Gorbyte Corp.

Investment Brief

July 2019

COMPANY OVERVIEW

Gorbyte's goal is to build the future of blockchain technology:

a) a fast and scalable *network infrastructure* and
b) scalable *blockchain applications*.

The network (GNodes) is a crypto-network based on a new distributed consensus model and a distributed application model. It will support a *Distributed Operating Environment* (a distributed OS) for running future blockchain applications with large data exchange requirements.

Gorbyte Inc. identified several challenges and limitations of existing unpermissioned crypto networks, such as:

- lack of scalability,
- low throughput and
- high cost of operation.

Gorbyte Leading the Evolution of Distributed Ledger Technology

Who maintains the integrity of the ledger? — Trusted → Permissioned, public, shared Ledger (e.g., Hyperledger, Ripple)

Untrusted

Who verifies and assembles a new block? — Miners/verifie → Unpermissioned, public shared Ledger (e.g., Bitcoin, Ethereum)

One agent broadcasts the block to all nodes

First Generation

All active nodes → Co-operative, public unpermissioned shared Ledger (e.g., Gorbyte)

No broadcasting of blocks needed

Second Generation
All active nodes participate in block verification and equalization

GNodes allows for scalability and the support of hundreds of times higher number of transactions per second while reducing the cost of network operation to zero.

Gorbyte also addressed the limitations and cost of current applications developed using smart contracts. The *GNodes* Distributed Operating Environment model, achieves utmost application scalability, and minimizes costs.

GNodes uses a distributed majority agreement protocol requiring no miners or verifiers: All network nodes participate in the verification of transactions and assemble their own replica of the blockchain. This mechanism is independent of the network size.

Through the unique identification and registration on the blockchain of the parties involved, applications can be developed to exchange large amounts of data off-the-blockchain directly among verified parties.

This will restrict the use of the blockchain for critical information and will ensure the scalability of both the blockchain and its applications.

As of the date of this memorandum, the total market capitalization of crypto-networks is $114 billion. The number of cryptocurrency users, with various devices, is currently about 34 million, almost doubling every year. A large section of that market is looking for a new solution to the challenges discussed above.

Hundreds of companies are developing applications based on the blockchain concept. VC funding for these companies in 2018 was $2.85 Billion. A further $20.6 Billion was raised through ICO's.

Most of these applications are waiting for a scalable network to run their applications on. Existing smart contract applications, running on Ethereum, best support financial transactions and legal contracts (e.g. the token market, with a capitalization of $9 billion).

