote significantly more resources to competing services or that we will otherwise be successful in developing market share. If competitors offer superior services, our market share could be affected, and this would adversely impact our business and results of operations.

Failure to keep up with rapid changes in industry-leading technology, products and services could negatively impact our results of operations.

The financial services industry is subject to rapid technological change and evolving industry standards. User demands become greater and more sophisticated as the dissemination of products and information to customers increases. If we are unable to anticipate and respond to the demand for new services, products and technologies, innovate in a timely and cost-effective manner and adapt to technological advancements and changing standards, we may be unable to compete effectively, which could have a material adverse effect on our business. Many of our competitors have significantly greater resources than we do to fund research and development initiatives. Moreover, the development of technology-based services is a complex and time-consuming process. New products and enhancements to existing products can require long development and testing periods. Significant delays in new product releases, failure to meet key deadlines, or significant problems in creating new products could negatively impact our revenues and profits.

Firms in the financial services industry have experienced increased scrutiny in recent years. Such regulatory or other actions may lead to penalties, fines, disbarment and other sanctions which could place restrictions or limitations on our operations and otherwise have a material adverse effect on our businesses.

As we expand our business, we may be exposed to increased and different types of regulatory requirements. We may become subject to new regulations or changes in the interpretation or enforcement of existing regulations, which may adversely affect our business. Also, regulatory changes that impact how our customers conduct their business may impact our business and results of operations. The U.S. federal government and other governments outside of the United States may implement new or revised regulatory requirements for the financial services industry. Any changes to the regulatory rules could cause us to expend more significant compliance, business and technology resources, incur additional operational costs and create additional regulatory exposure.

If we fail to comply with applicable laws, rules or regulations, we may be subject to censure, fines, cease-and-desist orders, suspension of our business, removal of personnel or other sanctions, including revocation of our broker-dealer registrations.

The extent to which blockchain assets are used to fund criminal or terrorist enterprises or launder the proceeds of illegal activities could materially impact our business.

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UNIT PRICE: \$100

The potential, or perceived potential, for anonymity in transfers of bitcoin and similar blockchain assets, as well as the decentralized nature of blockchain networks, has led some terrorist groups and other criminals to solicit bitcoins and other blockchain assets for capital raising purposes. As blockchain assets have grown in both popularity and market size, the U.S. Congress and several U.S. federal and state agencies have been examining the operations of blockchain assets, their users and exchanges, concerning the use of blockchain assets for the purpose of laundering the proceeds of illegal activities or funding criminal or terrorist enterprises.

In addition to the current market, new blockchain networks or similar technologies may be developed to provide more anonymity and less traceability. There is also the potential that other blockchain asset trading platforms may court such illicit activity by not adhering to know-your-customer and anti-money laundering practices.

We may not be able to prevent illegal activity from occurring over our platforms. We may be unable to detect the unauthorized use of a KYC/AML vetted account on one of our platforms. Further, we may be unable to verify whether private keys for wallets containing TAGOR Tokens have been transferred to third parties who have not completed our KYC/AML process. Although we plan to implement procedures that will ensure that we remain in compliance with our KYC/AML obligations, we may not be successful in deterring or identifying illegal activity.

To combat this potential problem, all TAGOR Tokens will be kept in private wallets created on our platform and operated by us, any transfer thereof must be approved by us.

The use of blockchain assets for illegal purposes, or the perception of such use, over our platforms or on other trading platforms could result in significant legal and financial exposure, damage to our reputation, damage to the reputation of blockchain assets and a loss of confidence in the services provided by our platforms and the blockchain asset community as a whole. Our failure to meet our KYC/AML requirements could result in regulatory penalties which could have a materially adverse effect on our business.

We may not have sufficient cash flow from operating activities, cash on hand and the ability to obtain borrowing capacity to finance required capital expenditures, fund strategic initiatives and meet our other cash needs. These obligations require a significant amount of cash, and we may need additional funds, which may not be readily available.

The viability of our business will be dependent on the availability of adequate capital to develop and maintain our business and meet our regulatory capital requirements. We will need to continue to invest in our operations for the foreseeable future to carry out our business plan. If TAG Trading Solutions does not attract clients and does not achieve the expected operating results, we will need to seek additional financing or revise our business plan. Our ability to borrow additional funds may be impacted by financial lending institutions' ability or willingness to lend to us on commercially acceptable terms.

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Low levels of operating cash flow together with limited access to capital or credit in the future could have an impact on our ability to meet our regulatory capital requirements, invest in our software and infrastructure, engage in strategic initiatives, make acquisitions or strategic investments in other companies, react to changing economic and business conditions, repay our outstanding debt, or make dividend payments. Such outcomes could have an adverse effect on our business, financial condition and operating results.

We may experience systems failures or capacity constraints that could materially harm our ability to conduct our operations and execute our business strategy.

We will be heavily dependent on the capacity, reliability and security of the computer and communications systems and software supporting our operations. We plan to receive and/or process a large portion of our business through electronic means, such as through public and private communications networks. Our systems, or those of our third-party providers, may fail or be shut down or, due to capacity constraints, may operate slowly, causing one or more of the following to occur:

- unanticipated disruptions in service to our customers.
- slower response times and delays in our customers' trade execution and processing.
- failed settlement of trades.
- incomplete or inaccurate accounting, recording or processing of trades.
- financial losses.
- security breaches.
- litigation or other customer claims.
- loss of customers; and
- regulatory sanctions.

If any of our systems do not operate properly, are compromised or are disabled, including because of system failure, employee or customer error or misuse of our systems, we could suffer financial loss, liability to customers, regulatory intervention or reputational damage that could affect demand by current and potential users of our market.

We face cyber-attack and other cyber security risks.

We regard the secure transmission of confidential information and the ability to continuously access our online system's backend and our websites as critical elements of our operations. Our technology, our people and those of our third-party service providers and our customers may be vulnerable to targeted attacks, unauthorized access, fraud, computer viruses, denial of service attacks, terrorism, firewall or encryption failures and other security problems. Attackers may seek to steal information about our technology, financial data or user information or take other actions that would be damaging to the Company and/or holders of TAGOR Tokens.

In addition, as the regulatory environment related to information security, data collection and use, and privacy becomes increasingly rigorous, with new and constantly changing requirements applicable to our business, compliance with those requirements could also result in additional costs.

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The TAGOR Token Distributed Ledger is publicly available and contains encrypted personal information. The misuse or theft of this information may give rise to breaches of privacy laws, fines and sanctions.

For many blockchain assets, distributed ledgers are used to record transfers of ownership of the asset. Information regarding ownership is most represented by ledger balances and an owner's public wallet address. Such information includes the complete transfer history from the inception of the respective blockchain asset and such information regarding ownership of the assets, including the public wallet address, is generally available to the public. For many blockchain assets, personal identifying information that is used to associate a public wallet address with its owner is typically maintained in a separate database that is not exposed to the public.

The TAGOR Token smart contract contains a feature whereby encrypted personal information is stored within the token smart contract (rather than a private, centralized database). The Company will hold a private key which will enable decryption of such personal information.

There are several data protection, security, privacy and other government- and industry-specific requirements that are implicated by utilizing a distributed ledger. If blockchain networks are unable to satisfy data protection, security, privacy, and other government-and industry-specific requirements, their growth could be harmed.

