

BLOCKQUAKE™

CREATING SEISMIC SHIFTS™

BlockQuake Exchange

WHITEPAPER

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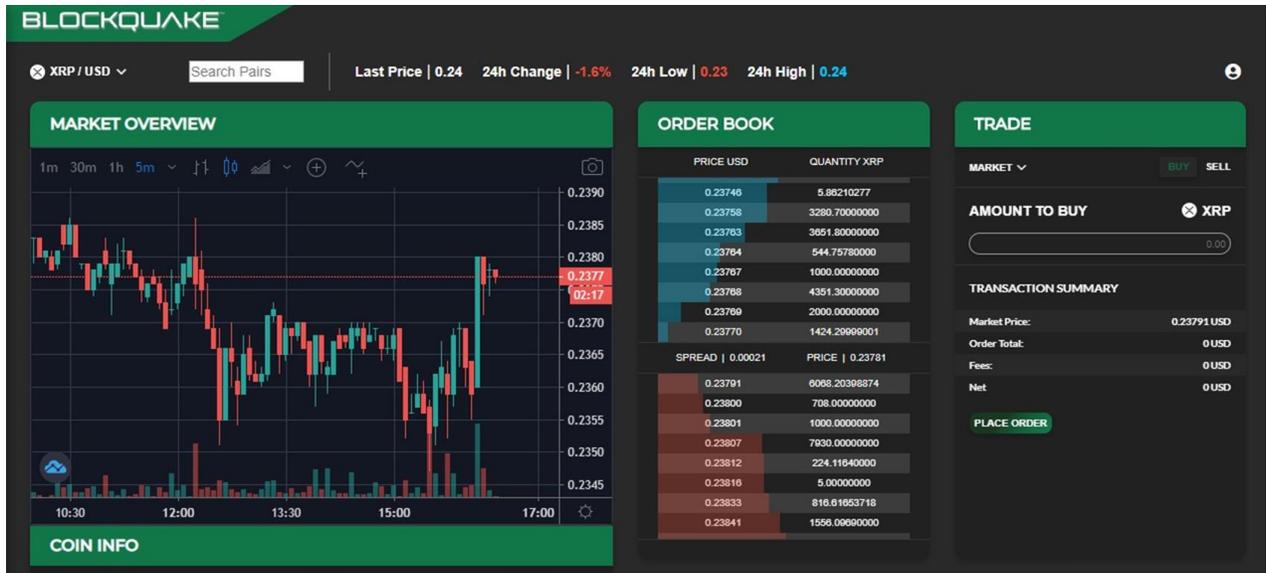


TABLE OF CONTENTS

Table of Contents	2
Abstract	3
Introduction	4
The Current State	4
Regulatory Risk	4
Trading Inefficiencies	5
Cyber Security	5
Downtime	6
Lack of Options	6
Barriers to Enter Trading Markets	6
Platform Highlights	7
Mission Statement	7
Vision	7
Marketing Plan	8
Looking Forward	9
The QuakeCoin Token	10
Team	22
Team Members	22
Legal Team	26
Partners	27
Disclaimers	28

ABSTRACT

BlockQuake was born out of concerns with the current state of existing cryptocurrency and token trading platforms and the lack of a transparent, trustworthy, and comprehensive trading platform.

Our New York City based team has decades of experience from traditional finance backgrounds. As financial service professionals, our team spans management and advisors across the value chain, from technology, regulatory, investment banking, blockchain, trading and risk management, with global organizations. In establishing BlockQuake, we have partnered with industry leading vendors and advisors that have extensive networks and connections to financial institutions that are expanding into this space. BlockQuake is uniquely positioned to be a leader as the future dictates a convergence of traditional finance and cryptocurrencies beyond just trading cryptocurrencies and tokenized securities and other digital assets. It is our DNA to establish a concrete foundation globally and we intend to pursue US SEC/FINRA and CFTC registrations, broker-dealer and ATS licenses, and a BitLicense.

Blockchain technologies and digital assets based on blockchain technologies (such as cryptocurrencies, tokens and other instruments recorded using blockchain technology) have the potential to be groundbreaking. But these technologies are still relatively new and the complexity of acquiring, holding and selling such assets, combined with security concerns and difficulties with identity verification, can be a burden for many potential users. For some, this burden may be a barrier to entry.

We believe there is a strong and growing demand for well-structured, simplified, secured cryptocurrency technologies and platforms that support non-technical users. We also believe that the investing community is interested in trading when and what it wants in an environment that will permit investors to manage their investments and cash in a manner similar to what investors experience when using a standard brokerage account, with full transparency.

BlockQuake aims to be a trading platform that retail and institutional investors and traders can trust with confidence by becoming a secure, regulated, and stable cryptocurrency and digital asset trading platform providing, among other things: (i) improved login security protocols, (ii) the capability to handle a greater, concurrent load with less downtime, and (iii) focus on compliance with country-specific regulations.

INTRODUCTION

BlockQuake is a FinTech company formed in 2018 that aims to address a need in the blockchain and cryptocurrency communities. We are a diversified company that is focused on the build and

development of a centralized, regulatory-driven cryptocurrency trading platform. In addition, we plan on bridging the gap between the digital asset space and the traditional equities markets by making both accessible to everyone globally. The BlockQuake team includes advertising and marketing professionals, attorneys with local and international expertise, certified public accountants, auditors, finance and business development professionals, compliance and regulatory specialists, developers of trading exchanges/platforms, trust and estate administration, real estate professionals and website developers, among others. Our regulatory specialists have expertise with Anti Money Laundering (AML) and Know Your Customer (KYC) requirements, cyber security, and other technology. Collectively, we have extensive experience in building and developing trading exchange platforms and understanding the country specific regulatory environments. Compliance is at the forefront of our business because of our prior experience.