This is only a fraction of the potential distributed application market. The much larger and untapped market for general applications, requiring the exchange of large amounts of data, is Gorbyte's target market for its future applications.
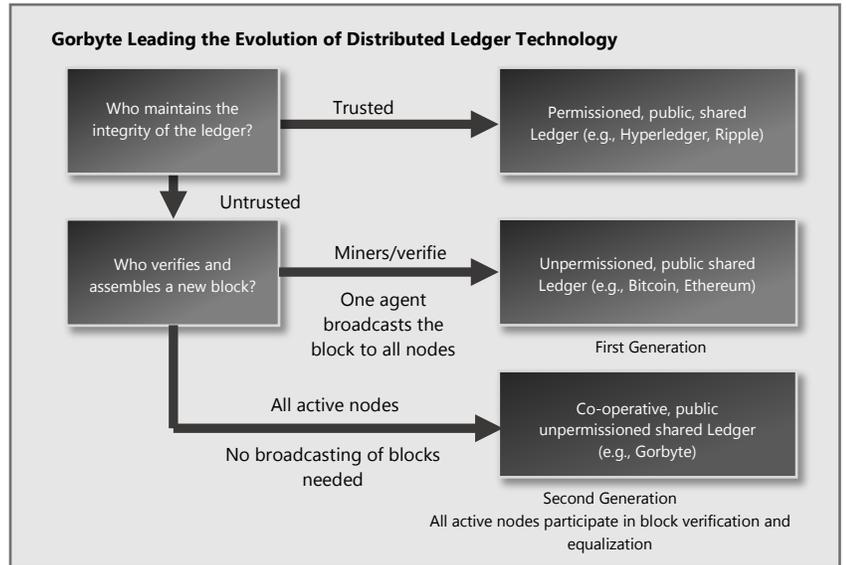
Examples are: The AI open market, supply chain applications, reservation systems, autonomous vehicles to IoT communication, virtual private blockchain networks and applications of superconnectivity. Each of the above markets is in the Trillions of dollars.
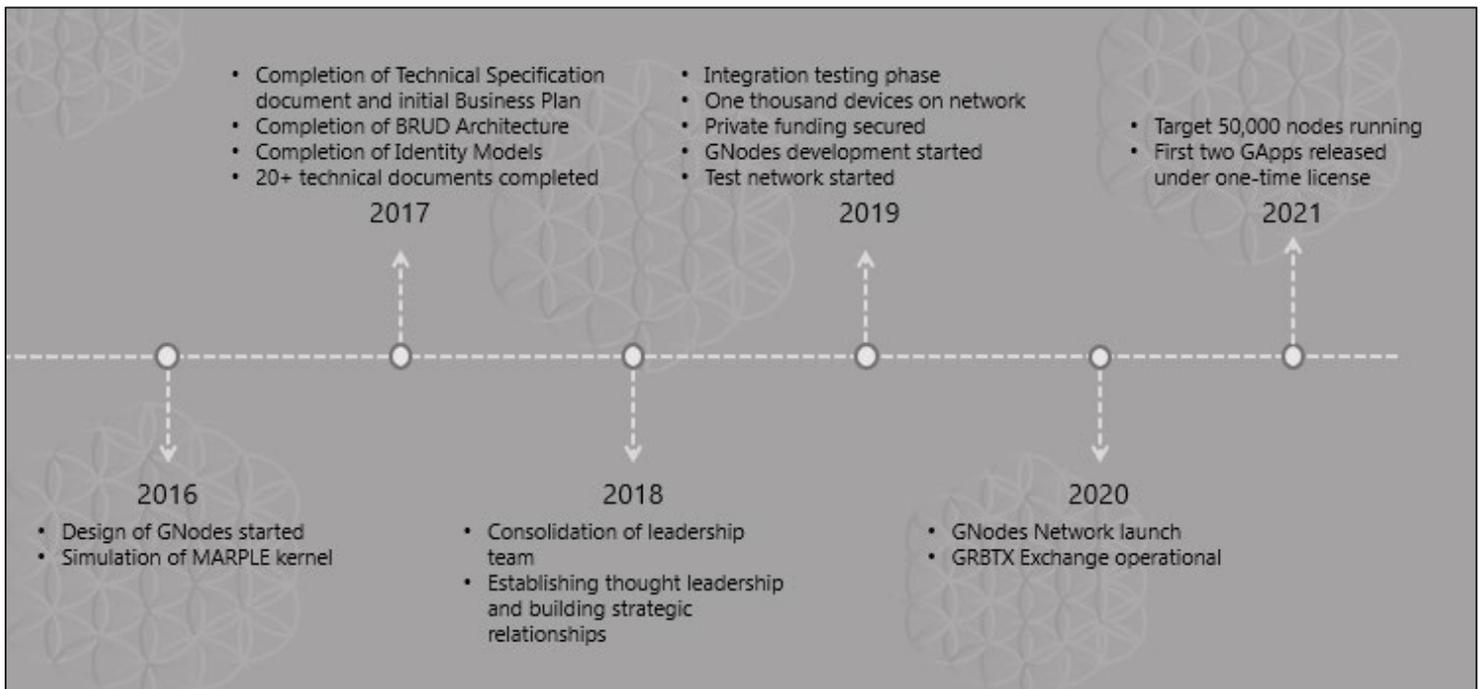
GNodes **competitive advantage**

The top unpermissioned crypto-networks, Ethereum 2014, Tezos 2017 and EOS.io 2018 are all striving for scalability of the network. However, they all use leader-based consensus protocols. *GNodes* uses a distributed agreement protocol.

These other networks each use smart contracts for their applications. *GNodes* uses a scalable application model. In addition, GNodes provides increased security and a unique identity to its users through unique devices (virtual or real) registered on its blockchain. When buying a device, payment is made through an accredited payment company.

Our Plan

Gorbyte Inc. will profit from software licenses for GNodes*.* The Gorbyte model for the distribution of GNodes is similar to that of MS Windows: Gorbyte will sell a one-time software license to mobile manufacturers for the introduction of GNodes with their new phones designed for the cryptocurrency market.

Gorbyte will individually license customers buying GNodes for their PC or for upgrades. In addition, Gorbyte Inc. will also profit from software licenses for future applications (see "Development Strategy" below).

- Completion of Technical Specification document and initial Business Plan
- Completion of BRUD Architecture
- Completion of Identity Models
- 20+ technical documents completed

- Integration testing phase
- One thousand devices on network
- Private funding secured
- GNodes development started
- Test network started

- Target 50,000 nodes running
- First two GApps released under one-time license

2017

2019

2021

2016
- Design of GNodes started
- Simulation of MARPLE kernel

2018
- Consolidation of leadership team
- Establishing thought leadership and building strategic relationships

2020
- GNodes Network launch
- GRBTX Exchange operational

Investment

We are raising up to $15,000,000 through the sales of up to 600 Units, where each Unit consists of 50,000 GOR Security Tokens (the "Tokens") for a price of Twenty-Five Thousand Dollars ($25,000) per Unit (the "Series A STO Offering"). The Offering is being made pursuant to an exemption from registration under Rule 506(c) of Regulation D of Section 402(a)(2) of the Securities Act.