Further, if the key which enables decryption of personal information becomes comprised, personally identifiable information of TAGOR Token holders may be revealed. Security breaches with respect to the holders' personal identity information database could result in theft of the information necessary to link personal identity with public keys, and thus the stolen information could be used to determine the affected holder's complete transfer history. Concerns over these issues may limit adoption of this novel trading system by a range of potential investors, reducing liquidity of blockchain assets.

Security attacks against the Company could result in a loss of the Company's blockchain assets, including the TAGOR Tokens, theft of personal information of our customers or damage to our reputation and our brand, each of which could adversely affect an investment in the Company. We could be required to incur significant expense to protect our systems and/or investigate any alleged attack.

Security breaches, computer malware and computer hacking attacks have been a prevalent concern since the launch of blockchain networks. Since 2011, more than \$1.7 billion has been publicly reported stolen from cryptocurrency exchanges and investors. For example, in January 2018, about \$500 million worth of blockchain assets were stolen from a major Japanese trading platform⁹. Our security system and operational infrastructure may be breached due to the actions of outside parties, error or malfeasance of an employee of ours, or otherwise. Techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may be designed to remain dormant until a predetermined event. Outside parties may also attempt to fraudulently induce employees of ours to disclose sensitive information to gain access to our infrastructure. Furthermore, we

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believe that, as our assets grow, the Company may become a more appealing target for security threats such as hackers and malware.

In addition, the Company will hold private keys that allow it or its transfer agent, as applicable, the ability to “freeze” or reject automatically any digital wallet address from participating in transfers of TAGOR Tokens or unilaterally transfer TAGOR Tokens out of a third-party digital wallet. If such private keys are compromised, all owners of TAGOR Tokens are at risk of losing the ability to transfer their TAGOR Token out of their digital wallet, or they may have their TAGOR Token transferred out of their digital wallet without their permission.

Our security measures may prove insufficient depending upon the attack or threat posed. We may be unable to anticipate these techniques or implement adequate preventative measures. As a result, an unauthorized party may obtain access to our private keys, company and customer data or blockchain assets.

Any such breach or unauthorized access could result in significant legal and financial exposure, damage to our reputation, and a loss of confidence in the services we provide that could potentially have an adverse effect on our business, while resulting in regulatory penalties or the imposition of burdensome obligations by regulators. In the event of a security breach, we may be forced to cease operations, or suffer a reduction in assets, the occurrence of each of which could adversely affect an investment in the Company.

Our business will be adversely affected if we are unable to attract and retain talented employees, including sales, technology, operations and development professionals.

Our business operations will require highly specialized knowledge of the financial industry and of technological innovation as it applies to the financial industry. If we are unable to hire or retain the services of talented employees, including executive officers, other key management and sales, technology, operations and development professionals, we would be at a competitive disadvantage. In addition, recruitment and retention of qualified staff could result in substantial additional costs. The loss of the services of one or more of our executive officers or other key professionals or our inability to attract, retain and motivate qualified personnel, could have a material adverse effect on our ability to operate our business.

We have not identified all the persons that we will need to hire to provide services and functions critical to the development of the business and no assurance can be given that we will be able to hire the necessary persons on acceptable terms, if at all.

Our business is in its developmental stage, and we have not identified all the persons that we will need to hire to provide services and functions critical to the development of the business. If we are unable to hire persons with the necessary expertise on terms acceptable to us, then we will not be able to develop our business as contemplated. Further, even if we can hire such service providers, they might be unable to meet our specifications and requirements, which could have a material adverse effect on our ability to develop and launch our business plan.

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In our line of business, we will be subject to significant litigation risk and potential securities law liability.

Many aspects of our business involve substantial litigation risks. We could be exposed to substantial liability under federal and state laws and court decisions, as well as rules and regulations promulgated and/or direct actions brought by the SEC, state securities regulators and other U.S. regulatory agencies or British or EU regulatory agencies.

These risks include, among others, potential liability from disputes over terms of a trade, the claim that a system failure or delay caused monetary losses to a customer, that we entered an unauthorized transaction, that we provided materially false or misleading statements in connection with a transaction or that we failed to effectively fulfill our regulatory oversight responsibilities. We may become subject to these claims because of failures or malfunctions of our systems and services we provide.

We could incur significant legal expenses defending claims, even those without merit. In addition, an adverse resolution of any future lawsuit or claim against us could have a material adverse effect on our business and our reputation. To the extent we are found to have failed to fulfill our regulatory obligations, we could lose our authorizations or licenses or become subject to conditions that could make future operations more costly and impairing our profitability.

Our compliance and risk management programs might not be effective and may result in outcomes that could adversely affect our reputation, financial condition and operating results.

Our ability to comply with applicable laws and rules is largely dependent on our establishment and maintenance of compliance, review and reporting systems, as well as our ability to attract and retain qualified compliance and other risk management personnel. We face the risk of significant intervention by regulatory authorities, including extensive examination and surveillance activity.

We cannot assure you that our compliance policies and procedures will always be effective or that we will always be successful in monitoring or evaluating our risks. In the case of alleged non-compliance with applicable laws or regulations, we could be subject to investigations and judicial or administrative proceedings that may result in substantial penalties or civil lawsuits, including by customers, for damages, which could be significant. Any of these outcomes may adversely affect our reputation, financial condition and operating results.

Operational risks, such as misconduct and errors of our employees or entities with which we do business, are difficult to detect and deter and could cause us reputational and financial harm.

Our employees and agents could engage in misconduct which may include conducting in and concealing unauthorized activities, improper use or unauthorized disclosure of confidential information. We are at risk that our employees may engage in insider trading of the digital assets listed on one of our platforms which may lead to corporate actions, such as a suspension of trading, and legal actions that could have an adverse effect on the Company.

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We will accept certain cryptocurrencies as payment for the purchase of TAGOR Tokens. Our holding of these cryptocurrencies will subject us to risks due to fluctuations in the value of these cryptocurrencies.

We may accept certain cryptocurrencies as payment for the purchase of TAGOR Tokens. These cryptocurrencies will be held until sold. Proceeds from the sale of such cryptocurrencies will be dependent on the U.S. dollar trading value for the respective cryptocurrency based on the relevant market or markets for that cryptocurrency. Decreases in the trading value of a cryptocurrency while it is held by us will result in a decrease in the operating results of the Company.

We may not be able to successfully execute our business strategy if we are deemed to be an investment company under the Investment Company Act of 1940.

In general, under the Investment Company Act, a U.S. company that does not qualify to use one of the “private investment company” (or other specialized) exemptions from investment company status, that has made (or proposes to make) a public offering of its securities and that is, or hold itself out as being, engaged primarily in the business of investing, reinvesting or trading in securities must register, and is subject to regulation, as an investment company under that Act. In addition, in general, investment company status may apply (again, unless a specialized exemption is available) because a company owns “investment securities” (essentially, non-controlling interests in other companies’ securities or controlling interests in companies that have the characteristics of an investment company) constituting more than 40% of the value of the investing company’s unconsolidated assets (disregarding U.S. government securities and “cash items”). We intend that our future activities will not cause us to be considered an investment company.

We may accept certain cryptocurrencies (Bitcoin or Ether) as payment for the purchase of TAGOR Tokens and hold these cryptocurrencies until sold.