BlockQuake aims to become a one-stop shop for cryptocurrency traders. BlockQuake endeavors to provide layers of security for login and withdrawal of users' digital assets, as well as integration of wallets across the top cryptocurrency exchanges into our platform. BlockQuake seeks to offer many altcoins with real-time pricing by working with best in-class liquidity providers and market makers to maintain liquidity. BlockQuake also seeks to offer additional base cryptocurrencies to give traders more choices and to reduce friction as they move between various digital assets. BlockQuake intends to develop the ability to offer accounts to non-individual entities, which include corporate, trust, ERISA, and other retirement accounts.

THE CURRENT STATE

Regulatory Risk

The cryptocurrency and digital assets markets are in the infancy stages of this sector and these problems present us with opportunities to bring maturity, trust, transparency, confidence, and growth to this space.

Currently, many cryptocurrency and digital asset exchanges are operated in a way that does not subject them to (i) regulations that govern traditional stock and commodity exchanges and (ii) many of the regulatory bodies tasked with the responsibility to protect markets and traders. Some exchanges do not make public the direct and indirect ownership and other key details about the exchange, are reluctant to share information (or have not engaged in adequate due diligence) about the tokens listed and traded on that exchange, and are organized or located in jurisdictions known for being less rigorous when it comes to investor protection.

Regulatory agencies worldwide are taking a keen interest in cryptocurrencies and exchanges on which cryptocurrencies and other digital assets are traded. Many of these agencies are taking the position that existing regulations and laws for traditional investment exchanges and products may be applicable in whole or in part to the cryptocurrency space, and as such, have begun enforcing

those same regulations and laws. While the increased attention from regulators has led some to believe that there is higher risk in executing business in the space, BlockQuake sees this as a window of opportunity. Many of the current cryptocurrency and digital asset exchanges are being run by individuals unfamiliar with the regulatory space. In contrast, BlockQuake's development team collectively has decades of experience working on financial technology and trading systems for major global institutions in the forex and equities markets, in addition to its experience in cryptocurrency markets. We intend to work with vendors, attorneys and governing bodies to create an automated, regulatory-driven exchange platform.

BlockQuake's team members have regulatory experience with investment products and financial services business units with respect to both operations and technology. BlockQuake intends to operate systems and policies that are compliant with applicable regulations, including but not limited to: (i) KYC and AML regulations, (ii) the U.S. Foreign Account Tax Compliance Act (FATCA) and the Common Reporting Standard (CRS), (iii) the EU General Data Protection Regulation (GDPR), and (iv) the revised Markets in Financial Instruments Directive (MiFID II).

Trading Inefficiencies

As BlockQuake enters the exchange space, our goal is to limit the trading inefficiencies of not just our traders, but every trader. With market makers being able to plug in via fixed API and by abiding by the jurisdictional law we will be able to provide one of the deepest order books possible. Bringing hundreds of pairs not just your typical btc/eth or fiat, but more exotic pairs for all you traders trying to support smaller projects. Aggregating liquidity will allow us for better rates on conversions, more fiat on-ramps, decrease in settlement times, and further scaling as we add more liquidity providers.

Cyber Security

Security currently is a major problem with centralized cryptocurrency exchanges. There seems to be a breach or hack happening every few months on many of the existing cryptocurrency exchanges. However, the underlying blockchain infrastructure of the individual coins and cryptocurrency exchanges generally remains intact; that is, most often the breach or hack occurs at the exchange level, not on the blockchain that governs the asset or assets. When examined further, basic security principles that we are used to seeing in traditional financial markets are missing on many existing cryptocurrency exchanges. Decentralized exchanges by their very nature face fewer cyber security concerns, but instead pass the risk to the customer, who is often even more susceptible to hacking.

Downtime

Another problem is downtime performance. Many existing cryptocurrency exchanges are not able to handle increased trading volumes and increases in customers, which results in these trading

platforms experiencing downtime. Some cryptocurrency exchanges have been shut down for as long as a month while they attempt to devise a solution to handle the increased load on the system. Regardless of how long it takes an exchange to resume operations, the investor faces the possibility of unexpected losses and the inability to initiate or complete transactions that could result in meaningful gains. In these situations, investors are often left with no recourse.

Lack of Options

Many exchanges lack a variety of cryptocurrencies, forcing investors to open accounts across multiple exchanges to perform their desired investment transactions. This can increase the cost of investing, both due to an increase in fees and an increase in the time it takes to execute the desired transaction.

Barriers to Enter Trading Markets

Most exchanges can only accept individual accounts or only accept a limited number of fiat currencies, which precludes significant investment from other entities seeking to diversify their asset allocations.

BlockQuake intends to permit a wider variety of account types, fiat currencies, cryptocurrencies, tokens and securities (including tokens that are securities and securities that are tokenized) by applying for a broker dealer license and an alternative trading system (ATS) license.

PLATFORM HIGHLIGHTS

- Scaling to six fiat on ramps during 2022 with plans to add more
- Ability to list the top one hundred tokens because of our partnerships with multiple market makers with deep liquidity
- User friendly interface with the ability to purchase cryptocurrencies with a click of a button (Quick buy/sell Screen)
- Liquidity support via fixed API
- Over 10 different order types
- Periodic penetration tests and assessments by our Cyber Security partners
- Mobile and desktop friendly user interface with mobile application on the horizon
- Trading platform based on high-frequency trading (HFT) equities technology for scalability, performance, and security. The matching engine has been successfully tested at over 10,000,000 transactions per second.
- Adding interest earning capabilities during 2022

MISSION STATEMENT

To be the unified trading platform for digital assets that is trusted by all facets of the trading and investing community.