The Tokens will carry certain rights including:

- Conversion. For each Ten (10) GOR Tokens held, the Token holder, at the Token holder's sole discretion can elect to exchange Ten Tokens for One (1) share of the Company's common stock.
- Royalty. 5% cumulative royalty on gross revenue for a five-year term from the closing date of the Series A STO Offering.

We anticipate the maximum proceeds from the Offering will be sufficient to sustain our operating plan through Q4 2020, at which point we anticipate a follow-on equity or debt offering up to $10,000,000.

The funds will be used to develop the GNodes network. Gorbyte has worked for over two years in its proof of concept; has simulated and proven the kernel of the majority agreement protocol; has produced many technical papers and articles; has participated to blockchain conferences and has been active in the Toronto blockchain community.

Gorbyte will use the bulk of the funds raised to hire fourteen top software developers in the Toronto area to implement in house, test and deploy the GNodes network in about thirteen months. After launch, most software human resources will be allocated towards the development of a proprietary currency Exchange and the development of many future distributed blockchain applications.

| Key Offering Data		Max	Tokenomics		
Corporate Structure			Tokens Offered		30,000,000
Shares Out		10,000,000	Tokens / Unit		50,000
Warrants/Options Out		1,500,000	Units		600
Convertible Debt	$	-	Price / Unit	$	25,000
Shares issued on Debt Conv.		-			
Shares Out Fully Diluted		11,500,000	Conversion Ratio		10
Offering	$	15,000,000	Shares Underlying Tokens		3,000,000
Offering Price / Security Token	$	0.50			
Offered Security Tokens		30,000,000			
Post Offering Shares Out (FD)		14,500,000			
Implied Share Price	$	5.00			
Implied Post Offering Valuation	$	72,500,000			

Market Overview

Individual cryptocurrency users

The market of cryptocurrency users, with various devices, was estimated at over 34 million users. This number is growing at the rate of about 170% per year. By the end of 2022 it is expected to reach almost 108 million. Blockchain wallets in use worldwide are approximately 28 million.

Corporate blockchain applications

According to Statista by year 2021 the worldwide market for blockchain technology will reach about $2.3B. The market is expected to exhibit significant growth. As the acceptance of cryptocurrencies by merchants increase and major organizations adopt the technology the demand for licensed software and consultancy services will face double digit growth for the next 4 years.

Blockchain Wallets Worldwide

Market for blockchain technology in million U.S. dollars
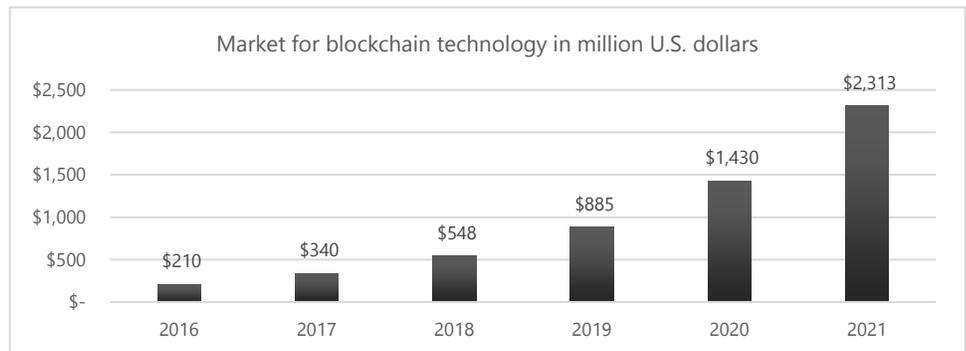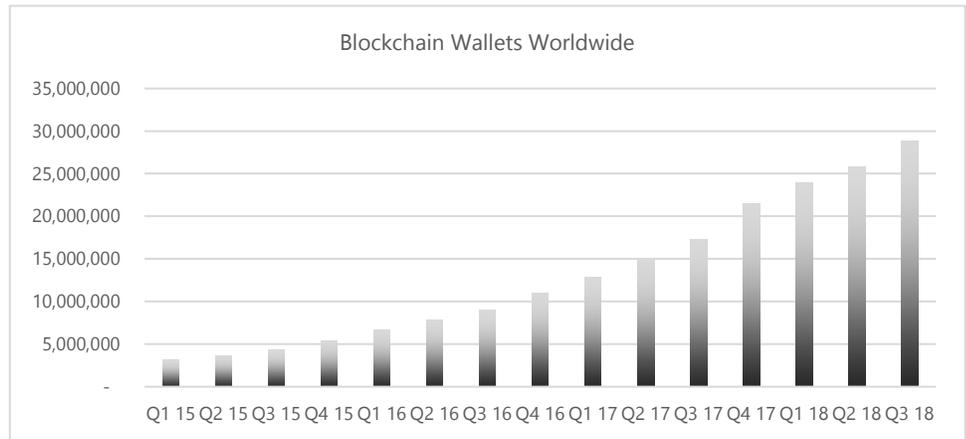
Gorbyte is targeting the blockchain market segment. These are people who are legally trading products and services using one or more cryptocurrencies, or trading cryptocurrencies as commodities. This is a growing market that demands security and reliability. These users would be attracted by the no-cost transactions offered by GNodes and the security and convenience it offers when running on a dual environment mobile device.