While we believe that our business activities will not cause us to be an investment company, if we were deemed to be, and were required to register as, an investment company, we would be forced to comply with substantive requirements under the Investment Company Act, including limitations on our ability to borrow, limitations on our capital structure, limitations on our ability to issue additional common stock, restrictions on acquisitions of interests in associated companies, prohibitions on transactions with affiliates, restrictions on specific investments, and compliance with governance, reporting, record keeping, voting, proxy disclosure and other statutory requirements and related rules and regulations. If we were forced to comply with those requirements, we would be required to change our structure and future operations from our current plans, could be prevented from successfully executing our business strategy and could be required to cease business.

Negative publicity could damage our business.

Developing and maintaining our reputation is critical to attracting and retaining customers and investors and for maintaining our relationships with our regulators. Our success depends on our ability to identify good prospective companies and convince them of selling at least ten percent of their shares against our TAGOR tokens.

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Negative publicity regarding our Company, TAGOR Tokens, our key personnel or blockchain assets generally, whether based upon fact, allegation or perception and whether justified or not, could give rise to reputational risk which could significantly harm our business prospects.

We, as well as many of our potential customers, depend on third party suppliers and service providers for several services that are important. An interruption or cessation of an important supply or service by any third party could have a material adverse effect on our business, including revenues derived from our customers' trading activity.

We will depend on several suppliers, such as banking, clearing and settlement organizations, on-line service providers, data processors, and software and hardware vendors, for elements of our business, as well as communications and networking equipment, computer hardware and software and related support and maintenance. We also depend on third parties to provide Internet, telecommunication and fiber optic network connectivity to our data centers. Many of our customers rely on third parties, such as independent software vendors, to provide them with front-end systems to access our platform and other back-office systems.

We cannot guarantee that these service providers will make the necessary monetary and time investments to provide services for our business and changes to our interfaces and functionality that occur as we develop our business. To the extent any of our service providers or the organizations that provide services to our customers in connection with their trading activities cease to provide these services in an efficient, cost-effective manner or fail to adequately expand their services to meet our needs and the needs of our customers, we could experience decreased revenues and higher costs which could adversely affect an investment in the Company.

Targeting, acquisitions and investments can be negatively impacted if:

- economic, political and geopolitical market conditions change.
- legislative and regulatory changes, including any direct or indirect restrictions on or increased costs associated with asset acquisitions.
- broad trends in the industry and financial markets.
- shifts in global or regional demand or supply for our services.
- competition.
- changes in government monetary policies, especially the regulation of tokens and the number of registered token offerings.
- availability of capital to our market participants and their appetite for risk-taking.
- levels of assets under management.
- pandemics affecting our customer base or our ability to operate our markets; and
- consolidation in our customer base and within our industry.

Any one or more of these factors may contribute to reduced activity in our sector.

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The revaluation of the TAGOR Token liability to fair value for each reporting period may have a negative effect on our equity and our comprehensive income.

As more fully described in the notes to our financial statements, the TAGOR Token liability is remeasured at each reporting period to fair value with changes in fair value recorded in profit or loss. Because there is no trading market for the TAGOR Tokens, the fair value of each TAGOR Token is currently determined by our management and the board of directors based on a valuation, derived from a draft third party share and token purchase agreement.

If a trading market were to develop for TAGOR Tokens, the fair market value of the TAGOR Tokens, represented by their market price, will be subject to fluctuations due to several factors, including fluctuations in the Company's results of operations and macro-economic factors. Accordingly, the financial liability measured at fair market value will also fluctuate.

The remeasurement of the TAGOR Token liability to fair value in each reporting period may have a negative effect on our equity and our comprehensive income.

We have an evolving business model.

As blockchain assets and blockchain technologies become more widely available, we expect the services and products associated with them to evolve. As a result, to stay current with the industry, our business model may need to evolve as well. From time to time, we may modify aspects of our business model. We cannot offer any assurance that these or any other modifications will be successful or will not result in harm to the business. We may not be able to manage growth effectively, which could damage our reputation, limit our growth and negatively affect our operating results.

We may have difficulty executing our growth strategy and maintaining our growth effectively.

Our growth requires additional investment in personnel, facilities, information technology infrastructure and financial and management systems and controls and may place a significant strain on our management and resources. Our growth strategy also may subject us to increased legal, compliance and regulatory obligations.

There is no guarantee that our efforts will be successful. We may not be able to implement important strategic initiatives in accordance with our expectations, including that the strategic initiatives could result in additional unanticipated costs, which may result in an adverse impact on our business and financial results. Unless our growth results in an increase in our revenues that is proportionate to the increase in our costs associated with our growth, our future profitability could be adversely affected.

We intend to explore acquisitions, other investments and strategic alliances. We may not be successful in identifying opportunities or in integrating the acquired businesses. Any such transaction may not produce the results we anticipate, which could adversely affect our business and the price of TAGOR Tokens.

We intend to explore and pursue acquisitions, strategic partnerships, joint ventures and other alliances to strengthen our business and grow our company.

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The market for acquisitions and strategic opportunities is highly competitive, especially considering recent merger and acquisition activity in our industry. In addition, these transactions entail numerous operational and financial risks, including but not limited to difficulties in valuing acquired businesses, combining personnel and firm cultures, integrating acquired products, services and operations, achieving anticipated synergies that were inherent in our valuation assumptions, exposure to unknown material liabilities, the potential loss of key vendors, clients or employees of acquired companies, incurrence of substantial debt or dilutive issuance of equity securities to pay for acquisitions, higher-than expected acquisition or integration costs, write-downs of assets or impairment charges, increased amortization expenses and decreased earnings, revenue or cash flow from dispositions.

We may be unable to identify strategic opportunities, or we may be unable to negotiate or finance future transactions on terms favorable to us. To the extent we enter joint ventures and alliances, we may experience difficulties in the development and expansion of the business of any newly formed ventures, in the exercise of influence over the activities of any ventures in which we do not have a controlling interest, as well as encounter potential conflicts with our joint venture or alliance partners.

We may not realize the anticipated growth and other benefits from our growth initiatives and investments, which may have an adverse impact on our financial condition and operating results.

Our business may be adversely affected by the impact of coronavirus.

Public health epidemics or outbreaks could adversely impact our business. In early 2020, an outbreak of the novel strain of a coronavirus, which causes a disease named COVID-19, spread worldwide, including to Israel and the United States. As a result of the coronavirus pandemic, governments and industries have instituted drastic actions to contain the coronavirus or treat its impact. Such actions, including bans on international and domestic travel, quarantines, and prohibitions on accessing work sites, have caused significant disruptions to global and local economies and have led to dramatic volatility in the capital markets.

The extent to which the coronavirus pandemic impacts our operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence. Factors that may result in material delays and complications with respect to our business, financial condition and results of operation include the duration and severity of the outbreak, and the actions that may be required to contain the coronavirus or treat its impact. In particular, the continued spread of the coronavirus globally could adversely impact our operations, including the development of our platforms within our expected timeframes, our workforce, including the health and safety of our employees and our ability to complete recruitment for open positions on our team, and our ability to raise capital. In addition, the coronavirus pandemic could affect the operations of key governmental agencies, such as the SEC and CFTC, which may delay the development and regulatory approval necessary to operate our

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platforms. Each of these factors could have an adverse impact on our business, financial condition and results of operation.

