



# Token Sale Term Sheet

Revised and updated 23 July 2018



Below you will find an overview of the key terms of the CareerChain Tokens Sale. Please be advised that this document contains a concise number (but not all) of certain important terms contained in the actual Token Sale Agreement that will govern each sale. Prospective purchasers and purchasers acknowledge that they cannot rely on this document and may only rely on the content of the Token Sale Agreement.

## 1. Project

The CareerChain Platform as contemplated in the white paper found on <https://careerchain.com/> (the **White Paper**).

## 2. Seller

CCH Tokens will be created and issued by the Stichting CareerChain a foundation under Dutch law, registered with the Dutch Trade Registry under number 71530452.

## 3. CCH Initial Token and CCH Utility Token

The token that will be sold during the Private Sale is a standard ERC20 token on the Ethereum main platform with 'ticker' CCH (the **CCH Initial Token**) which is uniquely identified in combination with the CareerChain Smart Contract address.

After beta release of the CareerChain Platform that is scheduled in September 2018 (the **Beta Release**), the Seller will mint ERC20 tokens for the native blockchain of the CareerChain Platform (the **CCH Utility Token**). These CCH Utility Tokens are required to interact with the CareerChain Platform and other users of the CareerChain Platform as envisaged in the White Paper.

Persons who purchase a certain quantity of CCH Initial Tokens during the Private Sale Period will receive the same quantity CCH Utility Tokens after Beta Release, through conversion (swap) with the Seller or in addition to the CCH Initial Tokens. During the Public Sale Period, purchasers will receive either CCH Utility Tokens directly or both CCH Utility Tokens and CCH Initial Tokens in the same amount. The decision as to whether both tokens will (remain to) coexist will be made by the Seller at its sole discretion, and this decision will be based on what the Seller deems to be the most efficient technical solution for the CareerChain Platform token economy and its users.

If the Seller decides that purchasers of CCH Initial Tokens during the Private Sale Period may retain their CCH Initial Tokens / if both CCH Initial Tokens and CCH Utility Tokens are sold during the Public Sale Period, the CCH Initial Token is after Beta Release envisaged to serve as a (transferable) unit of account for the CCH Utility Token and will have no other functionality (so the CCH Initial Token will become the CCH Accounting Token).

CCH Initial Tokens and CCH Utility Tokens will therefore be deemed the same instrument for all purposes. In this document we therefore refer to these tokens jointly as the CCH Token.

## 4. Sale Period

The Token Sale consists of two sale periods:

- The **Private Sale** set at \$5m is meant to raise funds for the further development of the CareerChain prototype into a functional platform and to promote and market the platform.



- The **Public Sale** is meant to sell CCH Tokens after Beta Release to anyone who intends to interact with the CareerChain Platform or other users on the platform.

## 5. Private Sale

**Period:** The Private Sale Period takes place between 7 May 2018 9:00 CEST and 31 August 23:59 CEST.

**Price:** USD 0.60 per CCH Token (or an equivalent in Ether, EUR or CAD). Applicable daily exchange rates (USD/ETH, USD/EUR, USD/CAD) will be published on <https://careerchain.com/>

**Minimum and maximum sales amount:** The minimum sale amount per purchaser is USD 50,000. The Seller reserves the right to refund (transfer back) amounts received below the Minimum Amount.

**Hard Cap:** USD 5,000,000 (8,333,333 CCH Tokens). The Seller reserves the right to refund (transfer back) funds received after the Hard Cap has been reached.

