



Timeless Luxury Group AG DIGITAL SECURITY OFFERING

Subscription Booklet

Date of Offering:

March 20, 2019 to March 31, 2020¹

Total Amount of the Offering: Up To 100,000,000 TMLS Tokens

Price per Token:

\$1.00 per Token

Offering Total: US \$100,000,000

The securities offered hereby are speculative and involve a high degree of risk.

Minimum Purchase Price Per Investor: \$1,000 (1,000 Tokens)

Placement Agent

TriPoint Global Equities, LLC

Accredited Investors Only

Legal Disclaimer: Timeless Luxury Group AG is currently undertaking a private placement of the securities described in the accompanying transaction documents in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933 (the "Securities Act") and Rule 506(c) of Regulation D promulgated thereunder.

¹ Upon mutual agreement of the Company and Placement Agent, the offering period may be extended for up to 60 days; the Company need not provide investors notice of any such extension.

INSTRUCTIONS FOR COMPLETION OF SUBSCRIPTION BOOKLET

Prospective investors should read the transaction documents for this proposed investment in Timeless Luxury Group AG, a Swiss Corporation (the “**Company**”), including the Token Purchase Agreement (the “**Token Purchase Agreement**”) and this Subscription Booklet, as well as the Offering Memorandum dated March 20, 2019 (the “**Offering Memorandum**,” collectively with the Token Purchase Agreement and Subscription Booklet, the “**Transaction Documents**”) prior to purchasing any Tokens in this Offering (as such terms are defined below). In particular, you should not construe the contents of the Transaction Documents as investment or legal advice. You should consult your bankers, counsel, accountants, tax experts and other advisors as to legal, tax, business, financial and related aspects of an investment in the Tokens. No representation or warranty is made as to whether, or the extent to which, the Tokens constitute legal investments for investors whose investment authority is subject to legal restrictions. Such investors should consult their legal advisors regarding such matters.

The Company is offering (the “**Offering**”) up to a maximum of 100,000,000 TMLS Tokens (the “**Tokens**”) on a best efforts basis (the “**Offering**”), at a price of \$1.00 per Token (the “**Token Price**”). The minimum subscription is \$1,000 per investor, although the Company may in its sole discretion waive such minimum subscription amount.

Execution of this Subscription Booklet shall constitute execution of the signature pages to the Token Purchase Agreement. If you wish to invest in the Company, this Subscription Booklet and the signature pages included herewith must be executed and returned to:

Robert Brand
TriPoint Global Equities, LLC (“**TriPoint**” or the “**Placement Agent**”)
1450 Broadway, 26th Floor, New York NY 10018
Fax: +1 (646) 786-3454

TriPoint is acting as the Placement Agent in this Offering. You should consult with an attorney, accountant, investment adviser or other adviser regarding an investment in the Company and its suitability for you. Investing in the Tokens involves certain investment risks, including the possible loss of all your investment. See “**Risk Factors**” beginning on page 5 of the Offering Memorandum to read about the important factors you should consider prior to making any investment in the Tokens. All subscription documents must be completed correctly and thoroughly or they will not be accepted. If you wish to invest, please complete, sign and return this Subscription Booklet and the signature pages contained herein.

- Section I – Important Notices and Certifications
- Investor Profile Form – **Exhibit A**
- Token Purchase Agreement Signature Pages – **Exhibit B**
- Summary of Process for Verification of Investor Accredited Status– **Exhibit C**

The purchase price for the Tokens is exclusive of any costs incurred by an investor for legal, tax accounting or financial advice, including fees paid to his, her or its purchaser representative, if any.

Upon completing this Subscription Booklet and executing the signature pages contained herein, the subscription made by the investor will be irrevocable and, unless the subscription is rejected, or the Offering is withdrawn, the subscriber will become an investor in this Offering. The Company or the Placement Agent may reject, in whole or in part, any subscription and at any time, in their absolute discretion for any reason whatsoever, including but not limited to, failure to conform to the requirements of the Offering, insufficient documentation, or oversubscription of the Offering. Should you have any questions regarding the Offering or this Booklet, please contact the Placement Agent at sales@tpglobal.com.

WIRE AND SUBSCRIPTION PROCEDURES FOR INVESTORS USING ESCROW

Investors who participate in this Offering, including through selected dealers, will be required to deposit their funds in an escrow account held at Wilmington Trust. Any such funds that Wilmington Trust receives shall be held in escrow until a time as mutually agreed between the Company and the Placement Agent. Investors will have no right to the return of their funds during the term of the escrow. There is no minimum in this Offering, so there will be no continuing arrangements to place the funds in an escrow, trust or similar account, and all cleared funds will be available to the Company immediately.