VISION

BlockQuake's first line of business is a centralized trading platform, which BlockQuake intends to become a one-stop shop for cryptocurrency traders and investors by providing alternative investment options to traditional investments, pooled investment vehicles, and commodities. BlockQuake aims to:

- Become the leading platform and access point for trading multiple financial assets based on blockchain technology by partnering with an SEC qualified custodian and a transfer agent that is registered with the SEC;
- Become the leading cryptocurrency exchange for blockchain and traditional companies to raise funds from cryptocurrency communities;
- Become the most cost-effective exchange for investors and traders, with limited downtime and higher levels of performance and transparency;
- Become a highly secure platform provider for trading and money movement technology.

As part of our ongoing efforts to provide enhanced security in and around our platform, BlockQuake has engaged specialized vendors to further secure the cloud infrastructure encapsulating the exchange. Our development team collectively has decades of experience working on financial technology and trading systems for major global institutions in the forex and equities markets, as well as experience in cryptocurrency markets and utilizing SEC qualified firms for custody purposes.

BlockQuake is also working towards being the industry standard for global regulatory compliance and transparency by going through the process of obtaining licensing and authorizations as well as building a foundation to further compliance and transparency. Some of our goals include:

- transparency in reporting and use of a recognized custodian for trading on our exchange for institutional and individual investors;
- enhanced lending via credit / margin using cryptocurrency (where allowed and after obtaining any required regulatory approvals and licenses);
- providing both investment opportunities in cryptocurrencies and the equities market;
- building efficient KYC and AML protocols into our ecosystem;
- pursuing CFTC registration for commodities and futures trading;
- applying for additional cryptocurrency/money transmitter license related licenses for all jurisdictions BlockQuake intends to operate business in;
- applying for a broker-dealer and ATS licenses, in order to enable the trading of over-the-counter securities, including certain tokens; and
- receiving a New York State BitLicense

Marketing Plan

Instead of relying solely on social media and “word-of-mouth” advertising or viral internet-based marketing, we intend to engage in additional marketing activities, which may include, but are not limited to the following:

- utilize digital, social media, and offline marketing channels in promoting the BlockQuake Exchange;
- engage marketing and PR firms to facilitate interviews with traditional and non-traditional financial media outlets in the U.S. and other target markets;
- develop relationships with influencers, video bloggers and personalities in the crypto space to obtain interviews and reviews;
- develop token offering referral programs;
- cultivate broker-dealer and investment banking relationships;
- develop partnerships with crypto-education groups to grow our customer base; and

- participate on speaker panels as subject matter experts in the cryptocurrency/digital asset space

Because Asian markets represent a large percentage of the global cryptocurrency trading volume, we believe that actively seeking involvement from those markets in our exchange will not only increase our company's bottom line but it will also increase liquidity by creating a more global trading community.

We intend to market aggressively within the Asian markets to spread the word virally about our exchange. We are currently utilizing a "boots on the ground" approach and our team has developed business relationships in select target countries including South Korea, Japan, and the Philippines to name a few.

Additionally, the Gulf Cooperation Council (GCC), African and Latin American (LATAM) markets represent emerging markets for the cryptocurrency space. Based on market data, both regions represent significant potential, however, they remain mostly untapped. BlockQuake will aggressively be pursuing these markets, bringing easier access to the crypto markets through our fiat on ramps to the general population.

LOOKING FORWARD

BlockQuake believes that excellent opportunities exist for centralized cryptocurrency trading platforms. While the current cryptocurrency market represents less than two percent of the global economy, we expect it to grow significantly due to several factors: maturing of technology from both a trade execution and a security perspective, enhancement of end users' experiences, overall trading growth, and a wider adoption of blockchain technology.

We plan to be a market leading platform by implementing the following strategies:

- targeting new markets such as institutional investors, including the trillion-dollar retirement market
- building out our corporate ecosystem with services that complement the exchange business, such as tax services and investment research arms
- increasing service offerings in the future, such as debit cards via its trust and banking partnerships, and acceptance of the QuakeCoin token as a form of payment in select retail outlets internationally
- onboarding other tokenized asset classes, including, but not limited to, real estate, precious metals and jewels
- handling custody of both hot and cold wallets

- exploring advanced trading features such as derivative and margin trading in allowed markets
- expecting to file patent applications
- addition of an NFT marketplace

It is important to note that many of these activities require regulatory approvals and licenses, and our ability to implement some of these strategies is subject to us being able to obtain such approvals and licenses, which we may not be able to accomplish.

In addition to its exchange platform, BlockQuake intends to add future projects via the creation of multiple companies and subsidiaries. Some of these targeted future expansion companies and projects include, but are not limited to: (i) a cryptocurrency bank via acquisition, joint venture, or other partnerships, (ii) a media conglomerate covering the blockchain and cryptocurrency communities, (iii) a research and advisory firm assisting cryptocurrency traders, (iv) a private equity venture capitalist arm to assist startups in blockchain and cryptocurrency, and (v) a debit card linked to investment accounts for consumer use. These projects are in the planning stages and there can be no assurance that any of them will come to fruition.

THE QUAKECOIN TOKEN

The QuakeCoin token will be issued by one of our subsidiaries, BlockQuake Funding, Ltd., which is a corporation organized under the laws of the Bahamas. The QuakeCoin tokens do not present an ownership interest in BlockQuake or its affiliates and holders or owners of QuakeCoin tokens will not be deemed, or have the rights of shareholders of BlockQuake or its affiliates. Third party wallet support for QuakeCoin tokens has been secured with both FireBlocks and Ledger; for hot and cold wallets respectively.

BlockQuake partnered with Polymath, one of the leaders in blockchain technology to create QuakeCoin tokens.. Utilizing the ERC-1400 protocol and partnering with Polymath, we will be launching Generation One of our exchange token. Utilizing aspects of the ERC-1400 protocol as a company, we are able to lock up company insiders and advisors from selling tokens; thereby controlling the annual circulating supply to allow for price appreciation. For more information on Polymath's ERC-1400 protocol, please visit: <https://polymath.network/erc-1400>.