General global market and economic conditions may have an adverse impact on the Company's operating performance, results of operations and/or cash flow.

The Company may be affected by general global economic and market conditions. Challenging economic conditions worldwide have from time to time, contributed, and may continue to contribute, to slowdowns in the information technology industry at large. Weakness in the economy could have a negative effect on the Company's business, operations and financial condition, including decreases in revenue and operating cash flow, and inability to attract future equity and/or debt financing on commercially reasonable terms. Additionally, in a down-cycle economic environment, the Company may experience the negative effects of a slowdown in trading and usage of the Company's business platform that is yet to be developed and may delay or cancel the development, structuring, licensing and/or launch of the anticipated Token functionality. Suppliers on which the Company relies for servers, bandwidth, location and other services could also be negatively impacted by economic conditions that, in turn, could have a negative impact on the Company's operations or expenses. There can be no assurance, therefore, that current economic conditions or worsening economic conditions or a prolonged or recurring recession will not have a significant, adverse impact on the Company's business, financial condition and results of operations, and hence, the Company's business platform that is yet to be developed and/or the ability to develop, structure, license and/or launch any Token functionality. Any such circumstances would then correspondingly negatively impact the functionality, liquidity, and/or trading price of TAG Tokens.

RISKS RELATED TO AN INVESTMENT IN OUR TOKENS

There is currently no trading market for our TAGOR Tokens, and we cannot ensure that a liquid market will occur or be sustainable.

The offering price of the TAG Tokens has been arbitrarily determined, and such price should not be used by an investor as an indicator of the fair market value of the TAGOR Tokens.

The offering price for the TAGOR Tokens offered hereby has been arbitrarily determined by the Company's board of directors based on market conditions at the time of pricing. The offering price does not necessarily bear any direct relationship to the assets, operations, book or other established criteria of value of the Company. Accordingly, the actual value of TAGOR Tokens may be significantly less than the offering price. The value of TAGOR Tokens purchased at the offering price may decline in value or have significantly less value when you attempt to sell the TAGOR Tokens.

The trading price of our TAGOR Tokens could be volatile.

There is currently no trading market for the TAGOR Token. Even if such a trading market were to develop, the trading price of our TAGOR Tokens may be volatile. The TAGOR Token is not issued by any central bank or national, supra-national or quasi-national organization, even if it is secured by a gold backed stable coin. Consequently, investors may not be able to liquidate their investment at a price that reflects the value of the business.

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The tax characterization of TAGOR Tokens is uncertain. You must seek your own tax advice in connection with purchasing TAGOR Tokens, which may result in adverse tax consequences to you, including withholding taxes, income taxes and tax reporting requirements.

The treatment of TAGOR Tokens for U.S. federal income tax purposes is uncertain. Due to the new and evolving nature of digital currencies, tokens and blockchain assets, and a general absence of clearly controlling authority with respect to these assets, many significant aspects of the U.S. federal income tax treatment of digital currencies are uncertain. It is unclear what guidance on the treatment of tokens and blockchain for U.S. federal income tax purposes may be issued in the future. Future developments regarding the treatment of tokens or blockchain assets for U.S. federal income tax purposes could adversely affect an investment in TAGOR Tokens.

The Company does not intend to request a ruling from the Internal Revenue Service (“IRS”) on these issues. The IRS has ruled on the tax treatment of bitcoin and other cryptocurrencies. In Notice 2014-21 (the “Notice”) the Service held that digital “currencies” are treated like property and that each transaction using these currencies is a separate taxable event. The IRS stated in the Notice that, for U.S. federal income tax purposes, (i) digital currency is “property” that is not currency and (ii) digital currency may be held as a capital asset. There can be no assurance that the IRS will not alter its position with respect to digital currency in the future or that a court would uphold the treatment set forth in the Notice.

The Notice does not address other significant aspects of the U.S. federal income tax treatment of tokens or blockchain assets, including: the tax characterization of tokens which possess other non-currency-like rights or powers (so called “utility” tokens) or tokens which provide a share of profits to holders. Moreover, there is no authority on the circumstances in which profit-sharing tokens such as TAGOR Tokens may be treated as equity or stock in the Company for U.S. federal income tax (or other tax) purposes. If TAGOR Tokens were characterized as equity interests in the Company for U.S. federal income purposes, U.S. holders of TAGOR Tokens would be subject additional tax consequences and related reporting considerations applicable to holders of stock in a foreign company, including the possible application of rules relating to passive foreign investment companies (or “PFICs”) and controlled foreign corporations (“CFCs”).

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. Prospective investors are urged to consult their tax advisers regarding the uncertainty regarding the tax consequences of an investment in TAGOR Tokens and in blockchain assets in general.

The interests of our shareholders may conflict with the interests of TAGOR Token holders.

Our directors are nominated and elected by most of our shareholders and their interests in our business may differ from the interests of Token holders. Our directors will have no fiduciary obligations to act in the interests of Token holders.

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The TAGOR Tokens are not currently registered under the Exchange Act and therefore the Company's reporting obligations under the Exchange Act may be suspended automatically if the TAGOR Tokens have fewer than 300 holders of record on the first day of our fiscal year.

The TAGOR Token Purchase Agreement includes exclusive venue and jurisdiction provisions. By purchasing TAGOR Tokens, an investor is irrevocably consenting to these provisions regarding claims, suits, actions or proceedings, and submitting to the exclusive jurisdiction of UK courts. The TAGOR Token Purchase Agreement also provides that the Company will not be responsible for any losses except those arising from the Company's gross negligence, fraud or willful misconduct.

The TAGOR Token Purchase Agreement is governed by UK laws and includes exclusive venue and jurisdiction provisions designating UK courts as the exclusive venue for most claims, suits, actions and proceedings involving us or our officers, directors and employees.

By purchasing a TAGOR Token, an investor is irrevocably consenting to these limitations and provisions regarding claims, suits, actions or proceedings and submitting to the exclusive jurisdiction of UK courts. If a dispute were to arise between an investor and us or our officers, directors or employees, the investor may be required to travel to the UK to pursue its legal remedies and participate in any proceeding in UK courts which may be an inconvenient or distant location, and which is a more corporate friendly environment. In addition, the choice of forum provision may limit an investor's ability to bring a claim in a judicial forum that it finds favorable for disputes with us. These provisions may have the effect of discouraging lawsuits and limiting an investors' ability to obtain a favorable judicial forum for disputes against us and our directors and officers.

This provision does not, nor is intended to, apply to claims under the federal securities laws. By agreeing to this limitation of liability, investors will not be deemed to have waived the Company's compliance with federal securities laws and the rules and regulations thereunder.

The TAGOR Token Purchase Agreement also includes a provision limiting our liability, to the maximum extent permitted by applicable law, for any losses the investor may incur, except for such losses that arise from our gross negligence, fraud or willful misconduct. By purchasing a TAGOR Token, an investor is agreeing to this limitation of liability which could reduce its ability to recover damages from us if we act in a manner that causes investors to incur losses.

It may be illegal now, or in the future, to acquire, own, hold, sell or use TAGOR Tokens in one or more countries, and ownership of, holding or trading in our Company's securities may also be considered illegal and subject to sanction.

