

Joy Gaming Limited



Confidential Private Placement Offering Memorandum

Purchase Rights for JoyTokens pursuant to Simple Agreement for Future Tokens

**THE OFFERING PERIOD OF THE PLACEMENT WILL EXPIRE ON THE
EARLIER TO
OCCUR OF: (I) THE DATE ON WHICH THE MAXIMUM PLACEMENT
AMOUNT HAS BEEN
SUBSCRIBED FOR AND ACCEPTED BY THE COMPANY AND A FINAL
CLOSING IS
CONDUCTED OR (II) April, 2018.**

This Confidential Private Placement Offering Memorandum has been prepared by Joy Gaming for use by “accredited investors” to whom Joy Gaming is offering (the “**Pre-Sale**”) the opportunity to purchase the right to acquire in the future, pursuant to a Simple Agreement for Future Tokens, tokens to be developed, produced and offered by Joy Gaming Limited. Unless the context requires otherwise, in this Memorandum the terms “**Joy Gaming**” “the “**Company**,” “**we**,” “**us**” and “**our**” refer to Joy Gaming Limited and all dollar (\$) amounts set forth herein refer to United States dollars.

This Confidential Private Placement Offering Memorandum (the “**Memorandum**”) has been prepared solely for use by accredited investors to whom Joy Gaming is offering the right to purchase tokens (the “**JoyTokens**”) pursuant to a Simple Agreement for Future Tokens (a “**SAFT**”) to be issued by Joy Gaming Limited (“**Joy Gaming**” or the “**Company**”) and shall be maintained in strict confidence. Each recipient hereof acknowledges and agrees that (i) the contents of this Memorandum constitute proprietary and confidential information, (ii) Joy Gaming and its affiliates derive independent economic value from such confidential information not being generally known, and (iii) such confidential information is the subject of reasonable efforts to maintain its secrecy. The recipient further agrees that the contents of this Memorandum are a trade secret, the disclosure of which is likely to cause substantial and irreparable competitive harm to the Company. Any reproduction or distribution of this Memorandum, in whole or in part, or the disclosure of its contents, without the prior written consent of the Company, is prohibited. Each person who has received this Memorandum is deemed to agree to return this Memorandum to the Company upon request. The existence and nature of all conversations regarding the Company and this Pre-Sale must be kept confidential.

This Memorandum has been prepared in connection with a private placement offering to “accredited investors” (as such term is defined in Rule 501(a) of Regulation D under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”)) of the right to acquire JoyTokens in the future, pursuant to a SAFT. Each investor will be required to execute a SAFT (as amended, restated and/or otherwise modified from time to time) and investor questionnaire (the “**Questionnaire**”) for KYC/AML purposes to effect its future investment in the JoyTokens. This Memorandum contains a summary of certain terms of the SAFT, the JoyTokens and certain other documents referred to herein. However, the summaries in this Memorandum do not purport to be complete and are subject to and qualified in their entirety by reference to the actual text of the relevant document, copies of which will be provided to each prospective investor upon request. Each prospective investor should review the SAFT and such other documents for complete information concerning the rights, privileges and obligations of SAFT investors. If any of the terms, conditions or other provisions of the SAFT or such other documents are inconsistent with or contrary to the descriptions or terms in this Memorandum, the SAFT or such other documents shall control. The Company reserves the right to modify the terms of the Pre-Sale, the SAFTs and the JoyTokens described in this Memorandum, and the SAFTs are offered subject to the Company’s ability to reject any commitment in whole or in part.

The SAFTs and the JoyTokens have not been and will not be registered under the Securities Act, or any United States state securities laws or the laws of any foreign jurisdiction. The SAFTs will be offered and sold under the exemption provided by Section 4(a)(2) of the Securities Act and Regulation D promulgated thereunder, or to persons who are not “**U.S. Persons**” (as such term is defined in Regulation S under the Securities Act) and who are not purchasing for the account or benefit of a U.S. Person, and other exemptions of similar import in the laws of the states and other jurisdictions where the Pre-Sale will be made. The Company will not be registered as an “investment company” under the United States Investment Company Act of 1940, as amended (the “**Investment Company Act**”). Consequently, investors will not be afforded the protections of the Investment Company Act.

The SAFTs described in this Memorandum are subject to restrictions on transferability and resale and may not be transferred or resold. Investors should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time.

An investment in the SAFT and the JoyTokens involves a high degree of risk, volatility and illiquidity. A prospective purchaser should thoroughly review the confidential information contained herein and the terms of the SAFT, and carefully consider whether an investment in the SAFT is suitable to the investor’s financial situation and goals.

No person has been authorized to make any statement concerning the Company or the sale of the SAFTs discussed herein other than as set forth in this Memorandum, and any such statements, if made, must not be relied upon.

Investors should make their own investigations and evaluations of the SAFT and the JoyTokens that will be delivered pursuant thereto, including the merits and risks involved in an investment therein. Prior to any investment, the Company will give investors the opportunity to ask questions of and receive answers and additional information from it concerning the terms and conditions of this Pre-Sale and other relevant matters to the extent the Company possesses the same or can acquire it without unreasonable effort or expense. Investors should inform themselves as to the legal requirements applicable to them in respect of the acquisition, holding and disposition of the SAFTs and the JoyTokens upon their delivery, and as to the income and other tax consequences to them of such acquisition, holding and disposition.

This Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, an interest in any jurisdiction in which it is unlawful to make such an offer or solicitation. Neither the United States Securities and Exchange Commission nor any other federal, state or foreign regulatory authority has approved an investment in the SAFT. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Memorandum, nor is it intended that the foregoing authorities will do so. Any representation to the contrary is a criminal offense.

Investments in the SAFT are denominated in United States dollars (\$) and investors may tender United States dollars or BTC or Ethereum (or ETH) in exchange for the SAFT. United States dollars will be converted to ETH at a commercially reasonable exchange rate at the time of payment. Such currencies are subject to any fluctuation in the rate of exchange and, in the case of digital assets, the exchange valuations. Such fluctuations may have an adverse effect on the value, price or income of an investor's investment.

This Memorandum, the SAFT and the White Paper may be translated into languages other than English. In the event and to the extent that the terms in the non-English versions of the documents conflict with the English language versions of the documents, the English language versions will control and govern.

Cautionary Statements Regarding Forward-Looking Statements

Certain statements in this Memorandum constitute forward-looking statements. When used in this Memorandum, the words "may," "will," "should," "project," "anticipate," "believe," "estimate," "intend," "expect," "continue," and similar expressions or the negatives thereof are generally intended to identify forward-looking statements. Such forward-looking statements, including the intended actions and performance objectives of the Company, involve known and unknown risks, uncertainties, and other important factors that could cause the actual results, performance, or achievements of the Company in its development of the Joy Gaming technology platform to differ materially from any future results, performance, or achievements expressed or implied by such forward-looking statements. No representation or warranty is made as to future performance or such forward-looking statements. All forward-looking statements in this Memorandum speak only as of the date hereof. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in its expectation with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

Prospective investors are not to construe this Memorandum as investment, legal, tax, regulatory, financial, accounting or other advice, and this Memorandum is not intended to provide the sole basis for any evaluation of an investment in an interest. Prior to acquiring an interest, a prospective investor should

consult with its own legal, investment, tax, accounting, and other advisors to determine the potential benefits, burdens, and other consequences of such investment.

JOY GAMING LIMITED

SIMPLE AGREEMENT FOR FUTURE TOKENS

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FOR INVESTORS THAT ARE IN THE UNITED STATES OR ARE U.S. PERSONS (AS SUCH TERMS ARE DEFINED IN REGULATIONS UNDER THE SECURITIES ACT), THIS PRE-SALE IS LIMITED TO ACCREDITED INVESTORS (AS DEFINED IN RULE 501(a) OF REGULATION D UNDER THE SECURITIES ACT). ONLY PERSONS OF ADEQUATE FINANCIAL MEANS WHO HAVE NO NEED FOR PRESENT LIQUIDITY WITH RESPECT TO THIS INVESTMENT SHOULD CONSIDER PURCHASING THE PURCHASE RIGHTS SET FORTH IN THE SAFT OFFERED HEREBY BECAUSE: (I) AN INVESTMENT IN THE SAFTS INVOLVES A NUMBER OF SIGNIFICANT RISKS (SEE “RISK FACTORS”); AND (II) NO MARKET FOR THE SAFTS OR THE PURCHASE RIGHTS CONTAINED THEREIN EXISTS, AND NONE IS LIKELY TO DEVELOP IN THE REASONABLY FORESEEABLE FUTURE. THIS PRE-SALE IS INTENDED TO BE A PRIVATE OFFERING THAT IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS.

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IN THE EVENT OF A FAILURE TO LAUNCH THE JOY GAMING TECHNOLOGY PLATFORM, THE COMPANY MAY WIND UP ITS OPERATIONS AND DISTRIBUTE ITS ASSETS TO INVESTORS, INCLUDING HOLDERS OF SAFTS, AS MORE FULLY SET FORTH IN THE SAFT, AND AN INVESTOR WHO RECEIVES COMPANY ASSETS IN EXCHANGE FOR ITS RIGHTS UNDER THE SAFT GENERALLY SHOULD RECOGNIZE TAXABLE GAIN OR LOSS IN AN AMOUNT EQUAL TO THE DIFFERENCE BETWEEN THE FAIR MARKET VALUE OF THE ASSETS THE INVESTOR RECEIVES AND ITS ADJUSTED TAX BASIS IN ITS SAFT (WHICH WILL GENERALLY EQUAL THE AMOUNT OF CASH IT ADVANCED UNDER THE SAFT).