The benefits of purchasing the token are:

- Lifetime membership to the first one million people and/or legal entities who purchase QuakeCoin tokens¹
 - Free trades annually on crypto to crypto trading pairs and crypto to fiat trading pairings; up to \$100,000 USD equivalents
- Users of the trading platform and/or holders of the QuakeCoin token may be entitled to a trading fee discount (refer to offering documents for details).
- Tokens may be used to sponsor Esports events, awarded to Esports players (i.e. competition winners) and allow fans of certain streams to donate money to their favorite Esports players.
- Token holders may be entitled to airdrops of future projects.
- Token holders may be able to vote on future listings on the trading platform as well as other business initiatives by the Company.
- Tokens may be used to support local communities domestically and internationally by establishing community academies via mobile food trucks providing clothing, education, food, and introductions to trading.
- Community members may be able to vote on charitable initiatives to assist areas in crisis needing immediate assistance.
- Tokens may eventually be available to use internationally for purchases in various retail and online outlets as well as being a payment option for tuition at Colleges/Universities.
- The token may eventually serve as the native token of a future blockchain that the Company creates.
- Token holders may be able to participate in staking or yield opportunities in the future.

¹ Family Office, Institutional and Retail traders are all eligible. After September 1st 2022 it is encouraged you hold your QuakeCoin tokens in QUAKE wallet on BlockQuake Exchange to qualify for future benefits.

QuakeCoin Tokenomics

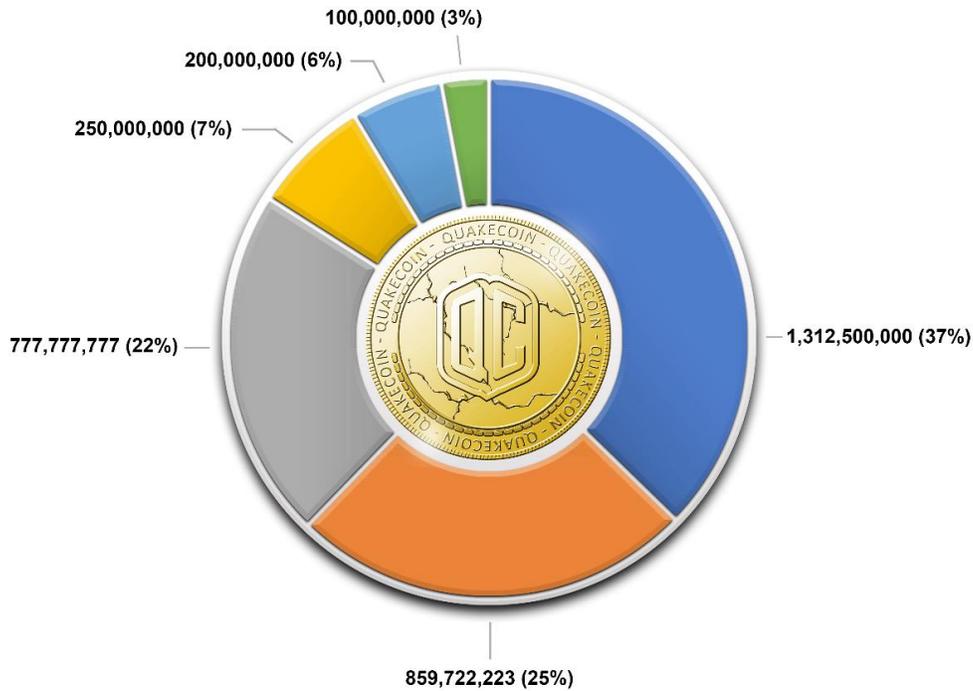
The charts on the following pages provide a visual review of the tokenomics relating to the three billion five hundred million (3.5 Billion) total supply that is hard capped. Minimum purchase of one hundred dollars (i.e. \$100 USD) required, resulting in two hundred (200) tokens being purchased before considering bonuses.

- Total allocation for sale, bonuses and referrals is one billion three hundred twelve million five hundred thousand QuakeCoin tokens (i.e. 1,312,500,000)
 - Sale of one billion tokens (1,000,000,000)
 - Sales price is fifty cents (\$0.50)
 - Buyers can earn up to a twenty-five percent (25%) bonus in QuakeCoin tokens for every \$100 USD purchased or fifty (50) additional tokens; contingent on time deadlines outlined
 - Buyers can share a referral link to others and earn an additional five percent (5%) per \$100 USD spent or ten (10) QuakeCoin tokens
 - *Tokens that are not sold or not used in bonuses or referral programs may be allocated towards a private offering to Accredited Investors in the United States and Canada. Upon BlockQuake receiving a Broker Dealer / ATS license (i.e. expected during Quarter Two to Quarter Three 2023) all unsold or unallocated tokens will be burned from existence thereby reducing the total supply down from 3.5 billion QuakeCoin tokens*
- Tokens reserved for community initiatives; including BlockQuake Foundation, charitable donations and give-aways / incentives is eight hundred fifty nine million seven hundred twenty two thousand two hundred twenty three (i.e. 859,722,223)
 - A reserve of five hundred million tokens (i.e. 500,000,000) to incentivize communities globally in establishing BlockQuake academy's (i.e. branch offices) to provide education, training, etc.
 - This reserve may be via BlockQuake Foundation where tokens are granted to communities and/or awarded based on various competitions like Hackathon's.
 - Also, mobile food trucks wrapped in BlockQuake logos will travel in various countries including the United States (i.e. Brazil, India, Japan, Nigeria, The Philippine's, South Korea, etc.) to provide bottles of water and sandwiches to local communities; while assisting people to open up a BlockQuake exchange account and providing blockchain education and trading training. In the future, these food trucks may provide school supplies and clothing as well.
 - An allocation of two hundred thirty four million seven hundred twenty two thousand two hundred twenty three tokens (i.e. 234,722,223) for community give-