The regulation of blockchain assets remains uncertain or undefined in many jurisdictions. Although we anticipate treating the TAGOR Tokens as securities under the laws of all foreign jurisdictions and adhering to such laws with regard to the offering and sale of TAGOR Tokens abroad, one or more foreign governmental authorities, such as those in China or Russia, may take regulatory action in the future that severely restricts the right to acquire, own, hold, sell or use blockchain assets or to exchange blockchain assets for fiat currency. Such an action

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may result in the restriction of ownership, holding or trading in the TAGOR Token and other securities. Such restrictions may adversely affect an investment in the Company.

RISKS RELATING TO INTELLECTUAL PROPERTY RIGHTS AND DISPUTES

We rely on third party contractors for the design, development and implementation of our sites.

We rely on third party contractors for key elements of our technology infrastructure. The design, development, implementation, modification and customization of the TAG sites have been conducted on a work for hire basis.

Such infrastructure and related technology under development may not be sufficient to meet the needs of our business. Further, these technologies may have material defects that may be vulnerable to damage or interruption or may compromise the confidentiality or integrity of the transmitted data. Any imposition of liability, particularly liability that is not covered by insurance or is more than insurance coverage, could harm our reputation, business and operating results. We might be required to expend significant capital and other resources to develop and maintain the TAG Trading Solutions infrastructure. This, in turn could divert funds available for corporate growth, expansion or future acquisitions. It could also reduce the amount of cash paid to Token holders.

We may not be able to enforce protection of our intellectual property rights under the laws of other countries.

We do business internationally and consequently we are subject to risks of doing business internationally, including uncertainty regarding liability for the listings and other content provided by our users, and differing intellectual property laws, which may provide insufficient protection for our intellectual property. Any such difficulties could have a material adverse effect on our business.

It may be difficult to enforce a U.S. judgment against us, our officers and directors, and the experts named in this prospectus, or to assert U.S. securities laws claims or serve process on our officers and directors and these experts.

We were incorporated in the UK, and substantially all of our operations are currently located in the UK. Therefore, it may be difficult to enforce a U.S. court judgment based upon the civil liability provisions of the U.S. federal securities laws against us or any of these persons in a U.S. or UK court, or to affect service of process upon these persons in the United States.

Additionally, it may be difficult for an investor, or any other person or entity, to assert U.S. securities law claims in original actions instituted in the UK. This is for two principal reasons: 1) because the UK courts may regard the U.S. law in question to be a penal, revenue or public law and therefore, under UK law, not capable of direct or indirect enforcement in the UK courts, or 2) because the UK court may stay the claim on the grounds that UK is not an appropriate forum (“forum non convenient”). If U.S. law is found to be applicable to a claim which the UK court can and is prepared to hear, the content of applicable U.S. law must be proved as a fact by expert witnesses, which can be a time-consuming and costly process. If proceedings were to be brought in the UK, all procedural matters would be governed by UK law.

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BUSINESS OVERVIEW

*The following information should be read together with the information contained in or incorporated by reference in other parts of this prospectus. It may not contain all the information that is important to you. You should carefully read this entire prospectus as well as the information to which we refer you and the information incorporated by reference herein and therein, before deciding to invest in the Securities. If any statement in this prospectus supplement conflicts with any statement in a document which we have incorporated by reference, then you should consider the statement in the more recent document to the extent of such conflict. You should pay special attention to the **“Risk Factors and Uncertainties”** to determine whether an investment in the Securities is appropriate for you.*

Background

TAG Capital Group Ltd was incorporated in the United Kingdom in 2014. Headquartered in the UK, the company operates as part of a broader, decentralized group structure. It owns several wholly owned subsidiaries, including TWEX Ltd (TAG World Exchange), among others. The group maintains an international presence, with team members based in England, Scotland, France, Israel, India, and the United States.

Recently, TAG sold some of its equity for USD 1.2 Billion paid in EIGBC and USDAU gold backed stable coins. Following this transaction, TAG has committed to using one-third of its reserves as collateral for its TAGOR tokens.

Mission and Vision

In today’s investment landscape, many firms are aggressively competing for the same category of businesses—those with substantial revenues, a minimum three-year track record, and positive EBITDA. This intense competition has led to a saturation effect, where target companies are becoming excessively capitalized.

Meanwhile, countless other businesses struggle to access the funding they need. This disparity is not limited to a single region; it is a global phenomenon.

Many investors who once pursued smaller, early-stage opportunities have retreated after facing repeated challenges. In addition to dealing with inevitable bankruptcy risks, they often encountered founders who, after initial success, stopped valuing their investors. A recurring issue is the refusal to distribute dividends under the pretext of needing to reinvest profits to maintain competitiveness—an argument that has worn thin for many.

As a result, an increasing number of investors have shifted their focus to public markets or pooled investment vehicles such as mutual funds, avoiding direct exposure to startups altogether.

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The situation has only worsened in the wake of the COVID-19 pandemic and geopolitical instability, including the war in Ukraine. These factors have further stifled innovation and risk capital. Therefore, many brilliant ideas remain shelved, while investment firms across the US, Europe, the UK, and India continue to chase the same limited pool of clients.

At TAG, we believe our TAGOR security tokens offer a compelling solution to these systemic issues—providing a more equitable, transparent, and scalable investment model for both businesses and investors.

Business Model

We have consistently helped companies access capital through a range of strategic solutions, including mergers and acquisitions (M&A), asset sales, public listings, SPAC mergers, Security Token Offerings (STOs), asset-backed financing, and the sale of private and preferred equity.

Our team has already identified multiple promising funding opportunities, and our extended network continues to source new prospects globally. We are actively acquiring equity stakes in these companies using our TAGOR Security Tokens.

Companies receiving TAGOR funding agree to share a portion of their revenue growth, both prior to and following our investment. For instance, if a company's revenue increases from 100 to 300 after we acquire a 10% stake, it would owe TAG between 3% and 5% of the incremental 200. These payments remain in effect until both parties—the company and TAG—mutually decide to conclude the partnership.

During the initial five-year agreement period, if dividends are declared, TAG is entitled to receive 10% of the distributions, corresponding to its equity stake.

TAGOR Security Tokens are issued from proceeds raised through their sale and, in certain scenarios, may be converted into fiat currency. Recipient companies may also opt to leverage the tokens or the underlying gold-backed coin as collateral for borrowing.

Each TAGOR token is directly backed by our Preferred Shares Class A, which represent ownership in the portfolio companies. These shares are contractually linked to the companies' payment obligations—specifically, a share of annual revenue growth and eligible dividends.

All proceeds generated through these mechanisms are aggregated and equitably distributed among TAGOR token holders, based on the number of tokens held.

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

Leadership Team and Bios

Amal Sharma
President/CEO

Email: amal@tagcapgroup.com
Location: France

With over three decades of experience in banking. Amal brings a wealth of global expertise having worked across the USA, Europe, and presently in France. He spearheads the deal placement team, boasting extensive connections within the VC, PE, and family office domains.

Chris Wickham
COO

Email: chris@tagcapgroup.com
Location: United Kingdom

As the investment analyst, Chris draws on his extensive background, previously serving as an executive director at Lehman Brothers and an equity research analyst. His expertise drives the firm's valuation strategies.