COMPANY OVERVIEW

Joy Gaming

Joy Gaming Limited is an Belize company established in 4th December 2017 with offices in New Horizon Building, Ground Floor, 3½ Miles Philip S.W. Goldson Highway, Belize City, Belize. References in this Memorandum to “**Joy Gaming**” “the “**Company**,” “**we**,” “**us**” and “**our**” refer to Joy Gaming Limited. The Company was established to develop the Joy Gaming technology platform, as described below.

All outstanding JoyTokens will be managed by the Joy Gaming Foundation. The Joy Gaming Foundation is an Isle of Man non-profit organization established in October 2017 with offices in First Floor, 10-12 Prospect Hill, Douglas, Isle of Man IM1 1EJ. The Joy Gaming Foundation was formed to distribute funds to Joy Gaming Limited.

Background Behind Joy Gaming

The lack transparency in online gaming creates a lack of trust in the online gambling industry. As a result, players will use reputable casinos instead of smaller sites, even if the smaller sites offer more interesting games or innovative features, because players trust the reputable casinos that their games are fair. Players are forced to choose between the safety and security of known, reputable casino operators or the innovation of smaller operators. Moreover, sometimes the known, reputable online casinos are also shown to be operating fraudulently and/or abscond with player funds. Joy Gaming’s technology is a transparent blockchain-based stack for online gaming that resolves these problems through its utilization of the blockchain. The “Joy Gaming technology platform” provides trust and integrity to the gaming industry, which (1) empowers game developers, (2) enhances the gameplay for users and securely holds their funds, (3) enables casinos (both large and small) to grow their revenues, and (4) allows affiliates to more easily service the online gaming industry.

Joy Gaming’s technology platform enables users to play online gaming in a transparent and code-governed environment. This allows players and developers to have confidence in the fairness of the games because they can verify for themselves where the funds are, whether the gameplay is fair, and remain fully confident in the integrity of any game offering.

Through an innovative RNG generator, players will have peace of mind that the games they play are fair. Developers, casinos and affiliate marketers benefit from a transparent ecosystem that provides liquidity sharing and fair compensation to all parties. By connecting all the parties via a fair and transparent platform, we hope to provide an optimal solution where all participants in the Joy Gaming technology platform benefit.

The existing gaming marketplace

The existing Gaming ecosystem is largely reputation driven - a reputation built up by increased advertising that is expensive to maintain and inhibits smaller developers from successfully bringing innovative games to the online gaming market. To acquire and retain players, casinos spend heavily on advertising in order to build trust and reputation through brand awareness. Players are forced to trust these casinos because a lack of transparency means that players can’t track their wagers and thus rely on the reputation of casinos to ensure fair gameplay.

In addition, large casinos control game development because players learn to trust the large casinos and don’t want to try out smaller operators and game developers. Smaller developers suffer because they are

paid a small percentage of the games revenue and face difficulties when publishing a new game, such as the lack of immediate income and/or easy access to large gaming platforms.

The Joy Gaming technology platform and the Joy Gaming Vision

Joy Gaming's technology platform offers a novel solution to connect small developers, large casinos, and players. It creates a gaming ecosystem that both empowers players and helps developers and casinos reduce risk and achieve greater revenues.

Joy Gaming's solution is blockchain-based and it allows developers to create games that are run on the backend, through a smart contract, rather than directly on the blockchain. Because all the results are recorded within the blockchain, there is significantly lower fraud because players can verify that developers are running games exactly as described on the blockchain. Further, game developers can connect and integrate with liquidity providers, such as casinos, to provide access directly to their games. Both the casinos and the developers benefit from the additional revenue and increased game innovation. The lack of reputation of any specific site is offset by the transparency of the rules and underlying game infrastructure that is recorded on the blockchain (in addition to the Joy Gaming approval system before games are allowed to go live on the Joy Gaming network).

The Joy Gaming technology platform will use the Ethereum network to run its Blockchain based ecosystem. The Ethereum network is well-established, accepted, and used by the community with a full Turing language capability. While there are some latency issues, a middle-ground decentralised solution is proposed below that can significantly reduce this latency.

Smart contracts

The Joy Gaming technology platform relies on decentralized smart contracts to safeguard and record everything on the blockchain. Through the blockchain, players will be able to view, in real time, the outcomes and the rewards of the network. The usage of an Autonomous Agent (i.e. a Smart Contract) builds trust in the system because any conflict of interest between the player and the platform is managed and audited in a decentralised manner.

Further, unlike traditional casinos where deposits are made to the player's casino account, users will always have control over their Joy Token wallet (and withdrawals are simpler and conducted more quickly). No third party needs to be involved since all the transactions are done via a Smart Contract, which guarantees everyone has access at all times and can verify the game's fairness and the safety of their funds.

Ecosystem benefits and structure

Because the Joy Gaming technology platform operates on the blockchain, players can easily identify where their money is going and whether the results were fairly generated. Player experience is Joy Gaming's top priority and the Joy Gaming technology platform will offer a wide variety of games, strong security, fairness, and reliability.

In addition to user benefits, developers benefit from the larger liquidity pool and reputation credibility provided by operating on the Joy Gaming network. Developers will be able to easily prove the integrity and accuracy of their games because it is all transparent on the blockchain. The developers will connect to casinos and collect commissions from the games being played, while knowing they have a robust audit trail. Developers are critical in the gaming industry. We at Joy Gaming understand them and will work to

provide the best experience in terms of fair reward, full support on the marketing process, and enabling a greater capacity of players/liquidity.

In addition to this Memorandum, we encourage you to read Joy Gaming’s White Paper, attached to this Memorandum as Exhibit A.

Joy Gaming Goals

Our goals and objectives for the Joy Gaming technology platform are as follows:

- To develop a high transparency online gaming infrastructure to build trust between players and casino operators, offer verifiable proof of funds and the fairness of gameplay, enable the quick and cheap launch of games by game developers, and ensure the security of player funds;
- To develop a gaming ecosystem that enables third-party affiliates and developers to easily build their companies and launch new services;
- To maintain the speed of gameplay as a high priority during the Joy Gaming technology platform development; and
- To integrate the Joy Gaming technology platform with existing blockchain technology.

In summary, our ultimate goal is to build a secure, reliable, high-transparency gaming platform that provides a fairer and better online gaming experience for players, casino operators, game developers, and affiliate marketers.

The Joy Gaming Technology Platform

Brief overview of the Joy Gaming Technology Platform

Our technology platform is a stack primarily composed of three main components: the Blockchain Layer, the Game Applications (back/front end) and the Random Number Generator (RNG). The back/front end of the games will be running on Joy Gaming databases, however, all parts that could lead to any form of dispute between the player and the platform will be decentralised and transparent over the Blockchain using Smart Contracts.

The Blockchain Layer

The Blockchain layer has three functions: token management, game outcome management, and providing auditability of the Random Number Generator.

Token Management

In a traditional online casino, players are required to send money to the casino in order to play its games. This creates the opportunity for potential fraud by the casino operator. Joy Gaming solves this problem by using Blockchain technology. All player funds will be stored in each players JoyToken wallet and a player retains control over their funds at all times. When a player places a bet, the money will be sent to a Smart Contract which will manage the outcome of the bet in a decentralised manner. The utilization of a Smart Contract on the Blockchain to govern the outcome means that the casino (i.e. the Joy Gaming technology platform) has no control over the player’s money at any time.

To summarize:

- The player owns his/her money at all times.
- The player is the only person who has management rights over their funds.
- Wagers are managed in a decentralised manner using Smart Contracts.

Game Outcome Management

For each player's wager, a Smart Contract will be used. The Smart Contract will manage the information provided by all parts of the system (Game code, RNG, player input). The Smart Contract will then verify the outcome of the play and automatically allocate funds to the right person according to the established contract rules.

For example, Player A initiates a bet on the roulette.

- I. The funds will be automatically sent to a roulette Smart Contract.
- II. The random number generated for this turn of the roulette will be copied and recorded within a Smart Contract. (Note: everything critical (RNG and game history) to the gameplay will be recorded on a Smart Contract).
- III. Utilising the random number generated, the Game code will send the outcome to the Smart Contract.
- IV. The winning side will then be automatically credited. If the player loses, then the money is split between the developer and the platform management/casino operator.
- V. Finally, the player can restart the process and continue playing or end their gaming session.

Auditability of the Random Number Generator (RNG)

A key part of the gaming industry is the verifiability of a RNG. In the traditional gaming structure, RNG generators are administered by the company hosting the games and (hopefully) tested by third parties. However, the day-to-day reliability of the RNG is dependent on the company hosting the games. In the Joy Gaming technology platform, the verifiability of the RNG for any game will be decentralised and demonstrably fair because every game will run on a custom-built algorithm for the RNG generator that is linked to the Ethereum network via a Smart Contract.

Game Application (Back & Front-End Management)

Game application codes will be hosted on the Company's servers or hosted through the IPFS, Sia, or Storj network (as discussed in greater detail below). Each game's outcome will then be communicated to the Smart Contract. Thereafter, the game servers will communicate the state of the game to the Blockchain using JSON RPC via IPC. Every game code will be accessible on the Blockchain along with full auditability on the random number generated for the specific game.