The scalability of the network is also an important factor to them. As the network grows, a larger user base means more opportunities for them to find products and services to trade and more opportunity for their currency exchanges.

Of all cryptocurrency users, Gorbyte will specifically exclude customers from nations where the KYC procedures and payment services cannot be trusted. Based on current market conditions, we estimated this will reduce our market opportunity by about 40%.

Our goal is to gain about 2% of the remaining 60% of the cryptocurrency market within its third year of operation. This means that by 2022 about 2.1 Million people will be Gorbyte customers using GNodes. As the industry continues to grow many users will start adopting the blockchain technology for several reasons:

1) Access to cryptocurrencies will become easier and users will start realizing the benefits of using digital currency;
2) Government regulations will come in place and illegal users will be restricting their trades within those networks that provide them with anonymity. New cryptocurrencies that work with the law will see reduced money laundering and fewer illegal trades;

3) The appreciation, interest and shared proceeds offered by some cryptocurrencies will be higher than other traditional financial instruments. Cryptocurrencies will start being selected by fund managers as an investment medium;

4) Distributed blockchain applications will become mainstream and more organizations will use these applications for their requirements.

We believe that our target segment will grow exponentially in the next several years. The distributed operating environment offered by *GNodes* will become the Distributed Application Model for blockchain applications.

Key Trends

Companies considering platform alternatives

Many companies realize the limitations and cost of Ethereum based platforms and are considering alternatives. While developing applications on smart contracts gives programmers a lot of freedom, the applications built on Ethereum smart contracts, are impractical and expensive. Network congestion and space requirements are becoming serious problems.

The blockchain infrastructure (e.g., *GNodes*' DOE) can theoretically support almost any industry application.

Blockchain and IoT synergy

From superconnectivity (spearheaded by Gorbyte) to security and access control, these two technologies have many common elements. User devices, vehicles, drones and autonomous robots, will all use blockchain technology for secure identity verification and information sharing.

Background - Current crypto networks

On the one side, *permissioned* crypto networks solve those problems by requiring either central control, or a somewhat de-centralized control, of the network. These solutions provide the advantages of distributed ledgers and encryption security, but do not part from the traditional architecture of distributed applications.

On the other side, *unpermissioned* crypto-networks aim towards a complete distribution and equalization of the peer nodes of the network. They solve several security problems, but provide a limited, inefficient, costly and not scalable solution.

In addition, they maintain node anonymity and do not provide addressability and unique identification of users required by most distributed applications.

Our Network

Gorbyte has developed GNodes, a crypto network that resolves limitations with existing permissioned and unpermissioned crypto-networks by using a majority agreement protocol (MARPLE) that is independent of the network size, greatly reduces the need of transmitting blocks and reduces the cost of network operation to zero: All network nodes participate in the verification of transactions and assemble their own replica of the blockchain.

Now all fundamental application components (communication, addressability, replication and security, or "C.A.R.S.") can be included in the GNodes platform to obtain our desired complete solution: A new platform for distributed applications.

With this platform, applications are less costly to develop, simpler and more reliable, extremely scalable, secure and fast.

Application efficiency and cost reduction

The *GNodes* design allows for the inclusion of the four fundamental components of a distributed application (C.A.R.S.) into its Distributed Operating Environment (DOE). *GNodes* guarantees a high standard of security and reliability for these components that normally would have to be coded as part of the application.

The application designer can focus on the problem at hand and development and security costs are reduced.

Application scalability

The Gorbyte architecture allows for the unique identification and registration on the blockchain of network users. These can be the parties with a client or server role in an application, or the parties in a peer to peer exchange.

After verifying their respective unique identification on the blockchain, the parties can exchange large amounts of data off-the-blockchain directly among themselves.

This makes applications independent of smart contracts. They can achieve utmost scalability and avoid most of the transaction costs associated with smart contracts.

Such architecture will ensure:

- The scalability of the blockchain, which will be used only to hold critical data and not all data for all applications.
- Faster transactions processing and confirmations, as the load on the blockchain is greatly reduced.
- The utmost scalability of future applications, as they will be able to handle large quantities of data according to their requirements.