- aways/incentives relating to marketing for customer acquisition, rewards, other give-aways/promotional campaigns.
- A reserve of one hundred twenty-five million tokens for future charitable donations decided by the community.
 - Creating community empowerment - the community helps decide which charities globally tokens are donated too by voting. BlockQuake team can suggest Charities based on regions impacted by Natural Disasters (i.e. Earthquakes, Typhoons, etc.) outside the United States that are in need.
 - Tokens reserved for Use by Company Group is seven hundred seventy seven million seven hundred seventy seven thousand seven hundred seventy seven (i.e. 777,777,777). The company may reallocate tokens within different areas shown below if needed. However, reallocation to C-Suite Level & Other Company Insiders is strictly prohibited. Below is the reserved token forecast and description of planned use:
 - Liquidity Pool and/or Acquisitions - two hundred million (i.e. 200,000,000)
 - To be provided to market makers/liquidity providers and/or use towards future acquisitions
 - Corporate Incentives to Family Offices/Institutional clients - one hundred fifty two million seven hundred seventy seven thousand seven hundred seventy seven (i.e. 152,777,777)
 - Incentives provided to high volume traders to use BlockQuake Exchange for twelve months; thereby generating revenues for the company
 - C-Suite Level, Other Company Insiders - one hundred fifty million (i.e. 150,000,000) or less than four and a half percent (i.e. 4.50%) of total supply
 - C-Suite level members will have a five year lockup period where twenty percent (20%) vesting occurs each year; starting in year three; thereby creating an eight year lockup
 - Sign on Bonuses - one hundred fifty million (i.e. 150,000,000)
 - Forecast relating to onboarding key personnel; whom will have a total five year lock up period where twenty percent (20%) vesting occurs each year
 - Employee Bonuses for Retention purposes - one hundred million (i.e. 100,000,000)
 - Two hundred and fifty (250) QuakeCoin tokens per employee per quarter; excluding C-Suite members. A one year lock-up period is expected based on quarterly distributions.
 - Seed Capital Investors - twenty five million (i.e. 25,000,000)
 - Based on early stage investors (excluding VC's) who contributed up to five million dollars (i.e. \$5 million USD)
 - ~ Five (5) QuakeCoin tokens per one dollar (\$1.00) invested; a one year lockup period shall be implemented.
 - Tokens reserved for Esports Sponsorship & Tournament's is two hundred fifty million (i.e. 250,000,000)

- Expansion of token utility into Esports gaming relating to sponsorship, tournament prizes and fans of certain streams to donate money to their favorite Esports players
- Tokens reserved for "Other Sale" - two hundred million (i.e. 200,000,000)
 - Reserve to possibly sell 200 million tokens to Institutions/Family offices at set price to be determined. This may be a private offering that may include the United States and Canada but also international Institutions and Family Offices.
- Tokens reserved for Advisors & Influencers - one hundred million (i.e. 100,000,000)
 - Tokens that are not used for distribution to Advisors & Influencers will be reallocated to Community Incentives/ giveaways for use in obtaining customers

QuakeCoin Tokenomics



- Tokens being sold, provided as bonuses and referrals - 37%
- Tokens reserved for community initiatives; including BlockQuake Foundations, charitable donations and giveaways/incentives - 25%
- Tokens reserved for Use by Company Group - 22% *(See Chart Below)
- Tokens reserved for Esports Sponsorships and Tournaments - 7%
- Tokens reserved for "Other Sale" - 6%
- Tokens reserved for Advisors and Influencers - 3%

Details: For Use by Company Group	Forecasted Tokens	Total % Against Total Supply
C-Suite Level, Other Company Insiders	150,000,000	4.29%
Seed Capital Investors - Up to Five Million (excluding VCs)	25,000,000	0.71%
Employee Bonuses for Retention Purposes	100,000,000	2.86%
Sign On Bonuses	150,000,000	4.29%
Liquidity Pool and/or Acquisitions	200,000,000	5.71%
Corporate Incentives to Family Offices/Institutional Clients	152,777,777	4.37%
Totals	777,777,777	22.22%

Esports and Cryptocurrency

“Since PayPal announced late last year that it was making a foray into cryptocurrencies, investment has been flooding into the market. In particular, the price of Bitcoin has spiked, leading to much speculation about crypto going mainstream.

However, this has happened before. Bitcoin’s previous all-time high led to a sudden surge of interest that cooled off into the long “crypto winter” of 2018. If cryptocurrencies, and the blockchain technology that underpins them, are ever to unlock mainstream adoption, then real-world utility combined with a compelling user experience is more likely to provide the key. Looking at recent news trends, combined with the macro events of 2020, esports and gaming currently seem to be one of the hottest tickets.

Due to a lack of attendance at in-person events this year, the global esports market shrank slightly, but it’s forecasted to grow by over 50 percent in the next three years, rising to \$1.6 billion. Analysts within the crypto sector already believe there’s vast potential to tap into this market, with digital research firm Messari predicting mass adoption of blockchain technology. The market demographic fits well into this scenario – predominantly male, aged 18-34 and based in economically developed countries. According to some of the latest news reports, blockchain and esports entrepreneurs are seeking to capitalize on the opportunity to converge the markets.

Beyond esports, blockchain and the broader gaming sphere are providing entrepreneurs with further inroads into mainstream adoption. Gaming is one of the few sectors that has benefitted from the 2020 pandemic, as people have looked for new ways of entertaining themselves at home.

One trend that’s definitely making a resurgence is non-fungible tokens (NFTs), which allow blockchain innovators to issue one-of-a-kind digital assets with unique attributes. It’s a feature that lends itself particularly well to gaming, as it means users can acquire in-game assets of value that are stored securely on a blockchain.