The main benefit of this structure is that the user experience (i.e. the speed of the game) will not be impacted by the usage or availability of the Blockchain because the gameplay is on the Company's servers or a hosted network and only the game outcomes will be on the Blockchain and they will be available immediately. This structure ensures that user experience is as close to the speed of traditional gameplay as possible, while ensuring that the process remains fully transparent and decentralized.

Randomness Based on Blockchain Information

The challenge is finding a decentralised RNG generation technique that the Joy Gaming technology platform can utilize based on the blockchain. The random generator must solve the following challenges:

- Time and delays from the Blockchain ecosystem- most notably, mining block time.
- Decentralization and full auditability.
- Licensing and legal compliance.

Existing RNG solutions use Block generation information (such as timestamp, Nonce, Hash of the current block, and so on) to generate random numbers. Those numbers are generated by miners and that opens the theoretical possibility of manipulating the randomness of those numbers. Despite this theoretical possibility, it is highly unlikely anyone (e.g. a resourceful miner) could successfully change the outcome of the game on the Ethereum Public Network because the miner would have to possess enough mining power to mine the Block several times within approximately fourteen seconds, as follows:

- I. The miner is competing in the mining process of the Ethereum blockchain.
- II. The miner finds the nonce and is now able to get the reward.
- III. The miner checks the nonce and Block information generated against the winning requirement of the game.
- IV. If it matches, the miner populates the result.
- V. Otherwise, the miner restarts the mining process to find another nonce that fits, forgetting about the previous mining reward.

Even though this RNG generation technique method would be highly reliable, the Company will not utilize this method because there is a minimal chance of manipulation. The goal of the Joy Gaming technology platform is to offer a RNG that does not allow for any potential manipulation.

RANDAO, a decentralised autonomous organization which aims to generate fully decentralised random numbers, is a strong possibility for the Joy Gaming technology platform. However, that technology is not mature enough at this time to be implemented successfully on the Joy Gaming technology platform. Nevertheless, Joy Gaming supports the development of fully decentralised random numbers and will continue following the development of RANDAO because, if fully mature and reliable, it is a good match with our business development plans.

Generating decentralized RNG numbers - Agile Approach

The randomness of numbers will be introduced through a congruential generator algorithm that generates pseudo random sequences of numbers, which will change by adding datasets (e.g. player movements over the platform, Forex and cryptocurrency exchange data, etc.). The datasets used will have both unexpected behaviour and constant availability. This RNG solution is compliant with licensing requirements because it can provide all the needed random numbers in a short amount of time and without impacting user experience. In order to strengthen the RNG model, Joy Gaming will initiate a double verification through Blockchain technology by mining each number over a transaction. It will then be impossible for anyone- including Joy Gaming itself- to manipulate the numbers in any way.

In sum, the JoyToken technology provides:

- A Blockchain-based back-end and development technology stack.
- Auditability and transparency over gaming codes - all contracts are accessible by players at all times.
- Smart Contracts implemented and connected to the game back-end through APIs.
- Security and integrity provided by the Ethereum network.
- A game registry system connecting game developers to liquidity providers (like casinos).
- Random number generation system that allow games to be publicly verifiable and easily accessible to game developers.

The official repository to demonstrate the functionality and implementation of JoyToken is available at the github link: <https://github.com/JoyPlatform/joy-contracts>. The code will be annotated to give full visibility and understanding of our approach from a development perspective. If you have any further questions, please contact our team at any time.

Blockchain Technology Alternatives beyond Ethereum

In this section, we present two additional technologies that may be integrated into our business development plans at an appropriate time.

IOTA: Decentralization using DAGs (Directed acyclic graphs)

IOTA is a new innovative decentralized approach. It is not a blockchain ecosystem, rather it introduces the concept of the “Tangle.” The Tangle is literally a blockchain without blocks and it makes the consensus process an intrinsic part of the system- in order to perform a transaction, the user has to participate in the system and be part of two other transaction validation processes.

This consensus feature makes transactions free of charge, which could introduce a considerable cut in the operating costs for an online casino while still providing the necessary validation. The system has been built for the IOT (Internet Of Things) ecosystem and is extremely scalable. It is also realistic to implement the same system efficiently on a smartphone or tablet- which are devices often used by players. Thus, this innovation has potentially game changing features for the gambling industry.

The current drawback is the transaction validation time. However, the transaction time is directly impacted by the number of active participants (since you must participate in two other validations in order to make your own transaction validated). Thus, a larger number of users will decrease the transaction time (which is currently between 2-3 minutes). Notably, the IOTA network is still on a beta version and the free transaction feature will likely attract large amounts of users, which would thereby reduce the transaction validation time because of the larger number of users.

This initiative is currently under development (at the time of the production of this whitepaper, this software is still in Beta phase) and we will continue to monitor its potential use and hope to test game integration in the near future.

Decentralization of storage and hosting

The blockchain technology is not equipped to store significant amounts of data so the decentralized storage market remains open to companies that are able to provide a viable solution. Sia, IPFS, and Storj are the main competitors for the decentralized storage market. The general idea of these companies is to enable users to store data or rent available storage capabilities managed over a decentralised environment.

These companies propose to store data with maximum security across a network of participants that are looking to be rewarded for their hard drive rental. For example, many people in the world possess unused storage capabilities on their computers. If a person wants to store a one (1) gigabit document, then these companies propose to split the document into many smaller pieces, encrypt them, and then copy and sent them to multiple hard drives for storage.

The security of this model is that the only way to access the original document is to possess the private key of the document holder because it is impossible to find all the encrypted pieces of all the participants on the network. This provides maximum security at a very attractive price and is just a little more expensive than common centralized systems.

Joy Gaming currently stores a hash of a player's game session over the blockchain environment to provide full traceability of all key aspects of the game. However, Joy Gaming is considering a decentralised storage system because it would provide full security of the game history and a strong reliability (because the system would not have a central point of failure) and Joy Gaming may integrate this type of system in its further development.

Additional information is available in the White Paper attached as Exhibit A to this Memorandum.

Initial Launch of Joy Gaming Token and Joy Gaming Technology Platform

The JoyTokens will have many different uses. At the time of the public Joy Gaming Token distribution event, Joy Gaming's goal is for the Joy Gaming technology platform and JoyTokens to have the following uses:

- In its most basic use, JoyTokens can be used by players to play the games on the Joy Gaming technology platform.
- For casinos, the tokens can be used to secure and receive payment from players for entry into their games. This enables a casino to guarantee real-time affiliate payments to all developers, thereby affording new casino operators the opportunity to obtain the lucrative affiliate deals that are currently available only to the largest casinos.

- For smaller game developers (who rely on bigger casinos to “back” their games), the tokens can be used to receive commissions from the casinos in exchange for the casinos offering their game and providing their reputation and working capital to support the game’s success.
- All legitimate parties are afforded the security of knowing that immutable smart contracts, coupled with the Joytokens, eliminate potential fraud on the Joy Gaming technology platform.

Overall, the network seeks to provide a frictionless payment and rewards system, guaranteed pay-outs, attraction of otherwise unobtainable affiliates, elimination of potential fraud and the reduction of payment processing fees. Therefore, the Joytokens will have a value based on what users are willing to pay in order to use the services on the Joy Gaming technology platform and avails themselves of these benefits.

The JoyToken

Joy Gaming is creating 700 million JoyTokens as described in the chart below. Joy Gaming will hold a Pre-Sale of JoyTokens, followed by a more broadly marketed offering of JoyTokens in an initial token sale (the “**Token Sale**”). JoyTokens can be purchased by qualified purchasers by transferring Ethereum (Ether).

JoyTokens will be available for purchase on the Ethereum network as an ERC20 token. There is a current challenge with the ERC20 token: if you send your token to a Smart Contract, you have to use the “approve + transfer form” function to make the transfer. But, if you send your token to an externally owned address, you have to use the “transfer” function. Unfortunately, if you make a mistake using those functions, then the token is lost.

In order to ensure this will not happen to our clients, Joy Gaming intends to upgrade to the under-development ERC223 standard (after it is fully developed). The ERC223 has a new feature that triggers a return request, in the case of the scenario explained above, and the money is automatically sent back to the client.

Each participant in the Pre-Sale will be required to provide information concerning their status as an “accredited investor” (or similar concept) under applicable securities law. Each Pre-Sale participant, as well as each purchaser of JoyTokens in the Token Sale, will be required to provide “know your client” (or KYC) information. Joy Gaming will carry out certain checks in adherence to anti-money laundering (or AML) requirements and procedures.

Pre-Sale and Joy Gaming Token Structure

Cryptocurrency accepted: Ether, Bitcoin USD

Hard-cap: The JoyToken sale has a hard-cap of USD46,340,000.

Soft-cap: The JoyToken sale has a soft-cap of USD1,000,000. If the total amount raised is below the soft-cap, then the offering is considered failed.

Timescale: starting approximately on 20th Mar 2018 and lasting up to thirty-one (31) days or until all the tokens are distributed.

Oversubscription: If the JoyToken offering raises more than USD46,340,000, then the token sale will be closed immediately. There is a chance of oversubscription. In such an event, the oversubscribed Ether will

be returned within 15 days after the close of the token sale. Please note that no interest will be paid in such case.