Development Strategy

Assuming the successful close of the current offering, we intend to:

- Hire a team of developers and start the development of GNodes.
- Partner with mobile manufacturers to include GNodes in their new dual-environment devices sold to the cryptocurrency user market segment.
- Complete the development and test of the backbone GNodes network and launch the crypto network with its currency and Exchange.
- Re-assign some of the developers to the development of distributed applications.
Gorbyte is currently ready to hire software developers to code and deploy the GNodes network.

The software development plan, available on demand, includes hiring 14 developers to develop and test the GNodes network and a back-end currency exchange (GRBTX) within 13 months.

At the same time Gorbyte will work on developing a partnership with a mobile manufacturer to increase its potential customer base within the cryptocurrency user market, currently estimated to be approximately 34 million users and about 108 million users by the end of 2022.

After launch of GNodes, some of the software developers will be dedicated to the development of two proprietary applications designed for GNodes individual users. These will be ready about six months after launch, in the first year of GNodes network operation.

The development of a corporate application in the financial sector (VPBN Financial) will also be started.

Gorbyte estimates that the GRBTX SaaS license to one currency Exchange will substantially contribute to Gorbyte's income.

Software License Model

The Gorbyte software license model will target two main segments:

1) Legal users of unpermissioned crypto networks, for basic GNodes services, individual blockchain applications and currency exchanges.
2) Corporation and organizations who want to provide a blockchain application for their customers.

Business Strategy

We intend to seek partnerships with mobile manufacturers to bundle GNodes software with new dual-environment devices directed to cryptocurrency users and traders.

The users of GNodes will enjoy a currency that is nonvolatile, trades worldwide with no transaction fees, and can be held securely in a savings account on their device.

Blockchain applications: Blockchain technology can be used for much more than financial transactions and smart contracts. Many companies around the world are developing pilot applications and waiting for a crypto network that will support them. Not only the GNodes network is scalable, but Gorbyte's application model is extremely scalable, thus opening many new markets for applications based on GNodes' DOE, especially applications that require the exchange of large amounts of data.

Superconnectivity: Gorbyte will spearhead this new development. Devices will interact with other devices including IoT devices within Wi-Fi bubbles and in parallel, without network bandwidth limitations and at no cost. They will use blockchain information without issuing blockchain transactions, for access control, event handling and a variety of personal services.

Social Impact

Gorbyte will work with governments and international organizations to provide a large number of mobile devices to the unbanked. More than a billion unbanked people in the southern hemisphere will soon have internet access through low-orbiting satellites.

Many of them already rely on mobile phones and use local services for payments. Once they will have the availability of a fast internet connection, they will want to trade with the rest of the word.

The pilot project with the unbanked will be a key for Gorbyte to extend its backbone test network and prove the viability of GNodes running a full replica of its blockchain on mobile devices. It will also introduce internet trading, a non-volatile currency, no-cost financial transactions and an interest-bearing savings account to people who did not have banking services easily available before.

After the pilot project is completed, many more people in the southern hemisphere will become GNodes customers, as the no-cost basic financial services model provided by GNodes will have no competitive alternative.

Additional Target Opportunities

While our market introduction strategy is mainly seeking revenues from cryptocurrency users and individual users of applications, this is only a fraction of the potential distributed application market.

There is even a bigger untapped market: The thousands of companies that are currently using cloud-based applications.

Many of these companies, such as financial institutions, are already moving towards DLT technology. Most of these require the transfer of large amounts of data (one of Gorbyte's competitive advantages). All of the above companies represent the future market for Gorbyte's "Enterprise" distributed applications.

On the basis of end user, the market is categorized into government, financial institutions, automotive, retail and e-commerce, media and entertainment, and others.

The global blockchain distributed ledger market accounted for $228 million in 2016, and is anticipated to reach $5,430 million by 2023, growing at a CAGR of 57.6% from 2017 to 2023.1F3F3F[1]

Early candidates

The banking and financial institution segment dominates the global market, in terms of revenue, and is expected to maintain its leading position. Financial Technology companies are planning to invest a part of their total investment in the distributed ledger technology. These are the most likely candidates to appreciate the savings, in intermediary systems, software, network maintenance, etc. of the GNodes network and may ask Gorbyte for applications for their requirements.

Most importantly, they will appreciate the Gorbyte's Virtual Private Blockchain Network (VPBN) to substitute for their hybrid cloud architectures. Gorbyte has the competitive advantage with respect to other crypto-networks, as its Enterprise customers can have the privacy and control of a private network, and at the same time offer their customers the services and convenience of the Gorbyte global network for worldwide no-cost payments and movements of funds.