Pierre Boulanger
DIRECTOR OF SALES FRANCE

Location: France

Pierre brings 15 years of extensive experience in wealth management to the team. His profound understanding of legal and tax intricacies bolsters the firm's operations, particularly in France

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

management teams to develop their business and enhance distribution via alliances and partnerships.

Dr. Jacques

Head of African Continent

Dr. Jacques is a serial entrepreneur in telecommunications, renewable energy, and mining. Held managerial roles at BT Telecom, Siemens, the African Development Bank (AfDB), and the World Bank. He built up from scratch profitable companies in Rwanda, Cameroon and France. Proven leader with expertise in business development, infrastructure projects, and sustainable solutions. Strong track record in cross-industry innovation and strategic growth. Passionate about driving impact in emerging markets. Jacques has an MSC in Telecoms, an INSEAD MBA, and a DBA from Paris Dauphine University.

Robert Van Kleef

Sales Manager

Location: Holland

Robert mobilizes people with his energy and drive, delivering ideas, sizing opportunities, and commercially delivering (both in pull and push capacities). He brings over 20 years of Business Development and Commercial experience within the Internet industry.

Ben Misselbrook

Sales Manager

Location: United Kingdom

Ben, an experienced Director, has led at the executive level across programme, change, corporate finance, and operational delivery roles for over 30 years. His career highlights include pivotal roles in some of the UK's largest and most complex infrastructure programmes and working with a private family office in the UK, specializing in new business and start-up funding within the IT and energy markets. Starting his career as an Officer in the Brigade of Gurkhas, Ben now holds an

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

Engineering degree and an MBA from Cranfield University, where he specialized in corporate finance and business strategy.

Raphael Perez ESQ

Legal

Location: Israel

Raphael is a recognized expert in real estate law and in particular in the following specialties: Tama 38, initiation and accompaniment of acquisition groups, bank financing for projects, as well as real estate taxation. Raphael regularly advises companies and individuals on commercial, contract and corporate law.

P Yojana LLB.

Legal

Location: India

Yojana is a well-qualified and experienced LLB commercial lawyer. Her department is responsible for the production of all legal documents under EU, UK and US guidelines.

Dorine Ngatia

Finance

Location: France

Dorine Natia, after years of experience in banking and organizational management, established her own business in 2014 and became president of DFINVEST, a financial and real estate services firm, in 2019. In 2020, the Autorité des Marchés Financiers certified her as a financial investment advisor. She serves as a wealth management advisor, a banking and payment services broker, and holds a T card for real estate and business transactions. A member of the ANACOFI association and registered with ORIAS, Dorine holds a master's degree in management and financial strategy and is a trained accountant.

Please check our website for more details about our team: www.tagcapgroup.com

Contact Information

Company Name: TAG Capital Group Ltd.

Website: www.tagor.eu Corporate website: ww.tagcapgroup.com

Email for Investor Relations: info@tagcapgroup.com

Business Address: 20, Wenlock Road, N17 GU United Kingdom

TAGOR SUPPLY: 4,000,000

UNIT PRICE: \$100

THE OFFERING

The following description is a summary of the terms of the securities being offered. Because it is only a summary, it does not contain all the information that may be important to you. We urge you to read this prospectus in its entirety for a complete description of the rights and preferences of our securities and to consult experts before investing.

Issuer	: TAG Capital Group Ltd
Entity Type	: UK Limited Company
Security Type	: Digital Security Token (Preferred Share)
Token Name	: TAGOR
Token Type	: ERC-1404 compliant security token
Total number of tokens	: 4,000,000 (Four Million)
Total Offering Amount	: Up to \$400,000,000
Token Rights	: Exchangeable on a one-to-one basis by our Preferred Shares Class A that is backed by all shares acquired in the various companies TAG has chosen to invest into. Each token will be entitled to a portion, on a pro-rated basis, of a percentage of sales augmentation post and prior funding and dividends paid by target companies invested into by TAG
Minimum Investment	: \$5,000 or 50 TAGOR
Token Price	: \$100 (One Hundred US Dollars)
Blockchain Platform	: Ethereum
Offering Start Date	: April 2026
Offering End Date	: Until Fully Subscribed
Use of Proceeds	: Refer section “Use of Proceeds”
Securities Law Exemption	: Regulation D, Rule 506©
Investor Eligibility	: Accredited Investors (verified and self-certified)
Investor Allocation	: 95 %
Lock-up Period	: 12 months per Rule 144
Smart Contract Address	: [to be provided post-audit]

WHAT IS A “TAGOR’ TOKEN

The TAGOR Token is a cryptocurrency that resides on the Ethereum based blockchain open-source software infrastructure system. The TAGOR Token may reside over other blockchains as well over time as the technology enables ERC tokens to move or “swap” over different protocols. The TAGOR Token is a form of digital currency using smart contracts to ensure trust and integrity and uses cryptography for its security. Cryptocurrencies, in our estimation, are not susceptible to government or central bank manipulation or inflation. The TAGOR token is a security based on its intended usage and the built-in profit components.

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

INITIAL TOKEN SALE AND CROWD FUNDING

A token crowd funding campaign is an opportunity in which a newly created token/crypto currency offers to sell a portion of its crypto currency token to early adopters and blockchain to well-informed accredited investor individuals in exchange for funding. This method of raising funds has become the norm and a well-respected and acceptable way to raise capital in the blockchain ecosystem. However, accredited investors should be aware that there have been many instances where tokens in general have been corrupted and/or stolen by others using malware software techniques. Thus, we cannot be responsible and completely disclaim any instances of any sort of these illicit activities that have and continue to occur in the marketplace. The sale of the TAGOR token and you as a purchaser of said token will be governed by the disclosures, warning and terms and conditions of said STO contained herein and smart contracts that investors will be required to execute.

*****On an Annual basis, all TAGOR Token Holders shall be entitled to their share of profits generated by the various acquisitions and calculated as a percentage of sales augmentation post and prior funding plus any dividends paid by the target companies. This will be paid in FIAT currency primarily Euros or US Dollars. We will provide detailed semi-annual reports that will be published on our website to ensure full disclosure and transparency.

Each TAGOR token will be sold for \$100.00. There is a minimum purchase amount of 50 TAGOR tokens per purchase.

DILLUTION

All investors must be aware that depending on the need to raise additional capital, they will likely experience dilution associated with the value of their TAGOR token. At this time, TAG cannot project whether it will be required to engage in subsequent offerings to fund its business operations and prospects.

COLLATERAL EXCHANGEABILITY

Each TAGOR token is exchangeable on a one-to-one basis against Preferred Shares Class A issued by TAG and secured by two gold backed stable coins (EIGBC and USDAU). Whether you own the TAGOR security token or the Preferred Shares Class A you will still be entitled to a portion of the sales augmentation post and prior funding paid by companies which sold part of their shares to TAG, as well as any dividends paid by said companies. Payments will be made on a pro-rated basis.

MARKETING PLAN

TAG has already started identifying companies that are willing to sell ten percent of their shares against the TAGOR. TAG intends to connect with such companies at various in-person events in the US, UK, Europe and India. TAG intends to send its directors, employees or partners to market the usage of the TAGOR.