Online gamer PewDiePie, aka Felix Kjellberg, has amassed an incredible 107 million followers on YouTube alone. So when he speaks, the online gaming world tends to listen. He’s been a longtime supporter of blockchain in gaming, but most recently, he’s lent his support to the blockchain-based 3D augmented reality game Wallem. The game uses NFTs for skins and other items, also rewarding players in Ethereum-based tokens. PewDiePie has issued his own NFT representing one of his skins that can be purchased and used in the Wallem virtual world.

At this rapid pace of development, it’s evident that the convergence of blockchain and crypto with gaming and esports provides many opportunities for users, innovators and established players in

the space. Even if the current Bitcoin bull run doesn't sustain, blockchain and gaming is a segment that's definitely worth watching over the coming months and years.”²

² Source <https://www.entrepreneur.com/article/363381>

The Token Sale

The QuakeCoin token sale will begin on Monday February 14th, 2022 at 12:00am EDT and run through August 15th, 2022 at 11:59pm EDT. A minimum of \$100 USD (i.e. one hundred dollars) is required to participate in the sale, resulting in two hundred (i.e. 200) QuakeCoin tokens being acquired. Purchases made during the sale will only be locked up from trading until QuakeCoin debuts on BlockQuake Exchange. The QuakeCoin token will be listed on BlockQuake Exchange on September 1st, 2022 at 12:00pm EDT (i.e. after all tokens have been minted and distributed).

Tokens earned via referrals, will be locked up for a period of time to protect investors from a selloff by excellent marketeers, who could earn substantial tokens referrals³. Listed below and on the following pages are the timeframes of each phase; including the token price, bonus structure and referral structure:

- February 14th, 2022 to April 15th, 2022:
 - Token price \$0.50 USD (i.e. fifty cents)
 - Bonus of twenty five percent (i.e. 25%) or fifty (i.e. 50) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent
 - Referral of five percent (i.e. 5%) or ten (i.e. 10) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent
- April 16th, 2022 to May 31st, 2022:
 - Token price \$0.50 USD (i.e. fifty cents)
 - Bonus of twenty percent (i.e. 20%) or forty (i.e. 40) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent
 - Referral of five percent (i.e. 5%) or ten (i.e. 10) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent
- June 1st, 2022 to June 30th, 2022:
 - Token price \$0.50 USD (i.e. fifty cents)
 - Bonus of fifteen percent (i.e. 15%) or thirty (i.e. 30) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent
 - Referral of five percent (i.e. 5%) or ten (i.e. 10) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent
- July 1st, 2022 to July 31st, 2022:
 - Token price \$0.50 USD (i.e. fifty cents)
 - Bonus of ten percent (i.e. 10%) or twenty (i.e. 20) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent
 - Referral of five percent (i.e. 5%) or ten (i.e. 10) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent

³ QuakeCoin tokens earned via referrals will be locked up and unavailable to be traded until December 1st, 2022 in order to protect all investors from a selloff event by excellent marketeers who could have earned substantial referrals during the sale period.

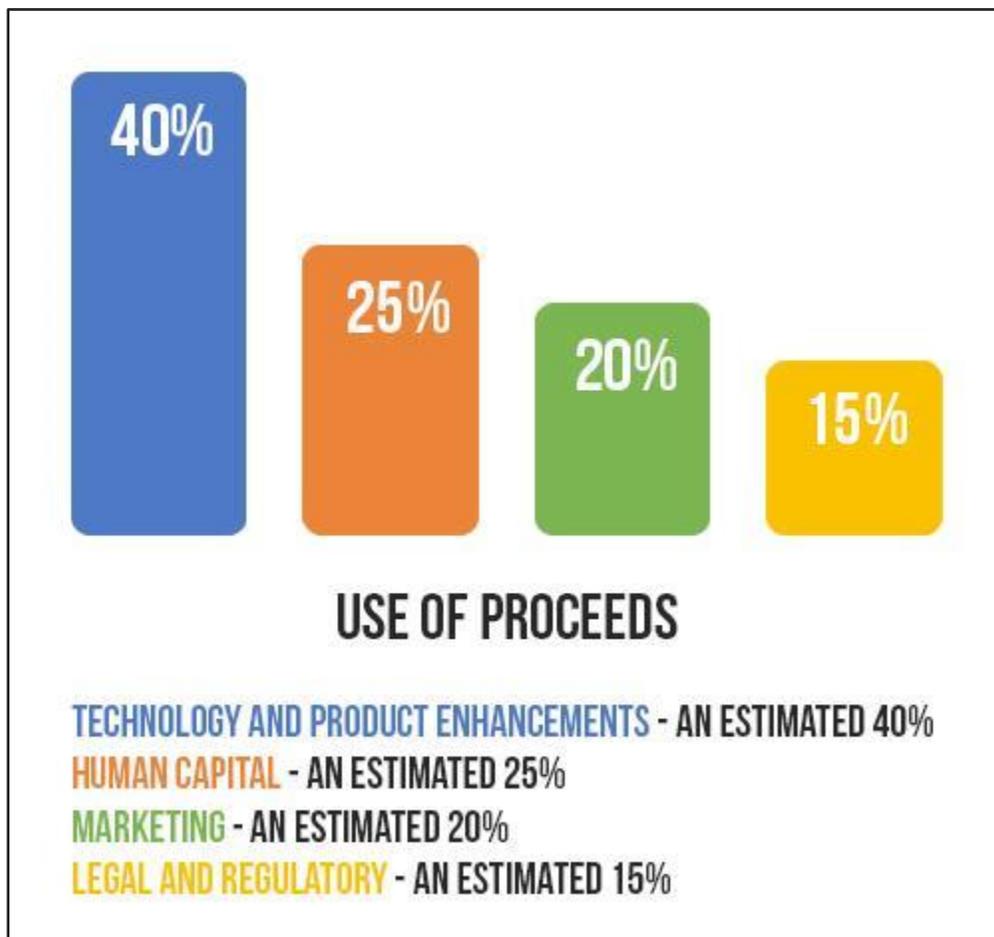
- August 1st, 2022 to August 15th, 2022:
 - Token price \$0.50 USD (i.e. fifty cents)
 - Bonus of five percent (i.e. 5%) or ten (i.e. 10) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent
 - Referral of five percent (i.e. 5%) or ten (i.e. 10) QuakeCoin tokens per \$100 USD (i.e. one hundred dollars) spent