Failure: If the token sale does not hit the soft-cap, then it will be considered a failed token sale. The offering will be terminated and any funds sent will be returned within 15 days after the close of the token sale. Please note that no interest will be paid in such case.

The JoyToken distribution will be as follows:

Presale	20%	140,000,000
Sold during initial ICO	30%	210,000,000
Rewards pool (VIP etc.)	10%	70,000,000
Sold on Platform	13%	161,000,000
Founding team, vested for 36 months	12%	84,000,000
Ambassadors, Fund Raising Fees	3%	21,000,000
ICO bounties	2%	14,000,000
Total	100%	700,000,000

Examples of Potential Opportunities for the Joy Gaming technology platform

The Joy Gaming technology platform is designed to be an online gaming platform, based on the blockchain, that offers multiple benefits to the different parties involved in online gaming. We have provided some examples of potential applications in the White Paper attached as Exhibit A to this Memorandum.

The examples include the following:

- The transparent and immutable nature of smart contracts and a trusted RNG generation algorithm will assure potential users that the games they are playing are fair. All the transactions are visible, rules are immutable within the blockchain, and Joy Gaming verifies its developers.
- Players can play on Joy Gaming’s network and be assured that the games are fully verified and their funds are secure. Because no funds leave the player’s wallet until a game is initiated, the player is assured that their funds are safe and secure.
- Developers that create new, exciting and experimental games can enter contracts directly with casinos. In this scenario, casinos are the liquidity provider in the smart contract and the casino would pay a commission to the developer for each play of the game. It’s a win-win scenario.
- Developers get exposure to a large number of liquidity providers (i.e. casinos) to resolve any liquidity issues.
- New casino operators often struggle with player liquidity and suffer cash flow issues. But, now they can contract with larger affiliates (who often do not want to deal with small start-up games by developers because they often have poor conversion and low retention rates with players) because all payments are in in real time and the acquisition costs are minimal.

The examples set forth in the White Paper are not an exhaustive description of the potential uses of the Joy Gaming technology platform and are provided for illustrative purposes only.

Roadmap

We expect to accelerate development efforts in the short term. We have completed the specification of the Joy Gaming technology platform to find the right balance between the speed of the player's gaming experience and the decentralization that comes with use of a blockchain for the online gambling industry. We will be using our own Ethereum smart contracts and JoyToken distribution for our Token Sale planned for March of 2018.

Once the Token Sale is completed, we will be able to provide more extensive infrastructure to build out our technology platform and our immediate priority will be to hire a larger C-level executive team and complete the launch of the technology platform.

We intend to initially test the tools we have built internally and with our selected partners. We will then introduce our Joy Gaming technology platform to the public when it has been thoroughly tested.

Potential Future Competitive Landscape

The online gaming is large, highly competitive, and subject to rapidly evolving technology, changing customer needs, as well as constant introductions of new products. Joy Gaming will face competition from a broad spectrum of technology providers, from large established vendors to smaller and more specialized companies. The basis of this competition may be based on a range of factors including speed, innovative games, reliability, cost and security.

We also expect Joy Gaming to face competition from other blockchain-based online gaming companies. Some of these competitors have already launched their underlying tokens, while others may develop and compete in the future.

We believe the value proposition of the Joy Gaming technology platform to its prospective developers, casinos, affiliates, and players will enable it to be sufficiently differentiated from the competition. We believe that Joy Gaming's performance in the areas of technical innovation and ecosystem development will enable it to compete effectively and offer a realistic balance between speed and decentralisation in to provide the optimal player experience.

The Joy Gaming Team Expertise

The Joy Gaming core team holds deep expertise in online gaming, data analytics, data ecosystems, blockchains, security, fintech, economics, software engineering and open source. The team's experience includes the top gaming companies and blockchain projects. Joy Gaming will continue to foster this remarkable community.

Legal Proceedings

From time to time, Joy Gaming may be involved in legal proceedings. The results of such legal proceedings and claims cannot be predicted with certainty, and regardless of the outcome, legal proceedings could have an adverse impact on Joy Gaming's business or the development of the Joy Gaming technology platform because of defense and settlement costs, diversion of resources and other factors.

Complaints for Patent Infringement

From time to time, Joy Gaming may be the target of patent infringement suits, typically brought by so-called non-practicing entities (also known as patent trolls). Although these suits must be taken seriously, and Joy Gaming intends to defend itself vigorously in suits alleging patent infringement, suits involving non-practicing entities often involve non-material monetary settlements.

THE JOY GAMING TEAM

Andrew MacDonald (Chief Executive Officer)

Andrew has 20 years of experience in Retail and Online gaming working for major blue-chip companies. Andrew has successfully applied marketing retention techniques focusing on the individual player, as well as ensuring quality game offerings to promote business growth. Andrew is a keen troubleshooter with a strong focus on data analytics.

Mike Leys (Chief Marketing Officer)

Mike has been involved in marketing for over 30 years and in the iGaming industry since 2005. He has successfully launched a number of online gaming sites that focus on attracting quality players through best practices and innovative use of data analytics.

Steve Giordano Imbroll (Chief Technology Officer)

Steve has over 15 years of experience in programming and start-ups. Steve is passionate about data and excels in Business Intelligence and Data Warehouse systems. He has headed Business Intelligence departments, both big and small, and helped many build businesses build their data ecosystem from scratch.

PARTNERS AND ADVISORS

Lee Murphy

Lee has over 15 years of valuable experience concerning company and trust structures in the offshore financial industry, in particular with protected cell companies. He is an Associate of the Chartered Institute of Secretaries and Administrators and a Member of the International Compliance Association.

Mateusz Mach

Forbes 30 Under 30. COO of the Opus Foundations - music streaming platform based on Ethereum and IPFS. Advisor to many blockchain based projects running his own Ethereum focused software development company.

Keld Kundsén

More than 30 years' experience with blue chip and multinational organisations including American Express, Fujitsu Siemens Computers, QXLricardo.com, Macromedia and Unibet. 8 years' experience of online gaming, joining Mr Green as CFO during the early start-up phase. With a focus on the big picture, he is passionate about driving strategic and business development through financial information and data intelligence.

TERMS OF THE PURCHASE RIGHTS AND THE SAFTS

The summary below describes the principal terms of the SAFTs and the rights to purchase Joy Tokens contained therein. Certain of the terms and conditions described below are subject to important limitations and exceptions. Prospective investors should review in its entirety the form of SAFT, available from the Company. The summary below is qualified in its entirety by reference to the actual text of the form of SAFT.

<i>Company:</i>	Joy Gaming Limited
<i>Securities:</i>	Right to purchase in the future certain tokens with respect to the Company (the “ JoyTokens ”) pursuant to a Simple Agreement for Future Tokens (each a “ SAFT ” and together the “ SAFTs ”) issued to investors (each, an “ Investor ”). Each Investor: (a) must be an “accredited investor”, as defined in Rule 501(a) of Regulation D under the U.S. Securities Act of 1933, as amended (the “ Securities Act ”), if such investor is in the “United States” or a “U.S. Person” (each as defined in Regulation S under Securities Act), or (b) outside the United States and not a U.S. Person, and not purchasing for the account or benefit of a person in the United States or a U.S. Person.
<i>Form of Payment for SAFT:</i>	The SAFTs shall be paid in U.S. dollars, in ETH or in Bitcoin, and payments in ETH and Bitcoin shall be valued in U.S. dollars at a commercially reasonable exchange ratio at the time of payment.
<i>Minimum Investment:</i>	A minimum investment of US\$30,000 is required.
<i>Use of Proceeds:</i>	A significant portion of the proceeds of the Pre-Sale will be used by the Company for the development, marketing, and operations associated with the Joy Gaming technology platform.
<i>JoyToken Issuance:</i>	The JoyToken issuance will take place following the Token Sale.

Discounts and Allocations:

Planned Joy Gaming Token discounts over time in the Token Sale are as follows:

Day	Discount	Price
Presale	50%	0.1
1 – 7	30%	\$0.14
8 – 13	25%	\$0.15
14 – 19	20%	\$0.16
20 - 25	15%	\$0.17
26 - 31	10%	\$0.18

Planned Joy Gaming Token allocations are as follows:

Event	Allocation
Pre-sale	20%
Sold during Token Sale	30%
Rewards pool (VIP etc.)	10%
Sold on Platform	23%
Founding team, vested for 36 months	12%
Ambassadors, Fund Raising Fees	3%
ICO bounties	2%

The allocations of the JoyTokens set forth above are estimates, and are subject to change based upon demand for the Pre-Sale. The Joy Gaming Token allocation will be finalized at the end of the Pre-Sale.

Termination:

The SAFT shall terminate upon the earlier of (i) the issuance of JoyTokens to the Investor; or (ii) the payment or setting aside of payment of amounts due to the Investor upon a dissolution event, which is (a) a voluntary termination of operations of the Company, (b) a general assignment for the benefit of

the Company's creditors or (c) any other liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "**Dissolution Event**").

Priority of Payment:

If, immediately prior to the consummation of the Dissolution Event, the assets of the Company that remain legally available for distribution to the Investors, as determined in good faith by the Company's Board of Directors, are insufficient to permit the return to the Investors of their respective amounts paid by the Investors to the Company pursuant to the SAFTs, then the remaining assets of the Company legally available for distribution will be distributed with equal priority and pro rata among the Investors in proportion to the purchase amounts they would otherwise be entitled to receive.

