

INDX

JURISDICTION DISCLOSURES
AND REQUIREMENTS





SUMMARY

The INDX Security Token Offering (STO) is open to all qualified investors in all jurisdictions except the following sanctioned countries:

- Iran
- Syria
- Sudan
- Cuba
- North Korea
- Ukraine

Due to license restrictions, INDX cannot accept investors from the following country:

- Japan

For all other jurisdictions, the investor should familiarise themselves with their jurisdiction's qualifications before investing.

For some jurisdictions, INDX will require documented proof and/or accept the statement of an investor's "qualified" status. Those jurisdictions are outlined in the below pages.

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DISCLAIMER

INDX or our third-party KYC/AML providers may also request verification evidence in respect of a transferee of INDX Tokens. If the prospective investor or transferee fails to produce, or delays in producing, any evidence required for verification purposes, the Company may refuse to accept the application or to register the relevant transfer (as the case may be).

IT IS THE RESPONSIBILITY OF EACH POTENTIAL INVESTOR OF INDX TOKENS TO DETERMINE IF THE POTENTIAL INVESTOR CAN LEGALLY PURCHASE INDX TOKENS IN THE POTENTIAL INVESTOR'S JURISDICTION.

IF YOU ARE IN ANY DOUBT AS TO THE SECURITY TOKEN OFFERING, YOU SHOULD CONSULT YOUR OWN LEGAL, FINANCIAL, TAX, OR OTHER PROFESSIONAL ADVISOR(S) ON THE FOLLOWING:

- the legal and regulatory requirements within your own country for purchasing, holding and disposing of INDX Tokens;
- any foreign exchange restrictions to which you may be subject in your own country in relation to purchasing, holding or disposing of INDX Tokens; and
- the legal, tax, financial and other consequences of subscribing for, purchasing, holding or disposing of INDX Tokens.

INDX RESERVE THE RIGHT TO CHANGE, AMEND OR REMOVE ANY INFORMATION PERTAINING TO THE ABOVE JURISDICTION DISCLOSURES. IT IS THE RESPONSIBILITY OF THE INVESTOR TO INFORM THEMSELVES OF THE LATEST INFORMATION REGARDING THEIR JURISDICTION.

NOTICE TO INVESTORS OF AUSTRALIA

Private Placement Exemptions

Professional Investors are:

- As defined under Section 9 of the Corporations Act, a professional investor may be:
- An Australian Financial Services Licensee
- A body regulated by APRA (other than a trustee of a super fund, approved deposit fund, pool superannuation trust, or a public sector superannuation fund)
- A body registered under the Financial Corporations Act 1974
- A trustee of a super fund, approved deposit fund, pool superannuation trust, or a public sector superannuation fund where the fund, trust or scheme has net assets of \$10 million
- A person that controls at least \$10 million (including an amount held by an associate or under a trust that the person manages)
- A listed entity or related body corporate of a listed entity
- An exempt public authority
- A body corporate or unincorporated body who invests in financial products, interests in land or other investments and invests fund received (directly or indirectly) following a public offering the terms of which provided for the funds to be invested for those purposes
- A foreign entity that would be covered by one of the above.

Sophisticated Investors are:

- A person who has net assets of at least A\$2.5 million; or
- A person who has a gross income of A\$250,000 for each of the last two financial years.
- A Sophisticated Investor must provide;



NOTICE TO INVESTORS OF AUSTRALIA (cont'd)

REQUIRED DOCUMENTATION:

Sophisticated Investor

- A Certificate from a Qualified Accountant that shows:
 - ❑ A person that has net assets of at least A\$2.5 million; or
 - ❑ A person that has a gross income of A\$250,000 for each of the last two financial years.
- If an investment amount of A\$500,000 or more is made then no self-certification is required.

Example Certificate

https://indx.capital/files/INDX+Example_Accountant+Certificate_Australia.pdf

Professional Investor

- A person has or controls gross assets of A\$10 million.

Example Certificate

https://indx.capital/files/INDX+Example_Professional+Investor+Declaration_Australia.pdf



NOTICE TO INVESTORS OF THE EUROPEAN UNION & UNITED KINGDOM

INDX may accept up to 150 non-qualified investors from each European Union member state. If you are not considered a professional investor as defined under the Markets in Financial Instruments Directive II (MiFID II) and INDX receives more than 150 investors from your European Union member state, your investment may be rejected.

If you qualify as a professional investor, INDX or its third party service providers may request proof of your professional investor status. If you fail to timely provide the documentation requested, your investment may be rejected.