Use of Proceeds

Funds are planned at this time to be used in the following way:

- Technology and product enhancements - an estimated 40% of the QuakeCoin sale proceeds will be directed towards technology and product enhancements including, but not limited to:
 - Platform Development - to support the ongoing development of BlockQuake Exchange, including hiring an inhouse team and contracting with an experienced development team capable of building similar software and one dedicated to advancing the uses of blockchain into FinTech.
 - Banking Infrastructure - to support the acquisition of a United States (US) FDIC insured bank and building the technology stack upon this traditional foundation to expand fiat on and off ramps for our customers globally
 - Establish international banking infrastructure/relationships in order to have a direct link back into the US based banking ecosystem
 - NFT marketplace - to build a proprietary platform to discover digital masterpieces by established and new artists, animators & storytellers where people can buy, sell, and showcase NFTs from leading creators and brands
- Human capital - an estimated 25% of the QuakeCoin sale proceeds will be directed towards onboarding current and future BlockQuake teams throughout the organization including, but not limited to:
 - Administration
 - Banking
 - Business development
 - C-Suite executives
 - Compliance and regulatory
 - Customer Service
 - Engineering and development
 - Risk management
 - Security including cyber
- Marketing - an estimated 20% of the QuakeCoin sale proceeds will be directed towards marketing including, but not limited to:
 - Community building and management
 - Digital
 - Email campaigns
 - Static billboards
 - Print
 - Television and Radio

- Legal and regulatory - an estimated 15% of the QuakeCoin sale proceeds will be directed towards legal and regulatory including, but not limited to:
 - New York State Bitlicense
 - US Broker Dealer/ATS license
 - US Money transmitter licenses
 - US National Futures Association (NFA) and the Commodities Futures Trading Commission (CFTC) licenses
 - International licenses for jurisdictions including, but not limited to:
 - Australia, Brazil, Canada, India, Japan, Mexico, Nigeria, South Korea, United Arab Emirates, United Kingdom



TEAM

The BlockQuake team is composed of professionals who have extensive experience and are knowledgeable in their craft. BlockQuake’s leadership collectively has decades of experience across financial, business, technology, cybersecurity, and auditing as well as major regulatory project management assignments in the financial services, insurance and banking industries. Compliance is at the forefront of our minds because of our corporate experiences, which gives us familiarity with regulatory issues and how to address them as they impact the blockchain industry.

On the exchange development side and related services, our internal and external subject matter experts have extensive experience, having provided technology products and services to clients including NASDAQ, J.P. Morgan Chase, Credit Suisse, AIG, Barclays Capital, Citi, BNY Mellon, Fidelity, TD Ameritrade, IBM, BlackRock, BNP Paribas, Morgan Stanley.

Another integral part of the BlockQuake team includes our talented and knowledgeable attorneys who are proficient in understanding the various legal and securities issues that face us in an ever-changing environment.

TEAM MEMBERS

ANTONIO BRASSE | CEO & CO-FOUNDER

Bachelors of Science in Accounting and Computer Science



- **CISA Certified** (Certified Information Systems Auditor)
- **CPA License** – NY State
- **CIA Certified** (Certified Internal Auditor)
- **CFSA Certified** (Certified Financial Services Auditor – Banking & Insurance)
- **CAMS Certified** (Certified Anti-Money Laundering Specialist by ACAMS covering Anti-Money Laundering and Counter Terrorism Financing)

Antonio is one of the founders and CEO of BlockQuake Holdings, LLC, and its digital asset/cryptocurrency trading subsidiary. He has almost two decades of regulatory, financial, operational and technology audit experience within the financial services industry, working at major global companies headquartered in New York City involved in banking, venture capital/private equity, real estate/mortgage, broker-dealer and insurance operations.

His personal trading experiences included stocks, options, and forex before delving into cryptocurrency trading. Along with his business partners, he found there was much lacking with the existing landscape of cryptocurrency trading platforms, things he was used to seeing in traditional financial markets, such as performance, security, transparency and trust as well as

customer support. This was the genesis of BlockQuake. The BlockQuake team believes they can change this landscape for the better through significant and rapid disruption, “creating seismic shifts.”

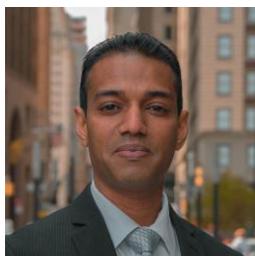
Antonio is a first generation American and native New Yorker, born and bred in Brooklyn, a son of immigrants from the former British West Indies/Caribbean.



SAM HYUN | CHIEF STRATEGY OFFICER

With over 9 years of experience trading cryptocurrencies, Sam has a deep understanding of working with centralized and decentralized cryptocurrency exchanges and trading platforms as well as a tight grasp on cryptocurrency markets in relation to financial markets.

Prior to joining BlockQuake, Sam was an Associate in Barclay’s Treasury Liquidity Risk department where he oversaw the Liquidity Coverage Ratio short-term resilience of the liquidity risk profile and facilitated various projects within the development of the Stress Engine tool. Previously he was Senior Analyst at AIG and was the Subject Matter Expert within the Actuarial, Science, and Modeling Department providing data analytical and strategic expertise to select clients within the Internal Audit Group. Sam holds a B.S. in Mathematics and Economics from New York University.