Documentation:

Purchase and sale of the rights shall be on the terms and conditions set forth in the SAFT and the Questionnaire, which shall be prepared by Company's counsel, and which will contain certain representations, warranties and covenants of the Company and each Investor, closing conditions and other provisions.

RISK FACTORS

An investment in the SAFT involves a high degree of risk. You should consider carefully the risks described below, together with all of the other information contained in this Memorandum, the SAFT, and the White Paper before making an investment decision. The following risks entail circumstances under which, our business, financial condition, results of operations and prospects could suffer.

Risks associated with an investment in the SAFT

Joy Gaming may not successfully develop, market and launch the Joy Gaming technology platform and Investors may not receive JoyTokens.

The Joy Gaming technology platform has not yet been fully developed by the Company and it will require significant capital funding, as well as developer and management expertise, time and effort in order to develop and successfully launch the Joy Gaming technology platform. The Company may have to make changes to the specifications of the Joy Gaming technology platform or JoyTokens for any number of legitimate reasons or the Company may be unable to develop the Joy Gaming technology platform in a way that realizes those specifications or any form of a functioning platform. It is possible that the Joy Gaming technology platform may not ever be released and there may never be an operational Joy Gaming Token. The Joy Gaming technology platform or JoyTokens, if successfully developed and maintained, may not meet investor expectations at the time of purchase. Furthermore, despite good faith efforts to develop and launch the Joy Gaming technology platform and subsequently to develop and maintain the Joy Gaming technology platform, it is still possible that the Joy Gaming technology platform will experience malfunctions or otherwise fail to be adequately developed or maintained, which may negatively impact the Joy Gaming technology platform and JoyTokens.

The Company will use the proceeds of the Pre-Sale to make significant investments to develop and launch a viable Joy Gaming technology platform and subsequently to build a network upon which users can realize utility and value. The Company may not have or may not be able to obtain the technical skills and expertise needed to successfully develop the Joy Gaming technology platform and progress it to a successful launch of the Joy Gaming technology platform. While the Company has sought to retain and continue to competitively recruit experts, there may be a shortage of management, technical, scientific, research and marketing personnel with appropriate training to develop and maintain the Joy Gaming technology platform. If the Company is not successful in its efforts to demonstrate to users the utility and value of the Joy Gaming technology platform, there may not be sufficient demand for the JoyTokens for the Company to proceed with the Joy Gaming technology platform. As a result, or if the launch of the Joy Gaming technology platform does not occur, Investors may lose all of their investment. “**Joy Gaming technology platform**” means the release of the Joy Gaming technology platform structure upon which online gaming would be enabled in a transparent and verifiable manner, with reduced costs of operation, and at a speed acceptable to online gaming players, as described above in *Company Overview*.

Investments in startups including Joy Gaming involve a high degree of risk. Investments in JoyToken sales may involve an even higher degree of risk.

Financial and operating risks confronting startups are significant. The startup market in which Joy Gaming competes is highly competitive and the percentage of companies that survive and prosper is small. Startups often experience unexpected problems in the areas of product development, marketing, financing, and general management, among others, which frequently cannot be solved. In addition, startups may require substantial amounts of financing, which may not be available through private placements, public markets or otherwise.

Joy Gaming may be forced to cease operations or take actions that result in a Dissolution Event.

It is possible that, due to any number of reasons, including, but not limited to, an unfavorable fluctuation in the value of cryptographic and fiat currencies, the inability by the Company to establish a launch of the Joy Gaming technology platform and the JoyTokens' utility, the failure of commercial relationships, or intellectual property ownership challenges, the Company may no longer be viable to operate and the Company may dissolve or take actions that result in a Dissolution Event.

The SAFTs may not be transferred.

The terms of the SAFT prohibit transfer of the SAFT. As a result, Investors will be required to hold their SAFT until the earlier of the launch of the Joy Gaming technology platform and the delivery of all of the JoyTokens, or the termination of the SAFT pursuant to the provisions set forth therein. Consequently, Investors must be prepared to bear the risk of an investment in the SAFT until the termination of the SAFT pursuant to the terms set forth therein.

The tax treatment of the SAFT, the purchase rights contained therein and the JoyTokens distribution is uncertain and there may be adverse tax consequences for Investors upon certain future events.

The tax characterization of the SAFT and the JoyTokens is uncertain, and each Investor must seek its own tax advice in connection with an investment in the SAFT. An investment pursuant to the SAFT and the purchase of JoyTokens pursuant thereto may result in adverse tax consequences to Investors, including withholding taxes, income taxes and tax reporting requirements. Each Investor should consult with and must rely upon the advice of its own professional tax advisors with respect to the U.S. and non-U.S. tax treatment of an investment in the SAFT and the purchase rights contained therein.

Risks associated with the JoyTokens and the Joy Gaming technology platform

The Joy Gaming technology platform may not be widely adopted and may have limited users.

It is possible that the Joy Gaming technology platform will not be used by a large number of individuals, companies and other entities or that there will be limited public interest in the creation and development of a blockchain-based online gaming platform (such as the Joy Gaming technology platform). Such a lack of use or interest could negatively impact the development of the Joy Gaming technology platform and therefore the potential utility of JoyTokens.

Alternative platforms may be established that compete with or are more widely used than the Joy Gaming technology platform.

It is possible that alternative platforms could be established that utilize the same or similar technology underlying the Joy Gaming technology platform and attempt to facilitate online gaming platforms that are materially similar to the Joy Gaming technology platform. The Joy Gaming technology platform may compete with these alternative platforms, which could negatively impact the Joy Gaming technology platform and the JoyTokens.

The open-source structure of the Joy Gaming technology platform means that the Joy Gaming technology platform may be susceptible to developments by users or contributors that could damage the Joy Gaming technology platform or the Company's reputation and could affect the utilization of the Joy Gaming technology platform and the JoyTokens.

The Joy Gaming technology platform will operate based on an open-source technology maintained by the Company and other contributors. The open-source nature of the Joy Gaming technology platform means that it may be difficult for the Company or contributors to maintain or develop the Joy Gaming technology platform and the Company may not have adequate resources to address emerging issues or malicious programs that develop within the Joy Gaming technology platform adequately or in a timely manner. Third parties not affiliated with the Company may introduce weaknesses or bugs into the core infrastructure elements of the Joy Gaming technology platform and open-source code which may negatively impact the Joy Gaming technology platform. Such events may result in a loss of trust in the security and operation of the Joy Gaming technology platform and a decline in user activity and could negatively impact the market price of the JoyTokens.

The Joy Gaming technology platform may be the target of malicious cyberattacks or may contain exploitable flaws in its underlying code, which may result in security breaches and the loss or theft of JoyTokens. If the Joy Gaming technology platform's security is compromised or if the Joy Gaming technology platform is subjected to attacks that frustrate or thwart our users' ability to access the Joy Gaming technology platform or their JoyTokens, then users may cut back on or stop using the Joy Gaming technology platform altogether, which could seriously curtail the utilization of the JoyTokens and cause a decline in the market price of the JoyTokens.

The Joy Gaming technology platform, the open-source software, and other interfaces or applications built upon the Joy Gaming technology platform are still in an early development stage and are unproven, and there can be no assurances that the Joy Gaming technology platform and the creating, transfer or storage of the JoyTokens will be uninterrupted or fully secure, which may result in a complete loss of users' JoyTokens or an unwillingness of users to access, adopt, and utilize the Joy Gaming technology platform. Further, the Joy Gaming technology platform may also be the target of malicious attacks seeking to identify and exploit weaknesses in the software or the Joy Gaming technology platform, which may result in the loss or theft of JoyTokens. For example, if the Company and the Joy Gaming technology platform are subject to unknown and known security attacks (such as double-spend attacks, 51% attacks, or other malicious attacks), this may materially and adversely affect the Joy Gaming technology platform. In any such event, if the launch of the Joy Gaming technology platform does not occur or if the Joy Gaming technology platform is not widely adopted, Investors may lose all of their investment.

Risks related to blockchain technologies and digital assets

The regulatory regime governing the blockchain technologies, cryptocurrencies, tokens and token offerings such as the Joy Gaming technology platform and the JoyTokens is uncertain, and new regulations or policies may materially adversely affect the development of the Joy Gaming technology platform and the utility of the JoyTokens.

Regulation of tokens (including the JoyTokens) and token offerings such as this, cryptocurrencies, blockchain technologies, and cryptocurrency exchanges currently is undeveloped and likely to rapidly evolve, varies significantly among international, federal, state and local jurisdictions and is subject to significant uncertainty. Various legislative and executive bodies in the United States and in other countries may, in the future, adopt laws, regulations, guidance, or other actions, which may severely impact the development and growth of the Joy Gaming technology platform and the adoption and utility of the JoyTokens. Failure by the Company or certain users of the Joy Gaming technology platform to comply with any laws, rules and regulations, some of which may not exist yet or are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines.

As blockchain networks and blockchain assets have grown in popularity and in market size, federal and state agencies have begun to take interest in, and in some cases regulate, their use and operation. In the case of virtual currencies, U.S. state regulators like the New York Department of Financial Services have created new regulatory frameworks. Others, as in Texas, have published guidance on how their existing regulatory regimes apply to virtual currencies. Some U.S. states, like New Hampshire, North Carolina, and Washington, have amended their state's statutes to include virtual currencies into existing licensing regimes. Treatment of virtual currencies continues to evolve under U.S. federal law as well. The U.S. Department of the Treasury, Securities Exchange Commission, and Commodity Futures Trading Commission, for example, have published guidance on the treatment of virtual currencies. The U.S. Internal Revenue Service (the “IRS”) released guidance treating virtual currency as property that is not currency for U.S. federal income tax purposes, although there is no indication yet whether courts or other U.S. federal or state regulators will follow this classification. Both federal and state agencies have instituted enforcement actions against those violating their interpretation of existing laws.