NOTICE TO INVESTORS OF UNITED KINGDOM

Prior to receiving any communications by INDX, you must certify that you are a “High Net Worth” or “Sophisticated” Investor. If you qualify as such, please read the appropriate self-certification. Your acceptance will be in the next process prior to investment. Prior to receiving any communications by INDX, you must certify that you are a “High Net Worth” or “Sophisticated” Investor. If you qualify as such, please read the appropriate self-certification. Your acceptance will be in the next process prior to investment.

SELF-CERTIFIED HIGH NET WORTH INVESTOR STATEMENT

I make this statement so that I can receive promotional communications which are exempt from the restriction on promotion of non-mainstream pooled investments. The exemption relates to certified high net worth investors and I declare that I qualify as such because at least one of the following applies to me:

- I had, throughout the financial year immediately preceding the date below, an annual income to the value of £100,000 or more. Annual income for these purposes does not include money withdrawn from my pension savings (except where the withdrawals are used directly for income in retirement).

- I held, throughout the financial year immediately preceding the date below, net assets to the value of £250,000 or more. Net assets for these purposes do not include:

- the property which is my primary residence or any money raised through a loan secured on that property; or

- any rights of mine under a qualifying contract of insurance; or

- any benefits (in the form of pensions or otherwise) which are payable on the termination of my service or on my death or retirement and to which I am (or my dependants are), or may be, entitled; or

- any withdrawals from my pension savings (except where the withdrawals are used directly for income in retirement).

I accept that the investments to which the promotions will relate may expose me to a significant risk of losing all of the money or other property invested. I am aware that it is open to me to seek advice from an authorised person who specialises in advising on non-mainstream pooled investments.

NOTICE TO INVESTORS OF UNITED KINGDOM (cont'd)

SELF-CERTIFIED SOPHISTICATED INVESTOR STATEMENT

I declare that I am a self-certified sophisticated investor for the purposes of the restriction on promotion of non-mainstream pooled investments. I understand that this means:

- I can receive promotional communications made by a person who is authorised by the Financial Conduct Authority which relate to investment activity in non-mainstream pooled investments;
- the investments to which the promotions will relate may expose me to a significant risk of losing all of the property invested.

I am a self-certified sophisticated investor because at least one of the following applies:

- I am a member of a network or syndicate of business angels and have been so for at least the last six months prior to the date below;
- I have made more than one investment in an unlisted company in the two years prior to the date below;
- I am working, or have worked in the two years prior to the date below, in a professional capacity in the private equity sector, or in the provision of finance for small and medium enterprises;
- I am currently, or have been in the two years prior to the date below, a director of a company with an annual turnover of at least £1 million.

I accept that the investments to which the promotions will relate may expose me to a significant risk of losing all of the money or other property invested. I am aware that it is open to me to seek advice from someone who specialises in advising on non-mainstream pooled investments.



NOTICE TO INVESTORS OF THE UNITED STATES OF AMERICA

An accredited investor satisfies one or more of the conditions below:

- An individual whose income exceeds \$200,000 in each of the two most recent years (or \$300,000 in joint income with a person's spouse) and who reasonably expects to reach the same income level in the current year;
- An individual whose net worth exceeds \$1 million, excluding value of primary residence;
- Certain entities with over \$5 million in assets; or
- Certain regulated entities such as banks, savings and loan associations, registered broker dealers, insurance companies, registered investment companies, business development companies, licensed Small Business Investment Companies which are not subject to the asset test.

REQUIRED DOCUMENTATION:

- An executed accredited investor questionnaire and financial statements, e.g., tax returns or W-2s proving prior two years of salary; or
- certificates from a bank and/or accountant, e.g., a review certificate from a CPA, Attorney, or investment broker/adviser, that verifies the ownership of assets and/or net worth outside the investor's primary residence.



NOTICE TO INVESTORS OF COUNTRIES NOT SPECIFICALLY MENTIONED

The offering of INDX Tokens by INDX Cayman, Ltd. (the “Company”) has not been registered with or approved by any regulatory authority in your country. The offering documents do not constitute a prospectus under the laws of your country as the INDX Tokens are only being offered to Qualified Investors, as defined in your applicable statute of your country, pursuant to a private placement exemption. No action has been or will be taken that would permit a public offering of the INDX Tokens in your country. Accordingly, no INDX Tokens may be offered, sold or delivered except in circumstances that will result in compliance with any applicable laws and regulations. You should consult the laws of your jurisdiction before purchasing INDX Tokens.

By continuing to the offering, you certify that you are qualified, as determined by the applicable laws of your jurisdiction, to receive information regarding and participate in the offering and sale of INDX Tokens. If you are not qualified to participate in sale of INDX Tokens, as determined by the Company in its sole discretion, your investment will be refunded in the amount of cryptocurrency received by the Company.