**Qualified Purchasers:** The Seller intends to sell CCH Tokens primarily to persons residing within the US, Canada and EU Member States. Given uncertainty about the legal status of and requirements for offering and selling tokens during the early stages of development of a blockchain platform, the Seller will offer CCH Tokens:

- in the United States of America (**US**) under Regulation D, Rule 506(c) (**Rule 506 C**) which means that only 'Accredited Investors' as defined in Rule 506C will be allowed to purchase tokens; and
- in Canada under the exemption found in National Instrument 45-106 (**NI 45-106**), which means that only 'Accredited Investors' and 'Family, friends and business associates' as defined in NI 45-106 and or persons that purchase for a minimum of CAD 150,000 will be allowed to purchase tokens;

For persons residing in other geographies, the Seller will decide on a case by case basis (in Seller's sole discretion) if it will allow prospective purchasers to purchase CCH Tokens, with, as its prime consideration whether such sale would be in compliance with applicable laws. In all instances, all prospective purchasers need to be cleared ('whitelisted') by registering and providing the requisite amount evidence that the purchaser is a qualified purchaser (the **KYC Procedure**).

**Seller restrictions (lock-up):** CCH Tokens sold to/received by Qualified Purchasers in the US and Canada under Rule 506(c) and NI 45-106 cannot/may not be transferred by such Qualified Purchasers up until the date that lies 3 months after the date of the Beta Release. With the Beta Release scheduled in September 2018, the lock-up period should be 6 months counting from the end date of the Private Sale Period. Qualified Purchasers may not transfer their CCH Tokens to another address without prior consent of the Seller during the lock-up.

Prospective Qualified Purchasers in the US and Canada are strongly encouraged to review with utmost care the sections in the Token Sale Agreement that set out (re-)selling restrictions under Rule 506(c) (as well as Rule 144 and Regulation S) and NI 45-106.

**Sale process:** After successfully completing the KYC Procedure, a purchaser that purchases CCH Initial Tokens will receive such tokens in his/her wallet upon receipt by the Seller of the requisite amount of Ether, USD, CAD or EUR. Further details can be found in the CareerChain ICO Guide found on <https://careerchain.com/>

After Beta Release, each purchaser will be requested to transfer its CCH Initial Tokens to an address to be specified by the Seller. If (and only if) the CCH Initial Tokens were sent from the same address as the address to which the Seller originally sent the CCH Initial Tokens, the Seller will transfer a number of CCH Utility Tokens to that purchaser equal to the number of CCH Initial Tokens it received. If the Seller has decided that CCH Initial Tokens will (remain to) function



as a (transferable) unit of account in the CareerChain token Economy, it will also transfer back the CCH Initial Tokens to the address of purchaser.

Token Sale Agreement: After completion of the KYC Procedure the prospective purchaser will be able to access, download and review the Token Sale Agreement that exclusively governs the purchase. Purchasers are advised to review the Token Sale Agreement in detail and with due care.

Test Payments: After successfully completing the KYC Procedure a prospective purchaser will be able to send payment in Ether to our public key to test whether such transfer is successful before transferring larger amounts. We will confirm receipt by issuing the appropriate number of CCH tokens so that the recipient can confirm their buying process.

Soft Cap: If less than USD 1,000,000 in CCH Initial Tokens has been sold at the end of the Private Sale Period, the amount for and denomination in which a purchaser purchased CCH Initial Tokens will be transferred back to his/her wallet / bank account within 5 working days after the end of the Private Sale Period.

## 6. Public Sale

Period: The Public Sale is planned to take place shortly after beta release of the CareerChain Platform, which is currently scheduled to take place in September 2018.

Price: USD 0.80 (or an equivalent in Ether, EUR or CAD) for the first 12,500,000 CCH Tokens sold and USD 1 (or an equivalent in Ether, EUR or USD) for the remainder. Applicable daily exchange rates (USD/ETH, USD/EUR, USD/CAD) will be published on <https://careerchain.com/>

Hard cap: USD 25,000,000 (12,500,000 CCH Tokens at USD 0.80 and 15,000,000 ERC20 CCH Tokens at USD 1).