TAGOR SUPPLY: 4,000,000

UNIT PRICE: \$100

OTHERS

You should rely only on the information contained in this prospectus and any related free-writing prospectus that we authorize to be distributed to you. We have not authorized any person, including any underwriter, to provide you with information different from that contained in this prospectus or any related free-writing prospectus that we authorize to be distributed to you. This prospectus is not an offer to sell, nor is it seeking an offer to buy, the TAGOR Tokens in any state or jurisdiction where such offer or sale is not permitted. The information in this prospectus speaks only as of the date of this prospectus unless the information specifically indicates that another date applies, regardless of the time of delivery of this prospectus or of any sale of the TAGOR Tokens offered hereby. Our business, financial condition, results of operations, and prospects may have changed since that date. We do not take any responsibility for, nor do we provide any assurance as to the reliability of, any information other than the information in this prospectus and any free writing prospectus prepared by us or on our behalf. Neither the delivery of this prospectus nor the sale of TAGOR Tokens means that information contained in this prospectus is correct after the date of this prospectus.

LEGAL & REGULATORY

- - SEC Exemption: Rule 506© under Regulation D
- - Accreditation Verification: Required and documented
- - KYC/AML Compliance: All investors must complete ID verification
- - Transfer Restrictions: Tokens are subject to holding periods and resale limitations under Rule 144
- - No Guarantee of Profit: These are speculative investments

SUBSCRIPTION PROCESS

1. Sign Up on our platform: www.tagor.eu
2. Complete KYC/AML by uploading ID documents and proof of address.
3. Accreditation Verification (via third-party or CPA/lawyer attestation or self-certification)
4. Sign Subscription Agreement
5. Transfer Funds (USD or crypto equivalent)
6. Token transfer from corporate accounts with us to direct acquirer.

The TAGOR Tokens we are offering through this prospectus are suitable only as a long-term investment for persons of adequate financial means and who have no need for liquidity in this investment. Because currently there is no public market for our tokens, you will have difficulty selling your tokens.

You may lose all monies that you spend purchasing TAGOR Tokens. If you are uncertain as to our business and operations or you are not prepared to lose all monies that you spend purchasing TAGOR Tokens, we strongly urge you not to purchase any TAGOR Tokens. We recommend you consult legal, financial, tax and other professional

TAGOR SUPPLY: 4,000,000

UNIT PRICE: \$100

advisors or experts for further guidance before participating in the offering of our TAGOR Token as further detailed in this prospectus.

We do not recommend that you purchase TAGOR Tokens unless you have prior experience with cryptographic tokens, blockchain-based software and distributed ledger technology and unless you have received independent professional advice.

Those selling TAGOR Tokens on our behalf and participating broker-dealers and registered investment advisors recommending the purchase of TAGOR Tokens in this offering have the responsibility to make every reasonable effort to determine that your purchase of tokens in this offering is a suitable and appropriate investment for you based on information provided by you regarding your financial situation and investment objectives. In making this determination, these persons have the responsibility to ascertain that you meet the minimum income and net worth standards as prescribed by the US SEC regarding the definition of accredited/qualified investors.

Certain figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Unless derived from our financial statements or otherwise noted, the terms “dollar,” “U.S. dollar,” “US\$,” “USD,” and “\$” refer to U.S. dollars, the lawful currency of the United States and the terms ‘Euros’, EUR and € refer to Euros, the lawful currency of the European Union.

TAGOR SUPPLY: 4,000,000

UNIT PRICE: \$100

USE OF PROCEEDS

Acquire minority shareholdings in various companies located in Europe, India and the US and operating in the tech, FinTech, Construction, Health and other sectors as applicable at time of sale of tokens/preferred shares. We may elect to add other sectors as and when they become available.

Use Category	Percentage Allocation
Product development	1 %
Legal & Compliance	1 %
Marketing & Sales	2 %
Operations	1 %
Investments	95 %

TAGOR SUPPLY: 4,000,000

UNIT PRICE: \$100

FINANCIAL INFORMATION

As at the date after the three investments, before any fair-value changes or income.

TAG Capital Group Ltd – Statement of Financial Position	Amount (GBP)
Assets	
Digital assets – undeployed gold-backed stablecoins	817,300,000
Equity investment – SK Technology SAS (4%, FVTPL)	29,600,000
Equity investment – Bharat Hydrogen Initiative Ltd (10%, FVTPL)	23,100,000
Equity investment – ABSCA Group Corp (10%, FVTPL)	30,000,000
Total assets	900,000,000
Equity	
Share capital	900
Retained earnings	0
Total equity	900
Liabilities	
TAGOR token liability (FVTPL financial liability)	82,700,000
Customer stablecoin deposits (financial liability)	817,299,100
Total liabilities	899,999,100
Total equity and liabilities	900,000,000

Structure and key assumptions

- Reporting framework: IFRS, functional currency: GBP
- Opening client deposit in stablecoins (EIG Bank Coin): 1,200,000,000 USD at 0.75 = 900,000,000 GBP (client money).
- TAG issues TAGOR security tokens (financial **liability**, not equity), fully backed by that client deposit; 100% of the 900,000,000 GBP is treated as TAGOR proceeds.
- TAGOR classification: financial **liability at FVTPL** (profit-linked token, security in legal form).
- Investments (all **FVTPL** equity instruments under IFRS 9)
 - SK Technology SAS: 400,000 TAGOR → 40,000,000 USD at 0.74 = 29,600,000 GBP (4%).
 - Bharat Hydrogen Initiative Ltd: 300,000 TAGOR → 30,000,000 USD at 0.77 = 23,100,000 GBP (10%).
 - ABSCA Group Corp: 400,000 TAGOR → 40,000,000 USD at 0.75 = 30,000,000 GBP (10%).
 - Total equity investments = 82,700,000 GBP.
- Total TAGOR issued so far: 1,100,000 tokens at 100 USD = 110,000,000 USD.
 - Using the exact GBP costs above implies a blended historic rate of ≈ 0.7527 , so TAGOR liability currently recognized = 82,700,000 GBP (matching the assets at day one; any later fair-value changes go through P&L).
- Undeployed client funds (still held in gold-backed stablecoins) = original 900,000,000 GBP minus 82,700,000 GBP deployed = 817,300,000 GBP (still client-backed and available for future TAGOR issuance/investment)

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

TAG Capital Group Ltd. TAGOR Security Token Offering

SUBSCRIPTION AGREEMENT

This Subscription Agreement ("Agreement") is entered into by and between TAG Capital Group Ltd., a company organized under the laws of the United Kingdom (the "Company"), and the undersigned investor (the "Investor"), for the purchase of security tokens known as TAGOR (the "Tokens").

1. Subscription.

The Investor hereby subscribes for the purchase of TAGOR Tokens at a purchase price of \$100 per Token, for a total investment amount of \$____ (the "Subscription Amount").

2. Representations and Warranties.

The Investor represents and warrants that:

- They are a U.S. person who is an "accredited investor" as defined in Rule 501(a) of Regulation D.
- They have received, read, and understood the Private Placement Memorandum.
- They are purchasing the Tokens for investment purposes only and not for resale.
- They have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of the investment.

3. Acknowledgments.

The Investor acknowledges and agrees that:

- This offering is exempt from registration under the U.S. Securities Act of 1933, pursuant to Rule 506(c) of Regulation D.
- The Tokens are subject to transfer restrictions and may not be sold without compliance with applicable securities laws.
- They are not relying on any representations other than those contained in the PPM.