Other industries

Other industries, from an Artificial Intelligence Open Market to Supply Chain applications, will provide an expanding market for many years. Gorbyte will be well positioned to dominate the unpermissioned solutions for blockchain distributed applications.

In particular, the connection and integration between IoT devices and blockchain mobile devices will allow for superconnectivity. This new technology, initially identified and defined by Gorbyte, will provide Gorbyte with further name recognition, leverage with IoT device and mobile manufacturers and opportunity for growth.

Competitive Landscape

Current competitors are only providing a system for financial transactions and simple contracts. No company at this time can support distributed blockchain applications with large data exchange requirements. This market is much larger than the financial transaction market. Gorbyte will spearhead several sections of this very large market (e.g., superconnectivity, distributed social networks, asset registration).

All current crypto-networks provide currencies with a high degree of volatility. In addition, other crypto-networks have limitations in scalability, throughput and cost.

Bitcoin: The first and most notorious crypto-network can be used only for simple financial transactions and contracts. Its cost of operation is very high.

Ethereum: The second most successful crypto-network is moving to a less expensive consensus mechanism. Its smart contracts are more flexible than in Bitcoin, but are still costly. Smart contracts are impractical for applications that require exchanging large amounts of data.

Tezos: A startup that raised $232 Million in its 2017 ICO, solves some of the Ethereum problems, but still counts on a leader-based consensus mechanism and similar smart contracts.

EOS.io: A startup that raised $4 Billion in 2018, identified most of the current crypto-network problems, but still uses a leader-based consensus, smart contracts and rewards, for a set of 21 voted-in block producers. Furthermore, to increase

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[1] Blockchain Distributed Ledger Market by Type and End User - Global Opportunity Analysis and Industry Forecast. March 2017. Allied Market Research.

its transaction throughput, it uses permission-based structures (accounts and access rights) effectively abandoning the category of unpermissioned public networks.

Our Advantage

- No cost of network operation. The rewards and fees normally paid to miners are avoided. GNodes can offer an unbeatable billing model: Just as there are no fees when cash changes hand, there are no fees with GNodes for basic transactions. No other crypto-network offers no-cost transactions.

- A unique identification provided by the GNodes device (virtual or real) at the network layer. This can be used by applications that require reliable and secure sessions among application parties. Other crypto-networks cannot provide unique identification of nodes or devices, because their addresses can be generated at will.

- Users have complete control of their GNodes wallets: No requirement to host their wallets with an Exchange or a third party.

- Immediate verification of the unique identity of peer parties (or the parties in an application). This allows for less costly alternatives to smart contracts. Other crypto-networks cannot provide immediate verification, as their user devices do not maintain a replica of the blockchain.

- GNodes offers the utmost security and automatic key management when running on a dual environment mobile device. The user keys never leave the device, are not displayed and are inaccessible, even by their owners. Other crypto-networks' full nodes cannot run in mobile devices.

- A savings account, accumulating proceeds from fees charged by the network for complex applications. Other crypto-networks cannot share proceeds, because their users are not uniquely identifiable.

- A less volatile currency, allowing its use for a salaries, invoices, loans and other purposes. GNodes reduces volatility by using information from Exchanges to gauge the demand for its currency. It then uses this information to create new currency in periods of demand, thus stabilizing its currency value. Other crypto-networks cannot provide unique identification of Exchanges.

- With GNodes, when new currency is needed to satisfy demand, it is created right into users' wallets, as interest proportional to their holdings. This is more than other crypto-networks can do, it is better than holding cash, and offers more flexibility than a term deposit with a bank.

- The basis for superconnectivity: The immediate, no-cost verification and interaction with other devices in one's proximity, whether mobile devices or IoT devices. Other crypto-networks cannot provide the basis for superconnectivity because only their full nodes have a replica of the blockchain.

- The ability to run complex distributed applications developed by Gorbyte or by third parties at a much lower cost. With Ethereum and similar crypto-networks, users have no alternative but pay fees for smart contracts. They are also limited in the amount of data they can exchange.

Revenue Model

The Gorbyte's licensing model (an innovation for a crypto-network): The GNodes software will be sold under a one-time license model. It will be bundled with new mobile devices, or its license will be sold individually. However, the GNodes network is distributed, has no special nodes, and is not owned or controlled by Gorbyte (unpermissioned).

Gorbyte will also license its applications both as a one-time license, for individual customers, and on a SaaS basis, for corporate customers. Gorbyte will have a direct and indirect sales strategy

Direct to individual users:

GNodes: Gorbyte will promote GNodes through social media, blogs, events, exhibitions and conferences, before and during the Security Token Offering ("STO"). The Blockchain user community is a focused group. It can be reached through a well-organized social media campaign. New users will also be the word of mouth to encourage users to install and use GNodes. Gorbyte will work with a social media team to outsource this media promotion campaign.