Top-up: Any remaining balance between the proceeds of the Private Sale and the Private Sale Hard Cap (USD) may be added to the Public Sale's Hard Cap (e.g. the Private Sale Hard Cap is USD 10,000,000; if proceeds during the Private Sale were USD 4,000,000, the balance would be USD 6,000,000 and the Public Sale Hard Cap may be increased with USD 6,000,000).

Qualified purchasers: The Seller intends to sell CCH Tokens primarily to persons residing within the US, Canada and EU Member States. Before the start of the Public Sale Period, Beta Release will have taken place. Seller will thus sell CCH Tokens that can be used to interact with the CareerChain Platform and with other users on the CareerChain Platform. Accordingly, it intends and anticipates, but by no means can guarantee, that CCH Tokens will be sold without the need to rely on Rule 506-C (US) or NI 45-106 (Canada).

For persons residing in other geographies, the Seller will decide on a case by case basis (in Seller's sole discretion) if it will allow prospective purchasers to purchase CCH Tokens, with as prime consideration whether such sale would be in compliance with applicable laws. In all instances, all prospective purchasers need to be cleared ('whitelisted') by registering and providing the requisite amount evidence that purchaser is a qualified purchaser (the **KYC Procedure**).

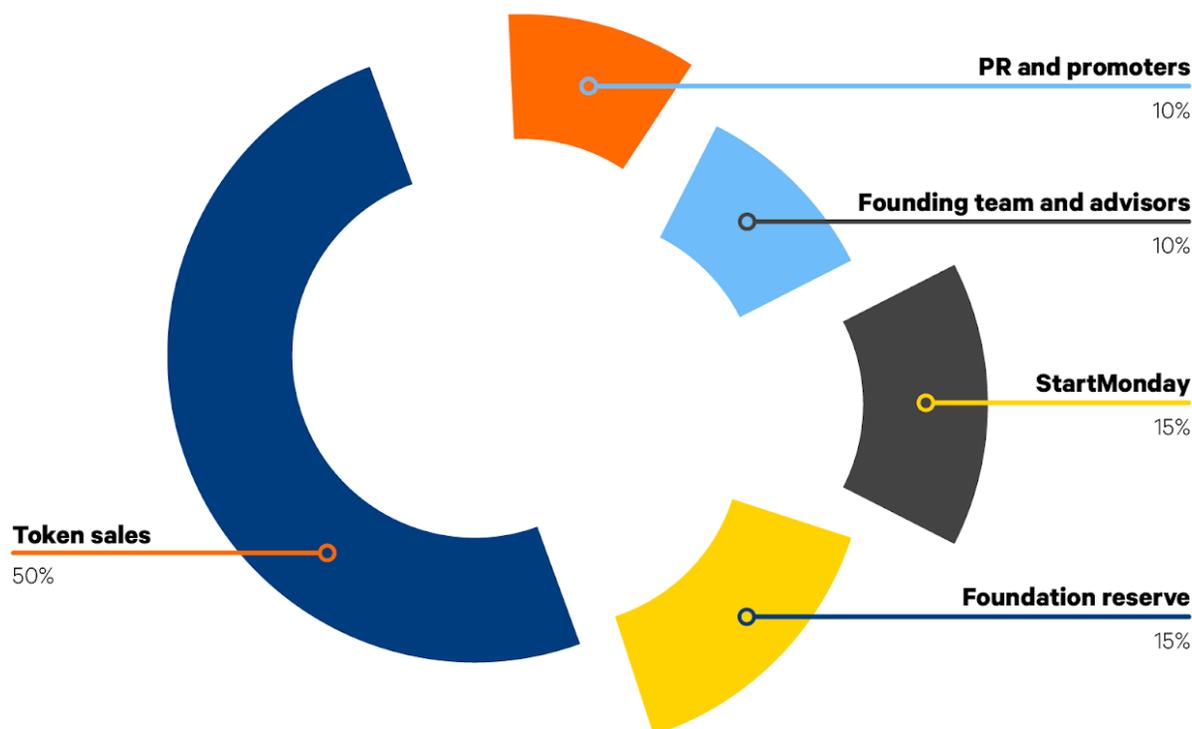
Sale process: After successfully completing the KYC Procedure, a purchaser that purchases CCH Tokens will receive such Tokens in his wallet upon receipt by the Seller of the Ether, USD, CAD or EUR. Further details can be found in the CareerChain ICO Guide found on <https://careerchain.com/>