4. Verification of Accredited Status.

The Investor agrees to provide documentation, including but not limited to tax returns, bank statements, or third-party verification letters, as required by the Company to verify accredited investor status.

5. Governing Law.

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

This Agreement shall be governed by and construed in accordance with the laws of the State of New York, without regard to its conflict of laws principles.

IN WITNESS WHEREOF, the Investor has executed this Agreement as of the date below.

Investor Signature	
Date:	
Printed Name:	
Amount Subscribed:	

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

INVESTOR QUESTIONNAIRE

Investor Full Name	
Address:	
Phone Number (+Country Code Number)	
Email	
Accredited Investor Status	Yes No
Method of Verification	
Source of funds	
AML/KYC Information	
Date of Birth	
Government ID	
Country of Citizenship	
Risk(s) Acknowledgement	Yes No
Signature	
Date	
Printed name	
Amount Subscribed	

These documents must be completed and submitted along with KYC documents and payment confirmation to finalize the investment in TAGOR Tokens.

TAGOR SUPPLY: 4,000,000

UNIT PRICE: \$100

[ON VERIFIER'S LETTERHEAD]

Accredited Investor Verification Letter

Date: [Insert Date]

To Whom It May Concern:

I am writing this letter at the request of [Investor Full Name] (the "Investor") for the purpose of confirming the Investor's status as an accredited investor under Rule 501(a) of Regulation D, promulgated under the U.S. Securities Act of 1933, as amended.

Based on my review of documentation provided by the Investor, and/or my knowledge of the Investor's financial condition, I confirm that, within the last 90 days, the Investor satisfies one or more of the following criteria and is therefore an accredited investor:

(Check all that apply):

- The Investor has an individual income in excess of \$200,000 in each of the two most recent years, or joint income with their spouse or spousal equivalent in excess of \$300,000 for those years, and a reasonable expectation of the same income level in the current year.
- The Investor has an individual net worth, or joint net worth with their spouse or spousal equivalent, in excess of \$1,000,000, excluding the value of their primary residence.
- The Investor holds in good standing one or more of the following certifications or credentials:
 - Series 7
 - Series 65
 - Series 82

I am a licensed [attorney / certified public accountant / registered broker-dealer / investment advisor], qualified to make this determination under Rule 506(c). My verification is based on [describe basis of review: e.g., income tax returns, balance sheets, credit reports, brokerage account statements, etc.].

This letter is valid for a period of 90 days from the date of issuance and may be relied upon by [Issuer Name] in connection with its offering of securities pursuant to Rule 506(c).

Sincerely,

[Signature]

[Printed Name of Verifier]

[Title / License Number]

[Firm Name, if applicable]

[Contact Information]

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

TAG Capital Group Ltd.

Private Placement Memorandum (PPM)

Security Token Offering – TAGOR

IMPORTANT NOTICE

This Private Placement Memorandum (“Memorandum”) relates to the offering (the “Offering”) of security tokens referred to as TAGOR Tokens (the “Securities”) by TAG Capital Group Ltd., a company organized under the laws of the United Kingdom (the “Company”).

This Offering is being made in reliance on an exemption from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”), specifically Rule 506(c) of Regulation D, and is intended solely for investors who are verified accredited investors within the meaning of Rule 501(a) of Regulation D.

1. DISCLAIMER – REGULATION D OFFERING (RULE 506(c))

The TAGOR Tokens have not been registered under the Securities Act or the securities laws of any state or non-U.S. jurisdiction. The tokens may not be offered, sold, pledged, or transferred in the United States or to U.S. persons unless pursuant to a valid exemption from registration and in compliance with all applicable securities laws. Any resale or transfer of the TAGOR Tokens is also subject to restrictions.

Requirements you must meet:

1. Investors must be verified accredited investors

You must take reasonable steps to independently verify each U.S. investor’s accredited status (e.g., via income, net worth, third-party verification like a CPA, attorney, or registered broker).

2. General solicitation is allowed

You are permitted to advertise and solicit publicly — websites, social media, events — but only accredited investors can purchase.

3. Form D must be filed with the SEC within 15 days of the first sale.

4. No cap on raise size or number of investors — but only accredited investors can invest.

5. Disclosure is not required by law, but you should provide enough material information to avoid fraud or misrepresentation claims.

TAGOR SUPPLY: 4,000,000
UNIT PRICE: \$100

This Memorandum is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities. Any such offer or solicitation will be made only to accredited investors and only by means of the Company's definitive subscription documents, which will include a Subscription Agreement, this Memorandum, and other applicable documentation.

Participation in the Offering is subject to completion of Know Your Customer (KYC) and Anti-Money Laundering (AML) procedures. The Company reserves the right to accept or reject any investment at its sole discretion.

2. OFFERING SUMMARY

- Issuer: TAG Capital Group Ltd.
- Jurisdiction of Incorporation: United Kingdom
- Token Name: TAGOR
- Token Type: Security Token
- Total Tokens Offered: 4,000,000
- Price per Token: USD \$100
- Total Offering Size: USD \$400,000,000 (maximum)
- Offering Exemption: Rule 506(c), Regulation D
- Investor Requirements: Verified Accredited Investors (U.S. Persons)

3. RISK FACTORS

Investment in TAGOR Tokens involves a high degree of risk and is suitable only for investors who are capable of bearing the economic risk of the investment. Prospective investors should carefully consider, among other things, the following risks:

- Lack of liquidity and secondary market
- Regulatory uncertainty surrounding digital assets
- Technological risks including cybersecurity vulnerabilities
- No guarantee of returns or capital preservation
- Potential changes in tax treatment of digital assets

This is not an exhaustive list. The full set of risks will be detailed in the Risk Factors section of the full Memorandum.

4. LEGAL AND REGULATORY COMPLIANCE

The Company intends to comply with all applicable U.S. federal and state securities laws through reliance on Regulation D. Investors will be required to provide sufficient documentation to confirm accredited status, consistent with the verification standards under Rule 506(c).

TAGOR SUPPLY: 4,000,000

UNIT PRICE: \$100

The Securities are being offered in the United States only to investors who qualify as “accredited investors.” Offers and sales outside the United States will be made in accordance with the applicable laws of the relevant jurisdictions.

5. NO OFFER OR SOLICITATION

This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the securities described herein, or in any jurisdiction in which such an offer or solicitation is not authorized. This Memorandum has been prepared solely for distribution to selected prospective investors for the purpose of evaluating a possible investment in the Securities described herein.

6. FORWARD-LOOKING STATEMENTS

Certain statements in this Memorandum constitute forward-looking statements. These statements relate to future events or the Company’s future financial performance. In some cases, forward-looking statements can be identified by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” or “continue,” or the negative of these terms or other comparable terminology. Forward-looking statements are subject to numerous risks and uncertainties.

7. FINAL DISCLAIMER

This Memorandum does not constitute legal, tax, or investment advice. Each prospective investor should consult with their own legal counsel, accountant, and other professional advisors to determine the potential benefits, burdens, and risks of investing.

By accepting this Memorandum, the recipient agrees to be bound by the terms and limitations contained in this notice and to keep the contents of this Memorandum and all related documents strictly confidential.

Name of investor:

Address:

Signature

Date:
