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No person is bound to enter into any contract or binding legal commitment in relation to the sale and purchase of the SKILL tokens and no cryptocurrency or other form of payment is to be accepted on the basis of the whitepaper.

You are not eligible and you are not to purchase any SKILL tokens in the Skillboard Initial Token Sale if you are a citizen, resident (tax or otherwise) or green card holder of the United States of America or a citizen or resident of the Republic of Singapore.

No regulatory authority has examined or approved of any of the information set out in this whitepaper. No such action has been or will be taken under the laws, regulatory requirements or rules of any jurisdiction. The publication, distribution or dissemination of the whitepaper does not imply that the applicable laws, regulatory requirements or rules have been complied with.

There are risks and uncertainties associated with Skillboard and/or the Distributor and their respective businesses and operations, the SKILL tokens and the Skillboard Initial Token Sale.

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Skillboard and/or the Distributor 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, warranty or undertaking in relation to the truth, accuracy and completeness of any of the information set out in the whitepaper.

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- (a) you agree and acknowledge that the **SKILL** tokens do not constitute securities in any form in any jurisdiction;
- (b) you agree and acknowledge that the whitepaper does not constitute a prospectus or offer document of any sort and is not intended to constitute an offer of securities in any jurisdiction or a solicitation for investment in securities and you are not bound to enter into any contract or binding legal commitment and no cryptocurrency or other form of payment is to be accepted on the basis of the whitepaper;
- (c) you agree and acknowledge that no regulatory authority has examined or approved of the information set out in the whitepaper, 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 the whitepaper to you does not imply that the applicable laws, regulatory requirements or rules have been complied with;
- (d) you agree and acknowledge that the whitepaper, the undertaking and/or the completion of the Skillboard Initial Token Sale, or future trading of the **SKILL** tokens on any cryptocurrency exchange, shall not be construed, interpreted or deemed by you as an indication of the merits of the Skillboard and/or the Distributor, the **SKILL** tokens, the Skillboard Initial Token Sale.

- (e) the distribution or dissemination of the whitepaper, 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 without liability to Skillboard and/or the Distributor;
- (f) you agree and acknowledge that in the case where you wish to purchase any SKILL tokens, the SKILL tokens are not to be construed, interpreted, classified or treated as:
  - (i) any kind of currency other than cryptocurrency;
  - (ii) debentures, stocks or shares issued by any person or entity (whether Skillboard and/or the Distributor)
    - (i) rights, options or derivatives in respect of such debentures, stocks or shares;
    - (ii) 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;
  - (iii) units in a collective investment scheme;
  - (iv) units in a business trust;
  - (v) derivatives of units in a business trust; or
  - (vi) any other security or class of securities.
- (g) you are fully aware of and understand that you are not eligible to purchase any SKILL tokens if you are a citizen, resident (tax or otherwise) or green card holder of the United States of America or a citizen or resident of the Republic of Singapore;
- (h) you have a basic 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;
- (i) you are fully aware and understand that in the case where you wish to purchase any SKILL tokens, there are risks associated with Skillboard and the Distributor and their respective business and operations, the SKILL tokens, the Skillboard Initial Token Sale.

- (j) you agree and acknowledge that neither Skillboard nor the Distributor is 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, income or profits, and loss of use or data), arising out of or in connection with any acceptance of or reliance on the whitepaper or any part thereof by you; and
- (k) all of the above representations and warranties are true, complete, accurate and non-misleading from the time of your access to and/or acceptance of possession of this whitepaper or such part thereof (as the case may be).