Token Sale Agreement: After completion of the KYC Procedure the prospective purchaser will be able to access, download and review the Token Sale Agreement that exclusively governs the purchase. Purchasers are advised to review the Token Sale Agreement in detail and with due care.



## 7. Allocation of CCH to other persons

The allocation of CCH Tokens to other persons than the purchasers during the Sale Period, will be as follows:



StartMonday Technology Corp. ("**StartMonday**" and its subsidiaries) has incubated the development of CareerChain and will continue to do so until a first round of token sales of at least \$1m has been completed. StartMonday will be allocated 15% of the total tokens sold/allocated to the 'Token sales' pool during the token sale.

Calculation of distribution: The amount that is allocated to persons within the pools other than the 'Token sales' pool, depends on the size of the 'Token sales' pool. The 'Token sales' pool consists of the total number of CCH Tokens sold at the end of the Sale Period (combined sales during the Private Sale and Public Sale) plus CCH Tokens allocated to persons (with the exclusion of founding team and advisors) as commission for generating direct sales during the Sale Period (5% of sales generated in CCH Tokens). If, for example, the 'Token sale' pool would contain 50,000,000 CCH , the number of tokens allocated to persons within the pool 'Founding team and advisors' would be  $50,000,000 / 50 * 10 = 10,000,000$ , etc.

Moment of distribution and lock-up: CCH Tokens will be issued to the 'Foundation reserve', 'PR and promoters' pools and to StartMonday at the end of the Public Sale Period.

Of the CCH Tokens distributed to StartMonday, 50% will be subject to lock-up restrictions (cannot be sold or transferred) for 12 months starting from the date on which the Public Sale Period ended. The remaining 50% will be subject to lock-up provisions for 36 months starting from the date on which the Public Sale Period ended.

CCH Tokens allocated to the pool 'Founding team and advisors' will remain in the possession of the Seller. Team members and advisors may choose to have 100% of the CCH Tokens to which they are entitled transferred to them 12 months after the end date of the Public Sale Period. Of the total number transferred, 50% will remain subject to lock-up provisions for a period of 24 months starting from the date on which the Public Sale Period ended. If a team



members/advisor decides that it does not want to receive CCH Token to which it is entitled, such CCH Tokens will be burned.

## 8. Use of proceeds

The proceeds from the Private Sale will be used to advance the CareerChain Platform from the current proof of concept to a Beta version ready for release, and also to fund the main token sale marketing and promotion.

Proceeds from the Public Sale will fund the ongoing development of the product until such time as revenues from transaction fees are sufficient to cover continued development & operating costs.

Proceeds will be used for:

- Branding, marketing and PR
  - Community building
  - Direct acquisition of seekers
  - Online and offline ads
  - Growth hacking
  - Ad agencies
  - Brand development
- On-going legal, corporate filing, governance and compliance requirements
- Foundation development and operating costs
  - API and infrastructure management
  - Security
  - Development of new features and product support
  - Office and general administration
- Grants and awards to development companies
- Fundraising activities
- Management fees
- Cash reserve; and
- Other means determined by the Seller from time to time to be reasonably-supportive of the developmental goals of CareerChain Platform

The Seller's mission is to establish and promote CareerChain as a globally trusted and recognised platform in the job market. Apart from maintaining a modest cash reserve for security and stability, any surpluses accrued will be spent on promotion, subsidies, grants, research & development to increase the impact of CareerChain and benefit all its stakeholders in the years to come.