The regulation of non-currency use of blockchain assets is also uncertain. The CFTC has publicly taken the position that certain blockchain assets are commodities, and the SEC has issued a public report stating U.S. federal securities laws require treating some blockchain assets as securities. To the extent that a domestic government or quasi-governmental agency exerts regulatory authority over a blockchain network or asset, the Joy Gaming technology platform and the JoyTokens may be materially and adversely affected.

Blockchain networks also face an uncertain regulatory landscape in many non-U.S. jurisdictions such as the European Union, China and Russia. Various non-U.S. jurisdictions may, in the near future, adopt laws, regulations or directives that affect the Joy Gaming technology platform. Such laws, regulations or directives may conflict with those of the U.S. or may directly and negatively impact our business. The effect of any future regulatory change is impossible to predict, but such change could be substantial and materially adverse to the development and growth of the Joy Gaming technology platform and the adoption and utility of the JoyTokens.

New or changing laws and regulations or interpretations of existing laws and regulations, in the U.S. and other jurisdictions, may materially and adversely impact the value of the currency in which the JoyTokens may be exchanged, the liquidity of the JoyTokens, the ability to access marketplaces or exchanges on which to trade the JoyTokens, and the structure, rights and transferability of JoyTokens.

This Issuance of JoyTokens May Constitute the Issuance of a “Security” Under U.S. Federal Securities Laws

The JoyToken is a utility token that has a specific consumptive use – i.e., it allows participants in the Joy Gaming technology platform to receive and pay value for online gaming services on a distributed network with significant advantages over current online gaming services. Due to the nature of the JoyToken, we do not think it should be considered a “security” as that term is defined in the Securities Act.

On July 25, 2017, the United States Securities and Exchange Commission (the “SEC”) issued a Report of Investigation under Section 21(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), describing an SEC investigation of The DAO, a virtual organization, and its use of distributed ledger or blockchain technology to facilitate the offer and sale of DAO Tokens to raise capital. The SEC applied existing U.S. federal securities laws to this new paradigm, determining that DAO Tokens were securities. The SEC stressed that those who offer and sell securities in the U.S. are required to comply with U.S. federal securities laws, regardless of whether those securities are

purchased with virtual currencies or distributed with blockchain technology. The Commission's announcement, and the related Report, may be found here: <https://www.sec.gov/news/press-release/2017-131>

After reviewing the Report, we believe that the JoyToken is substantially different from DAO Tokens, and should not be considered a "security" under U.S. federal securities laws. Nevertheless, as noted by the SEC, the issuance of tokens represents a new paradigm and the application of the federal securities laws to this new paradigm is very fact specific. If the JoyToken were deemed to be a security under U.S. federal securities laws then, prior to the issuance of JoyTokens pursuant to the SAFT, we may be required to register such issuance under the Securities Act. The registration of JoyTokens under the Securities Act would result in significant delay in the issuance of JoyTokens and would require us to incur substantial additional expense.

The Pre-Sale may be subject to registration under the Exchange Act if the Company has assets above \$10 million and more than 2,000 Investors participate in the Pre-Sale.

Companies with total assets above \$10 million and more than 2,000 holders of record of its equity securities, or 500 holders of record of its equity securities who are not accredited investors, must register that class of equity securities with the SEC under the Exchange Act. With the capital raised from the Pre-Sale, the Company may surpass \$10 million in assets as it builds out the Joy Gaming technology platform. Furthermore, the SAFTs are likely considered a security under U.S. securities law and because there is the possibility that this Pre-Sale may surpass 2,000 Investors, the Company may have more than 2,000 holders of record of its equity securities following the Pre-Sale. However, it is possible that the SAFT is not an "equity security" even if it is a "security". If the total assets and equity security holders conditions are met then Joy Gaming will have to register the Pre-Sale with the SEC, which will be a laborious and expensive process. If such registration takes place, much of the information regarding the Pre-Sale will be available to the public. The Company would have the ability to avoid registration in such a scenario if the SAFTs convert into the JoyTokens prior to the last day of the Company's fiscal year, but, due to the unpredictable nature of complex software development such as the Joy Gaming technology platform, there is no guarantee that the Joy Gaming technology platform will have launched by such a date.

The Investors will have no control and the Company may only have limited control once the launch of the Joy Gaming technology platform occurs.

The Joy Gaming technology platform is comprised of open-source technologies that depend on a network of computers to run certain software programs to process transactions. Because of this less centralized model, the Company has limited control over the JoyTokens and the Joy Gaming technology platform once launched. In addition, the Investors are not and will not be entitled, to vote or receive dividends or be deemed the holder of capital stock of the Company for any purpose, nor will anything be construed to confer on the Investors any of the rights of a stockholder of the Company or any right to vote for the election of directors or upon any matter submitted to stockholders at any meeting thereof, or to give or withhold consent to any corporate action or to receive notice of meetings, or to receive subscription rights or otherwise.

There may be occasions when certain individuals involved in the development and launch of the Joy Gaming technology platform may encounter potential conflicts of interest in connection with the Joy Gaming technology platform, such that said party may avoid a loss, or even realize a gain, when other Investors in the Pre-sale or in JoyTokens are suffering losses.

There may be occasions when certain individuals involved in the development and launch of the Joy Gaming technology platform or JoyTokens may encounter potential conflicts of interest in connection with the Pre-Sale and the Joy Gaming technology platform, such that said party may avoid a loss, or even realize a gain, when other Investors in the Pre-Sale and the JoyTokens are suffering losses. Investors in SAFTs may also have conflicting investment, tax, and other interests with respect to SAFT investments, which may arise from the terms of the SAFT, the Joy Gaming technology platform code, the timing of the launch of the Joy Gaming technology platform or other JoyToken pre-sales, or other factors. Decisions made by the key employees of the Company on such matters may be more beneficial for some Investors than for others.

Investors may lack information for monitoring their investment.

The Investor may not be able to obtain all information it would want regarding the Company, JoyTokens, or the Joy Gaming technology platform, on a timely basis or at all. It is possible that the Investor may not be aware on a timely basis of material adverse changes that have occurred with respect to the Joy Gaming technology platform. While the Company has made efforts to use open-source development for the JoyTokens, this information may be highly technical by nature. As a result of these difficulties, as well as other uncertainties, an Investor may not have accurate or accessible information about the Joy Gaming technology platform.

JoyTokens have no history.

The JoyTokens will be a newly formed token and have no history. Each SAFT should be evaluated on the basis that the Company or any third party's assessment of the prospects of the Joy Gaming technology platform may not prove accurate, and that the Company will not achieve its investment objective. Past performance of the Company, or any similar token or SAFT, is not predictive of future results.

If the Joy Gaming technology platform is unable to satisfy online gaming requirements or needs, security, privacy, and other government and/or industry-specific requirements, its growth could be harmed.

There are a number of online gaming, security, privacy and other government- and industry-specific requirements or concerns, including those that require companies to notify individuals of data security incidents involving certain types of personal data. Security compromises could harm Joy Gaming's reputation, erode user confidence in the effectiveness of its security measures, negatively impact its ability to attract new users, or cause existing users to stop using the Joy Gaming technology platform. Government enforcement actions against tokens and/or blockchains because of the potential money laundering concerns or enabling of illicit transactions could significantly harm the viability of the Joy Gaming technology platform and the value of the JoyTokens.

The further development and acceptance of blockchain networks, including the Joy Gaming technology platform, which are part of a new and rapidly changing industry, are subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of blockchain networks and blockchain assets would have a material adverse effect on the successful development and adoption of the Joy Gaming technology platform and the JoyTokens.

The growth of the blockchain industry in general, as well as the blockchain networks with which the Joy Gaming technology platform will rely and interact, is subject to a high degree of uncertainty. The factors affecting the further development of the cryptocurrency industry, as well as blockchain networks, include, without limitation:

- Worldwide growth in the adoption and use of Ethereum, and other blockchain technologies;
- Government and quasi-government regulation of Ethereum, and other blockchain assets and their use, or restrictions on or regulation of access to and operation of blockchain networks or similar systems;
- The maintenance and development of the open-source software protocol of the Ethereum networks;
- Changes in consumer demographics and public tastes and preferences;
- The availability and popularity of other forms or methods of buying and selling goods and services, or trading assets including new means of using fiat currencies or existing networks;
- General economic conditions and the regulatory environment relating to cryptocurrencies; or
- A decline in the popularity or acceptance of Ethereum or other blockchain-based tokens would adversely affect our results of operations.

The slowing or stopping of the development, general acceptance and adoption and usage of blockchain networks and blockchain assets may deter or delay the acceptance and adoption of the Joy Gaming technology platform and the JoyTokens.

The prices of blockchain assets are extremely volatile. Fluctuations in the price of digital assets could materially and adversely affect our business, and the JoyTokens may also be subject to significant price volatility.