GApps: Gorbyte will identify the top targeted customers for its first two applications directed to individuals which will likely be within our customer base.

Direct to corporate customers:

GApps: We will partner with a Toronto based company for a pilot project to move their cloud-based application to the blockchain using the GNodes VPBN model.

Indirect through mobile manufacturers:

GNodes: Leading mobile hardware vendors will be approached to reach a software and license agreement to include GNodes as part of the mobile devices directed to the cryptocurrency market segment. This will allow Gorbyte to jumpstart its introduction of GNodes.

Indirect to corporate customers:

GApps: Will work with a system integrator to distribute our first financial and insurance applications to their existing customer base.

MANAGEMENT

Giuseppe Gori
Founder, Chairman

Giuseppe has a doctorate degree in Computer Science from the University of Pisa, Italy. He has vast experience in computer network research and development with IBM in Italy and Canada. He also served as assistant professor of computer science at the University of Pisa and visiting professor at Western University, represented Canada at international meetings on communication standards and consulted for several communication companies in Toronto (e.g., Bell Canada, AT&T).

Mauro Cappa
Co-Founder, Director, Director of Engineering

Mauro has a Masters degree in Electrical Engineering from the University of Toronto, Computer Group. Prior to Gorbyte, he served as Research & Development manger at IBM, where he provided Project Management and Quality Assurance for a wide range of computer products, including eCommerce and Wireless LAN products. Mauro led a team of approximately 30 professionals responsible to test and release IBM Websphere Commerce Suite, a mult-platform application written in Java with several million lines of code.

M. Amer Husain, BS, BFP, FCA
Co-Founder, Director, Chief Financial Officer

Amer holds a BSc Hons Physics from the University of London, First Class Hons, awarded the Leo Pincherle Prize, and second position in the University of London-wide Grenville prize in Hons. Prior to Gorbyte, Amer served as Group Director for TMX and worked in the financial services industry with several major banks. He served as VP, Chief Operating Officer Citibank Credit Structures division – Finance, Control and Operations – London, England, the Sumimoto Bank, London, England, was Head of Custodian Services – Morgan Grenfell Asset Management (Deutsche Bank) – Operations – London, England the Royal Bank of Canada and the Bank of Montreal, Canada.

James Cappa
Co-Founder, Director

James holds a Bachelor of Education (BSc) degree in science and mathematics from the University of Toronto, a BSc in biology from York University and an Accounting and Finance degree from Brock University. Prior to Gorbyte, he served as Senior Corporate Auditor for the Canada Revenue Agency, involved in the audit and enforcement of the Income Tax Act concerning Aggressive Tax Planning arrangements. In addition, James was responsible for implementing a review of Public Corporation elections filed across Canada including "Offering memorandums", exempt status documentation, the election to be a Public Corporation and shareholder lists, and the review of the shares issued by Public Corporations for the purpose of raising funds.

Lisa Williams
Co-Founder, Director, Director of Business Development

Lisa is a graduate of Fleming College in Human Resources Management, and Centennial College in accounting. She is skilled in business development, administration, accounting, macroeconomics, management theory, business law and information systems. She has proven her ability to provide ongoing advice on strategic, operational employee relations and marketing in more than 11 years serving as a Wal-Mart Manager, operating 5 Wal-Mart locations. Currently, Lisa is also a Director of Sijgale Property Management. She has experience in managing complex projects including liaison with Engineering, Manufacturing Team and Sales to meet required industry and government standards.

Giacomo Marini, Co-founder of Logitech, NEATO Robotics and Noventi Ventures, is Gorbyte's top business advisor.

Gorbyte Inc. has secured the advice of some of the top computer scientists in North America, including *Dr. Raouf Boutaba*, UoW, and *Dr. Giovanni DiCrescenzo*, NYU.

Pro Forma Financial Forecast2F[2]