## **CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS**

All statements contained in the whitepaper, statements made in press releases or in any place accessible by the public and oral statements that may be made by Skillboard and/or the Distributor or their respective directors, executive officers or employees acting on behalf of Skillboard or the Distributor (as the case may be), 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 Skillboard’s and/or the Distributor’s financial position, business strategies, plans and prospects and the future prospects of the industry which Skillboard and/or the Distributor is in are forward-looking statements. These forward-looking statements, including but not limited to statements as to Skillboard’s and/or the Distributor’s revenue and profitability, prospects, future plans, other expected industry trends and other matters discussed in the whitepaper regarding Skillboard and/or the Distributor are matters that are not historic facts, but only predictions.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual future results, performance or achievements of Skillboard and/or the Distributor 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 Skillboard and/or the Distributor conducts its respective businesses and operations;
- (b) the risk that Skillboard and/or the Distributor may be unable to execute or implement their respective business strategies and future plans;
- (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 Skillboard and/or the Distributor;
- (e) changes in the availability and fees payable to Skillboard and/or the Distributor in connection with their respective businesses and operations;
- (f) changes in the availability and salaries of employees who are required by Skillboard and/or the Distributor to operate their respective businesses and operations;
- (g) changes in preferences of customers of Skillboard and/or the Distributor;
- (h) changes in competitive conditions under which Skillboard and/or the Distributor operate, and the ability of Skillboard and/or the Distributor to compete under such conditions;
- (i) changes in the future capital needs of Skillboard and/or the Distributor and the availability of financing and capital to fund such needs;
- (j) war or acts of international or domestic terrorism;
- (k) occurrences of catastrophic events, natural disasters and acts of God that affect the businesses and/or operations of Skillboard and/or the Distributor;
- (l) other factors beyond the control of Skillboard and/or the Distributor; and
- (m) any risk and uncertainties associated with Skillboard and/or the Distributor and their businesses and operations, the SKILL tokens, the Skillboard Initial Token Sale.

All forward-looking statements made by or attributable to Skillboard and/or the Distributor or persons acting on behalf of Skillboard and/or the Distributor 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 Skillboard and/or the Distributor to be materially different from that expected, expressed or implied by the forward-looking statements in the whitepaper, undue reliance must not be placed on these statements. These forward-looking statements are applicable only as of the date of this whitepaper.

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Nothing contained in the whitepaper is or may be relied upon as a promise, representation or undertaking as to the future performance or policies of Skillboard and/or the Distributor.

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The whitepaper 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 Skillboard, the Distributor and their respective 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 or perceived to be attributed to such person in connection therewith in the whitepaper 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.

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To facilitate a better understanding of the **SKILL** tokens being offered for purchase by the Distributor, and the businesses and operations of Skillboard and/or the Distributor, certain technical terms and abbreviations, as well as, in certain instances, their descriptions, have been used in the whitepaper. 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.

## **NO ADVICE**

No information in the whitepaper should be considered to be business, legal, financial or tax advice regarding Skillboard, the Distributor, the **SKILL** tokens, the Skillboard Initial Token Sale. You should consult your own legal, financial, tax or other professional adviser regarding Skillboard and/or the Distributor and their respective businesses and operations, the **SKILL** tokens, the Skillboard Initial Token Sale. You should be aware that you may be required to bear the financial risk of any purchase of **SKILL** tokens for an indefinite period of time.

## **NO FURTHER INFORMATION OR UPDATE**

No person has been or is authorised to give any information or representation not contained in the whitepaper in connection with Skillboard and/or the Distributor and their respective businesses and operations, the **SKILL** tokens, the Skillboard Initial Token Sale and, if given, such information or representation must not be relied upon as having been authorised by or on behalf of Skillboard and/or the Distributor. The Skillboard Initial Token Sale 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 Skillboard and/or the Distributor or in any statement of fact or information contained in the whitepaper since the date hereof.

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## **RISKS AND UNCERTAINTIES**

Prospective purchasers of SKILL tokens should carefully consider and evaluate all risks and uncertainties associated with Skillboard, the Distributor and their respective businesses and operations, the SKILL tokens, the Skillboard Initial Token Sale and all information set out in this whitepaper prior to any purchase of SKILL tokens. If any of such risks and uncertainties develops into actual events, the business, financial condition, results of operations and prospects of Skillboard and/or the Distributor could be materially and adversely affected. In such cases, you may lose all or part of the value of the SKILL tokens.