The prices of blockchain assets such as Ethereum have historically been subject to dramatic fluctuations and are highly volatile, and the market price of the JoyTokens may also be highly volatile. Several factors may influence the market price of the JoyTokens, including, but not limited to:

- Global blockchain asset supply;
- Global blockchain asset demand, which can be influenced by the growth of retail merchants' and commercial businesses' acceptance of blockchain assets like cryptocurrencies as payment for goods and services, the security of online blockchain asset exchanges and digital wallets that hold blockchain assets, the perception that the use and holding of blockchain assets is safe and secure, and the regulatory restrictions on their use;
- Investors' expectations with respect to the rate of inflation;
- Changes in the software, software requirements or hardware requirements underlying the Joy Gaming technology platform;
- Changes in the rights, obligations, incentives, or rewards for the various participants in the Joy Gaming technology platform;
- Interest rates;
- Currency exchange rates, including the rates at which digital assets may be exchanged for fiat currencies;

- Fiat currency withdrawal and deposit policies of blockchain asset exchanges on which the JoyTokens may be traded and liquidity on such exchanges;
- Interruptions in service from or failures of major blockchain asset exchanges on which the JoyTokens may be traded;
- Investment and trading activities of large investors, including private and registered funds, that may directly or indirectly invest in the Joy Gaming technology platform or JoyTokens or other blockchain assets;
- Monetary policies of governments, trade restrictions, currency devaluations and revaluations;
- Regulatory measures, if any, that affect the use of blockchain assets such as the JoyTokens;
- The maintenance and development of the open-source software protocol of the JoyTokens;
- Global or regional political, economic or financial events and situations; or
- Expectations among Joy Gaming technology platform or other blockchain assets participants that the value of the JoyTokens or other blockchain assets will soon change.

A decrease in the price of a single blockchain asset may cause volatility in the entire blockchain asset industry and may affect other blockchain assets including the JoyTokens. For example, a security breach that affects investor or user confidence in Ethereum may affect the industry as a whole and may also cause the price of the JoyTokens and other blockchain assets to fluctuate.

USE OF PROCEEDS

A significant portion of the proceeds of the Pre-Sale will be used by the Company for the development, marketing, partnerships and operations associated with the Joy Gaming technology platform, including to achieve the launch of the Joy Gaming technology platform powered by a blockchain and the JoyTokens.

PLAN OF DISTRIBUTION

Investor Qualifications

Only persons of adequate financial means who have no need for present liquidity with respect to this investment should consider purchasing the purchase rights set forth in the SAFT offered hereby because: (i) an investment in the SAFTs involves a number of significant risks (See “Risk Factors”); and (ii) no market exists for the SAFTs or the purchase rights contained therein, and none is likely to develop in the reasonably foreseeable future. The Pre-Sale is intended to be a private offering that is exempt from registration under the Securities Act and applicable state securities laws.

The Pre-Sale is limited in the United States solely to “accredited investors” as defined in Rule 501(a) of Regulation D under the Securities Act, meaning only those persons or entities coming within any one or more of the following categories:

- (i) Any bank, as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker-dealer registered pursuant to Section 15 of the Exchange Act; any insurance company, as defined in Section 2(a)(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940, as amended, or a business development company, as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the United States Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended; any plan established and maintained by a state, its political subdivisions or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; and any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, that is either a bank, savings and loan association, insurance company or registered investment advisor, if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by person(s) that are accredited investor(s);
- (ii) Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940, as amended;
- (iii) Any organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, any corporation, Massachusetts or similar business trust, or company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of US\$5,000,000;
- (iv) Any director or executive officer of the Company;
- (v) Any natural person whose individual net worth, or joint net worth with that person’s spouse, exclusive of the value of the person’s primary residence net of any mortgage debt and other liens, at the time of his or her purchase exceeds US\$1,000,000;
- (vi) Any natural person who had an individual income in excess of US\$200,000, or joint income with that person’s spouse in excess of US\$300,000, in each of the two most

recent years and who reasonably expects to reach the same income level in the current year;

- (vii) Any trust with total assets in excess of US\$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D under the Securities Act; or
- (viii) Any entity all of whose equity owners are accredited investors.

The term “net worth” means the excess of total assets over total liabilities, exclusive of the value of your primary residence net of any mortgage debt and other liens. In determining income, you should add to your adjusted gross income any amounts attributable to tax-exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depreciation, contributions to an IRA or Keogh retirement plan, alimony payments and any amount by which income from long-term capital gains had been reduced in arriving at adjusted gross income.

You will be required to represent to the Company in writing that you are an “accredited investor” under Regulation D, as described above, and may also be required to provide certain documentation in support of such representation. In addition to the foregoing requirement, you must also represent in writing that you are acquiring the SAFT for your own account and not for the account of others and not with a view to resell or distribute such securities.

Other Requirements

The USA PATRIOT Act	What is money laundering?	How big is the problem and why is it important?
<p>The USA PATRIOT Act is designed to detect, deter and punish terrorists in the United States and abroad. The Act imposes new anti-money laundering requirements on brokerage firms and financial institutions. Since April 24, 2002, all United States brokerage firms have been required to have comprehensive anti-money laundering programs in effect. To help you understand these efforts, the Company wants to provide you with some information about money laundering and the Company’s efforts to help implement the USA PATRIOT Act.</p>	<p>Money laundering is the process of disguising illegally obtained money so that the funds appear to come from legitimate sources or activities. Money laundering occurs in connection with a wide variety of crimes, including illegal arms sales, drug trafficking, robbery, fraud, racketeering and terrorism.</p>	<p>The use of the United States financial system by criminals to facilitate terrorism or other crimes could taint our financial markets. According to the United States State Department, one recent estimate puts the amount of worldwide money laundering activity at US\$1 trillion a year.</p>

What the Company is required to do to help eliminate money laundering?	
<p>Under new rules required by the USA PATRIOT Act, must designate a special compliance officer, set up</p>	<p>As part of the Company’s required program, it may ask you to provide various identification documents or other information. Until you provide the</p>

employee training, conduct independent audits and establish policies and procedures designed to detect

and report suspicious transaction and ensure compliance with the new laws and rules.

information or documents that the Company needs, it may not be able to effect any transactions for you.

You should check the Office of Foreign Assets Control (the “OFAC”) website at <http://www.treas.gov/ofac> before making the following representations: You represent that the amounts invested by you in the Pre-Sale were not and are not directly or indirectly derived from any activities that contravene Federal, state or international laws and regulations, including anti-money laundering laws and regulations. Federal regulations and Executive Orders administered by the OFAC prohibit, among other things, the engagement in transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. The lists of the OFAC-prohibited countries, territories, individuals and entities can be found on the OFAC website at <http://www.treas.gov/ofac>. In addition, the programs administered by the OFAC (the “OFAC Programs”) prohibit dealing with individuals¹ or entities in certain countries, regardless of whether such individuals or entities appear on any OFAC list;

- (i) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this investment is a country, territory, entity or individual named on an OFAC list, or a person or entity prohibited under the OFAC Programs. Please be advised that the Company may not accept any subscription amounts from a prospective investor if such investors cannot make the representation set forth in the preceding sentence. You agree to promptly notify the Company should you become aware of any change in the information set forth in any of these representations. You are advised that, by law, the Company may be obligated to “freeze the account” of any investor, either by prohibiting additional subscriptions from it, declining any redemption requests and/or segregating the assets in the account in compliance with governmental regulations, and that the Company may also be required to report such action and to disclose such investor’s identity to the OFAC;
- (ii) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this investment is a senior foreign political figure², or any immediate family³ member

¹ These individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs.

² A “senior foreign political figure” is defined as a senior official in the executive, legislative, administrative, military or judicial branch of a foreign government (whether elected or not), a senior official of a major foreign political party, or a senior executive of a foreign government-owned corporation. In addition, a “senior foreign political figure” includes any corporation, business or other entity that has been formed by, or for the benefit of, a senior foreign political figure.

³ “Immediate family” of a senior foreign political figure typically includes such figure’s parents, siblings, spouse, children and in-laws.

or close associate⁴ of a senior foreign political figure, as such terms are defined in the footnotes below; and

- (iii) if you are affiliated with a non-U.S. banking institution (a “**Foreign Bank**”), or if you receive deposits from, make payments on behalf of, or handle other financial transactions related to a Foreign Bank, you represent and warrant to the Company that: (1) the Foreign Bank has a fixed address, and not solely an electronic address, in a country in which the Foreign Bank is authorized to conduct banking activities; (2) the Foreign Bank employs one or more individuals on a full-time basis; (3) the Foreign Bank maintains operating records related to its banking activities; (4) the Foreign Bank is subject to inspection by the banking authority that licensed the Foreign Bank to conduct banking activities; and (5) the Foreign Bank does not provide banking services to any other Foreign Bank that does not have a physical presence in any country and that is not a regulated affiliate.

The Company is entitled to rely upon the accuracy of your representations to it. The Company may, but under no circumstances shall it be obligated to, require additional evidence that a prospective Investor meets the standards set forth above at any time prior to its acceptance of a prospective Investor’s subscription. You are not obligated to supply any information so requested by the Company, but the Company may reject a subscription from you or any person who fails to supply such information.

How to Subscribe

To invest in the Pre-Sale, Investors will need to first create an account and register on JoyToken.io. Evidence of accreditation status pursuant to Section 506(c) of the Securities Act standards is required to invest. This is satisfied by completing the accreditation process on VerifyInvestor. Additionally, Investors will need to provide investment entity information such as address and social security number or tax ID number to pass a KYC (Know Your Customer) and AML (Anti Money Laundering) checks on the JoyToken.io platform.