RANDY SHRIKISHUN | CHIEF VISIONARY OFFICER

Randy has over 20 years of experience in the financial services industry with a primary focus on financial analysis, forecasting, and equity research. His main areas of concentration as a senior analyst and editor at Value Line were in information technology, e-commerce, defense and banking sectors. He was also the head of the Options Department where he developed investment strategies, monitored the performance of multiple options portfolios, and authored comprehensive articles detailing various investment methods for derivatives securities. In addition, Randy has worked as a financial advisor for Morgan Stanley and in the treasury and capital markets divisions of the risk management department at Mizuho Bank. His trading experience includes both large- and small-cap stocks, ETF’s, and futures, among other securities. Randy holds a B.S. in Finance and International Business from the Stern School of Business at New York University.



SAMUEL BRASSE | CHIEF BUSINESS OFFICER

Samuel has over 20 years of experience analyzing, preparing and reviewing financial statements and providing decision support services to senior management. He has assembled and led high-performance teams in environments of rapid growth, turnaround and business restructuring and is adept at identifying solutions to various complex operational and financial issues. Samuel is an entrepreneur and since 2004 has been a General Partner and founding member in BELLA LUCA™- a real estate development and commercial/residential building enterprise.

Prior to joining BlockQuake, Samuel founded Financial and Healthcare Consultant (FHCCS) in 2012 where he led a team of highly skilled consultants advising hospital and physician practice groups on financial and operational matters as well as various acquisitions and divestitures by performing due diligence services. He also worked closely with private equity and venture capitalist groups of both buyers and sellers. Previously, Samuel spent over 12 years as a Senior Business Operations and Finance Analyst at Fresenius Medical Care (FMC), a publicly traded company and the global leader in providing End Stage Renal Disease (ESRD) treatments to patients and sales of related pharmaceutical products and medical supplies.

Samuel holds a B.S. in Accounting with a minor in Computer Science from City University of New York – Brooklyn College.



STEWARD KWAN | CHIEF CREATIVE OFFICER

Steward is the founder and owner of two successful entertainment businesses SK Creative Services and SK Entertainment which have seen substantial financial growth since inception in 2010. He has over 16 years of event planning and media relations experience. He has hosted business conferences and web and product training for several corporations and Fortune 500 companies. He has been working with companies like Peloton, Razorfish, HHC, Columbia University, ADRC, Shop.com and many more. He is Microsoft Certified MCSE with experience in video editing, audio engineering, and web development.



MICHAEL WILSON | VICE PRESIDENT OF BUSINESS SYSTEMS

With over 30 years of experience as an IT business Project Manager and Senior Analyst in the banking, telecommunications and insurance industries, Michael's expertise includes the software development life cycle (SDLC), enterprise risk management, requirements analysis, enterprise architecture, MIS reporting as well as web and application development.

Prior to joining BlockQuake, Michael was a Senior Business Analyst at AIG leading the development and implementation of a business plan application for the Internal Auditing Department. He also managed the analysis, design, coding, and testing of dynamic web-based global MIS reports and served as the administrator for various databases and the Intranet Site. Previously, Michael served as AVP at JPMorgan Chase where he spearheaded a variety of cost-saving systems initiatives including automating a process to consolidate information from over 30 sources into a custom application in order to streamline the branch audit process. He holds a B.S. in Business and Information Science from Long Island University and an A.A.S. in Electrical Engineering from New York City Technical College.



RENEE KESSINGER | DIRECTOR OF MARKETING & COMMUNICATIONS

Renee is a marketing and promotions professional with excellent project management and client service skills and the ability to work on multiple projects across different disciplines. Over the years, she's helped clients achieve their objectives through flawless program execution - on time and

within budget.



STEVEN SINGH | DIRECTOR OF INNOVATION

Steven has been in the crypto space for nearly seven years, trading everything under its vast umbrella. He has spent the past two years leading the way on Innovation at BlockQuake. With his heavily driven mathematical mindset, he's guiding the company in seeing the space as it develops and preparing the company to pivot as new trends emerge. Prior to BlockQuake,

Steven worked in the NYC public sector ranging from MTA, NYCHA, DOT. Steven has a Bachelors of Science in Mathematics.



RICHARD QUIÑONES | DIRECTOR OF BUSINESS SYSTEMS

Richard is a New York native from Yonkers. He moved back to Puerto Rico with his parents in the late 80s and after graduating from high school, he made his way back to New York and enlisted in the U.S. Navy where he worked as an Operation Specialist aboard the U.S.S. Enterprise (CVN 65). During his time there, he nourished his love for technology and once he was done with his military life, he continued working as an independent contractor in many different technological fields.

Legal Team



MARLON PAZ
Mayor Brown



ANTHONY TU-SEKINE
Seward & Kissel LLP



PHILIP MOUSTAKIS
Seward & Kissel LLP



BRETT COTLER
Seward & Kissel LLP



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RICHARD FRIEDMAN
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Partners



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BlockQuake takes reasonable best efforts to launch its operations and develop its trading platform (the “Platform”). BlockQuake does not provide any warranty as to the release of the Platform. BlockQuake, its officers and its employees assume no liability or responsibility for any loss or damage that results from or relates to your inability to use the Platform.

Regulatory authorities are carefully scrutinizing businesses and operations associated with cryptocurrency tokens globally. In that respect, regulatory measures, investigations or actions may impact BlockQuake’s business and may limit or prevent it from developing its operations in the future. The BlockQuake business model and the Platform may change or need to be modified because of new regulatory and compliance requirements from any applicable laws in any jurisdiction. Neither BlockQuake (nor any of its affiliates) shall be held liable for any direct or indirect loss or damage caused by such changes.

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While the SEC and FINRA have a specific definition of what the word “exchange” means as it pertains to securities, the rest of the world and other regulatory agencies domestically and abroad commonly use the word “exchange” to describe cryptocurrency trading platforms, and as such, throughout this document we may use either “exchange” or “trading platform” interchangeably.

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