		2019		2020		2021		2022		2023
Total Revenue	$	-	$	2,050,000	$	27,180,000	$	96,720,000	$	138,300,000
Total Direct Costs		-		-		-		-		-
Gross Margin		-		2,050,000		27,180,000		96,720,000		138,300,000
Total Operating Expenses		11,510,000		13,770,000		16,490,000		22,320,000		22,450,000
Operating Income (Loss)		(11,510,000)		(11,730,000)		10,700,000		74,400,000		115,860,000
Total Other Income		-		-		-		-		-
Income Taxes		-		-		2,870,000		15,030,000		23,490,000
Net Income (Loss)		(11,510,000)		(11,730,000)		7,830,000		59,370,000		92,370,000
EBITDA (Loss)	$	(10,490,000)	$	(10,520,000)	$	12,090,000	$	76,300,000	$	115,860,000
%		#DIV/0!		-513%		44%		79%		84%
Total Current Assets	$	4,320,000	$	1,840,000	$	13,500,000	$	71,520,000	$	162,030,000
Fixed Assets, Net		-		1,030,000		2,240,000		3,630,000		5,530,000
Total Other Assets		-		-		-		-		-
Total Assets		4,320,000		2,870,000		15,730,000		75,150,000		167,550,000
Total Current Liabilities		820,000		1,090,000		1,140,000		1,180,000		1,230,000
Total Long Term Liabilities		-		-		-		-		-
Total Equity		3,500,000		1,780,000		14,600,000		73,970,000		167,550,000
Total Liabilities and Equity	$	4,320,000	$	2,870,000	$	15,730,000	$	75,150,000	$	167,550,000
Total Cash From (For) Operating Activities	$	(9,670,000)	$	(10,420,000)	$	7,160,000	$	55,530,000	$	88,950,000
Total Cash From (For) Investing Activities		(1,030,000)		(2,240,000)		(2,600,000)		(3,290,000)		(1,900,000)
Total Cash From (For) Financing Activities		15,000,000		10,000,000		5,000,000		-		-
Net Increase (Decrease) In Cash		4,320,000		(2,650,000)		9,570,000		52,240,000		87,050,000
Cash and Cash Equivalents-End	$	4,320,000	$	1,670,000	$	11,230,000	$	63,460,000	$	150,510,000
Enterprise Value Based Upon Multiple	$	-	$	-	$	120,900,000	$	763,000,000	$	1,158,600,000

Revenue and Earnings Growth

DISCLAIMER

This is Not an Offer to Purchase or Sell Securities. This overview is for informational purposes and is not an offer to sell or a solicitation of an offer to buy any securities in the Company and may not be relied upon in connection with the purchase or sale of any security. Securities of the Company if offered, will only be available to parties who are "accredited investors" (as defined in Rule 501 promulgated pursuant to the Securities Act of 1933, as amended) and who are interested in investing in the Company on their own behalf. Any offering or solicitation will be made only to qualified prospective investors pursuant to a confidential offering memorandum, and the subscription documents, all of which should be read in their entirety.

To obtain further information, you must complete our investor questionnaire and meet the suitability standards required by law.

Cautionary Note Regarding Forward-Looking Statements/Pursuant to the U.S. Private Securities Litigation Reform Act of 1995

This investment brief contains, and our officers and representatives may from time to time make, "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. Examples of forward-looking statements include, among others, statements we make regarding launch of products, sales, markets, marketing strategies, our estimates on future financial performance, revenue growth and earnings, anticipated levels of capital expenditures and our belief that offering proceeds will provide sufficient liquidity to fund our business operations over the next 36 months.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

Risks Related to the Company's Business

- *The Company has limited operating history, which makes it hard to evaluate its ability to generate revenue through operations.*
- *Failure to manage our growth may adversely affect our business or operations.*
- *Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business.*
- *We may encounter difficulties related to the development and implementation of the GNodes network*
- *Our success depends in large part on our ability to attract licensees and users to the GNodes network.*
- *Our solutions face intense competition in the marketplace. If we are unable to compete effectively, our operating results could be adversely affected.*
- *Failure to establish and maintain relationships with partners that can provide complementary technology offerings and software integrations could limit our ability to grow our business.*
- *If we do not keep pace with technological changes, our solutions may become less competitive and our business may suffer.*

- *Any failure or interruptions in the internet infrastructure, bandwidth providers, data center providers, other third parties or our own systems for providing our solutions to customers could negatively impact our business.*
- *Any failure to offer high-quality technical support services may adversely affect our relationships with our customers and our financial results.*
- *Because our platform is offered to corporate customers on a licensed and subscription basis, we are required to recognize revenue for it over the term of the subscription. As a result, downturns or upturns in sales may not be immediately reflected in our operating results.*
- *Adverse economic conditions or reduced technology spending may adversely impact our business.*
- *Regulatory risks*
- *Dependence on Internet infrastructure; risk of system failures, security risks and rapid technological change*
- *We depend on our senior management team and other key employees, and the loss of one or more key employees could adversely affect our business.*
- *Our sales cycle is unpredictable. As more of our sales efforts are targeted at larger enterprise customers, our sales cycle may become more time-consuming and expensive, and we may encounter pricing pressure, which could harm our business and operating results.*
- *Assertions by third parties of infringement or other violations by us of their intellectual property rights could result in significant costs and harm our business and operating results.*
- *We may need to raise additional capital, which may not be available to us.*

Risks Related to the Offering

- *There are no assurances that the Company will successfully raise the funds required to successfully operate its business plan, expand its products, and accelerate its sales and marketing effort.*
- *The Company's management will have broad discretion over the use of the net proceeds from this Offering.*
- *Purchasers may lack information for monitoring their investment.*

For more information:

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