Once accreditation and KYC/AML steps are complete, Investors will follow the remaining prompts at JoyToken.io to specify investment amount and see estimated JoyToken amount, confirm their investment, and make payment to finalize the transaction.

Notice to Prospective Investors in China

The SAFTs are not being offered or sold and may not be offered or sold, directly or indirectly, within the People’s Republic of China (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities and other laws and regulations of the People’s Republic of China.

⁴ A “close associate” of a senior foreign political figure is a person who is widely and publicly known to maintain an unusually close relationship with such senior foreign political figure, and includes a person who is in a position to conduct substantial domestic and international financial transactions on behalf of such senior foreign political figure. licensed the Foreign Bank to conduct its banking activities.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

Set forth below is a discussion, in summary form, of certain U.S. federal income tax consequences relating to an investment in a SAFT and the acquisition, ownership and disposition of JoyTokens issued pursuant to a SAFT. This summary does not attempt to present all aspects of the U.S. federal income tax laws or any state, local or foreign laws that may affect an investment in a SAFT or in JoyTokens. In particular, foreign Investors, financial institutions, insurance companies, tax-exempt entities, Investors subject to the alternative minimum tax and other Investors of special status must consult with their own professional tax advisors regarding a prospective investment in the SAFT or in JoyTokens. This summary is general in nature and should not be construed as tax advice to any prospective Investor. No ruling has been or will be requested from the IRS and no assurance can be given that the IRS will agree with the tax consequences described in this summary. The following discussion assumes that each prospective Investor will acquire JoyTokens as a capital asset (generally, property held for investment).

This description is based on the U.S. Internal Revenue Code of 1986, as amended, (the “ Code”), existing, proposed and temporary U.S. Treasury Regulations and judicial and administrative interpretations thereof, in each case as available on the date hereof. As of the date hereof, significant reforms to U.S. federal income tax laws are under consideration. As a result, there may be future changes in U.S. federal income tax laws that may have adverse tax consequences on an investment in a SAFT and the acquisition, ownership and disposition of JoyTokens issued pursuant to a SAFT, and may result in materially different tax consequences than as described herein. Thus, all of the foregoing is subject to change, which change could apply retroactively and could affect the tax consequences described below.

The following discussion is limited to prospective Investors who are “United States Persons” within the meaning of the Code.

Each prospective Investor should consult with its own tax adviser in order to fully understand the U.S. federal, state, local and foreign income tax consequences of an investment in a SAFT or in JoyTokens. No legal or tax advice is hereby given to any prospective Investor.

Transactions involving a SAFT and similar instruments, as well as Initial Coin Offerings (“ICOs”) and token transactions, are relatively new and it is more than likely that the IRS will issue guidance, possibly with retroactive effect, impacting the taxation of Investors in a SAFT, participants in an ICO, and holders of tokens. Future tax guidance from the IRS (or guidance resulting from future judicial decisions) could negatively impact Investors in the SAFT and holders of JoyTokens.

∞ *Tax Treatment of SAFT*

The Company intends to treat the execution of the SAFT as the execution of a forward contract, i.e., a contract for the purchase of JoyTokens, to be delivered to an Investor in the future upon the launch of the Joy Gaming technology platform, as more fully described in the SAFT. Accordingly, the Company intends to treat the SAFT neither as an equity interest nor as a debt interest in the Company for U.S. federal income tax purposes. Upon entering the SAFT you agree to treat the SAFT as a forward contract.

The tax treatment of a SAFT is not entirely clear. It is possible that the IRS may challenge the Company’s intended treatment of the SAFT as a forward contract, for example, treating amounts paid by an Investor upon entering into the SAFT as a prepayment for services to be rendered, or treating the SAFT as a form of equity interest in the assets of the Company, in which case the

U.S. federal income tax consequences to an Investor and the Company of the execution of a SAFT could differ from those described herein.

∞ *Treatment of JoyTokens Sale*

Upon the launch of the Joy Gaming technology platform, the Company shall issue JoyTokens to each holder of a SAFT pursuant to the terms of the applicable SAFT. The Company will treat the issuance of JoyTokens to an Investor under a SAFT as a taxable sale of property by the Company to the Investor. An Investor should not be taxed upon the acquisition of JoyTokens pursuant to the SAFT. An Investor generally should have a tax basis for U.S. federal income tax purposes in the JoyTokens it acquires from the Company equal to the amount of money such Investor advanced under the SAFT. The Investor's holding period in the JoyTokens should begin on the day the JoyTokens are issued to the Investor.

While a purchase of property, such as JoyTokens, generally is not taxable to the buyer (in this case, the Investor) for U.S. federal income tax purposes, an Investor that uses Ethereum as its form of payment for the SAFT may have taxable gain or loss on such exchange to the extent the Investor's adjusted tax basis in Ethereum used to purchase the SAFT (expressed in U.S. dollars) is less than or greater than, respectively, the exchange ratio for Ethereum (expressed in U.S. dollars) either upon execution of the SAFT or upon the acquisition of JoyTokens pursuant to the SAFT. The tax treatment of Ethereum and its use as currency is not entirely clear.

The tax treatment of JoyTokens is not entirely clear. It is possible that the IRS may challenge the Company's intended treatment of the issuance of JoyTokens under a SAFT, in which case the U.S. federal income tax consequences to an Investor and the Company of an issuance of JoyTokens under a SAFT could differ from those described above. The remainder of this summary assumes that the Company's intended treatment of the SAFT and the JoyTokens will be respected.

∞ *Disposition of JoyTokens*

An Investor who sells, exchanges, or otherwise disposes of the JoyTokens for cash or other property (including pursuant to an exchange of such JoyTokens for other convertible virtual currency) should, pursuant to IRS Notice 2014-21, recognize capital gain or loss in an amount equal to the difference between the fair market value of the property received in exchange for such JoyTokens and the Investor's adjusted tax basis in the JoyTokens. This capital gain may be long term if the Investor has held its JoyTokens for more than one year at the time of disposition.

∞ *Treatment of Conversion of SAFT upon failure of the launch of the Joy Gaming technology platform*

In the event of a failure of the launch of the Joy Gaming technology platform, the Company may wind up its operations and distribute its assets to Investors, including holders of SAFTs, as more fully set forth in the SAFT. An Investor who receives Company assets in exchange for its rights under the SAFT generally should recognize taxable gain or loss in an amount equal to the difference between the fair market value of the assets the Investor receives and its adjusted tax basis in its SAFT (which will generally equal the amount of cash it advanced under the SAFT).

EACH INVESTOR SHOULD SEEK, AND MUST DEPEND UPON, THE ADVICE OF HIS OR HER TAX ADVISOR WITH RESPECT TO THEIR INVESTMENT, AND EACH INVESTOR IS RESPONSIBLE FOR THE FEES OF SUCH ADVISOR. NOTHING IN THIS MEMORANDUM IS OR

SHOULD BE CONSTRUED AS LEGAL OR TAX ADVICE TO AN INVESTOR. INVESTORS SHOULD BE AWARE THAT THE IRS MAY NOT AGREE WITH ALL TAX POSITIONS TAKEN BY THE COMPANY AND THAT CHANGES TO THE INTERNAL REVENUE CODE OR THE REGULATIONS OR RULINGS THEREUNDER OR COURT DECISIONS AFTER THE DATE OF THIS MEMORANDUM MAY CHANGE THE ANTICIPATED TAX TREATMENT TO AN INVESTOR. THE COMPANY WILL NOT OBTAIN ANY RULING FROM THE IRS WITH REGARD TO THE TAX CONSEQUENCES OF AN INVESTMENT IN THE SAFT OR JOYTOKENS.

PROSPECTIVE INVESTORS ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF FEDERAL TAX ISSUES IN THIS MEMORANDUM IS NOT INTENDED OR WRITTEN TO BE RELIED UPON, AND CANNOT BE RELIED UPON, BY INVESTORS FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON SUCH INVESTORS UNDER THE CODE; (B) SUCH DISCUSSION IS WRITTEN IN CONNECTION WITH THE PROMOTION OR MARKETING OF INVESTMENTS IN THE COMPANY; AND (C) PROSPECTIVE INVESTORS SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

THE TAX TREATMENT OF THE SAFT, THE PURCHASE RIGHTS CONTAINED THEREIN AND THE JOYTOKEN DISTRIBUTION IS UNCERTAIN AND THERE MAY BE ADVERSE TAX CONSEQUENCES FOR INVESTORS UPON CERTAIN FUTURE EVENTS. AN INVESTMENT PURSUANT TO THE SAFT AND THE PURCHASE OF JOYTOKENS PURSUANT THERETO MAY RESULT IN ADVERSE TAX CONSEQUENCES TO INVESTORS, INCLUDING WITHHOLDING TAXES, INCOME TAXES AND TAX REPORTING REQUIREMENTS. EACH INVESTOR SHOULD CONSULT WITH AND MUST RELY UPON THE ADVICE OF ITS OWN PROFESSIONAL TAX ADVISORS WITH RESPECT TO THE U.S. AND NON-TAX TREATMENT OF AN INVESTMENT IN THE SAFT, THE RIGHTS CONTAINED THEREIN AND JOYTOKENS.

EXHIBIT A

Joy Gaming Whitepaper