M& T Bank/Wilmington Trust Company

ABA #: 031100092

SWIFT: MANTUS33

A/C #: 133829-000

A/C Name: Timeless Luxury

Attn: Mr. Boris Treyger

Bank Address:

Wilmington Trust Company
166 Mercer Street, Suite 2R
New York, NY 10012
Phone: 212-941-4416
Attn: Mr. Boris Treyger

Company Address:

Timeless Luxury Group AG
Dammstrasse 16
CH-6300 Zug
Switzerland

SECTION I
IMPORTANT NOTICES AND CERTIFICATIONS

Notices

- Your Subscription Booklet is comprised of Exhibits A, B and C hereto and your signature page thereto is included as Exhibit B of this Subscription Booklet.
- You as an individual or you on behalf of the subscribing entity are being asked to complete this Subscription Booklet so a determination can be made as to whether or not you (it) are qualified to purchase securities under applicable federal and state securities laws.
- **Your answers to the questions contained herein must be true and correct in all respects, and a false representation by you may give rise to a violation of law for which a claim for damages may be made against you.**
- Your answers will be kept strictly confidential; however, by signing this Subscription Booklet, you will be authorizing the Company to present a completed copy of this Subscription Booklet (and any completed questionnaires and related information submitted by you in connection therewith) on a confidential basis to its counsel and such other advisors to the Company as they may deem appropriate in order to make certain that the offer and sale of the Tokens will not result in a violation of the Securities Act or of the securities laws of any state or of any other jurisdiction.
- **All questions must be answered.** If the appropriate answer is “None” or “Not Applicable,” please state so. Please print or type your answers to all questions and attach additional sheets if necessary to complete your answers to any item. Please initial any correction.

INDIVIDUAL SUBSCRIBERS:

- If the Tokens subscribed for are to be owned by more than one person, **you and the other co-subscriber must each complete a separate Subscription Booklet (except if the co-subscriber is your spouse) and sign the signature page to the Token Purchase Agreement included with this Subscription Booklet. If your spouse is a co-subscriber, you must indicate his or her name and social security number.**

Certifications

- I understand that investment in the Tokens is an **illiquid investment**. In particular, I recognize that: (i) I must bear the economic risk of investment in the Tokens for a minimum of **one (1) year** as enforced by the Company's TMLS Token smart contract which shall prevent the disposal of the Investor Tokens for one (1) year pursuant to Rule 506(c), a “safe harbor” under Section 4(a)(2) of the Securities Act of the Regulation D securities registration exemption, and, only after one (1) year, if requested by the Company, an opinion of counsel or other evidence reasonably satisfactory to the Company to permit the disposal of the Investor Tokens may be provided; and (ii) no established market will exist and it is possible that no public market for the Tokens, or any part thereof or any security underlying any part thereof, will develop. I consent to the programming of the smart contracts representing the Tokens by the Company with such restrictions as to the transferability of the Tokens (or any part thereof) as any applicable federal or state securities law or any securities law of any other applicable jurisdiction may require from time to time. _____ **Initial**
- The Investor has such knowledge and experience in financial and business matters that the Investor is capable of evaluating the merits and risks of the Investor’s investment in the Tokens and is able to bear such risks, and has obtained, in the Investor’s judgment, sufficient information from the Company to evaluate the merits and risks of such investment. The Investor has evaluated the risks of investing in the Tokens, understands there are substantial risks of loss incidental to the purchase of a Token and has determined that the purchase of Tokens is a suitable investment for the Investor. _____ **Initial**
- I represent and warrant to the Company that: (i) the financial information provided in this Subscription Booklet relating to me is complete, true and correct in all material respects; (ii) I and my investment managers, if any, have carefully reviewed and understand the risks of, and other considerations relating to, a purchase of Tokens; (iii) I and my investment managers, if any, have been afforded the opportunity to obtain any information necessary to

verify the accuracy of any representations or information presented by the Company and have had all inquiries to the Company answered, and have been furnished all requested materials, relating to the Company and the offering and sale of the Tokens and anything set forth in the Transaction Documents; (iv) neither I nor my investment managers, if any, have been furnished any offering literature by the Company or any of its affiliates, associates or agents other than the Transaction Documents, and the agreements referenced therein; and (v) I am acquiring the Tokens for which I am subscribing for my own account, as principal, for investment and not with a view to the resale or distribution of all or any part of the Tokens in violation of federal, state or other applicable securities laws.

_____ **Initial**

- I represent that my investment objective is speculative in that I seek the maximum total return through an investment in a broad spectrum of securities, which involves a higher degree of risk than other investment styles and therefore my risk exposure is also speculative. _____ **Initial**
- The Tokens offered hereby are highly speculative and involve a high degree of risk and I should only purchase these securities if I can afford to lose their entire investment. _____ **Initial**
- On February 6, 2018, Timeless made a request to FINMA to provide a ruling (in the form of a “no action letter”) that this Offering is compliant with Swiss regulatory law and that Timeless and its intended business activity is not subject to any licensing requirements under Swiss law. The Company’s internal assessment concluded that both the Offering and the Company’s business model are compliant with Swiss financial market laws and are not subject to any licensing requirements or authorization under any Swiss financial market laws. As of the date of the Offering Memorandum, I understand that FINMA has not responded to Timeless’ request and has not yet issued a no action letter and there can be no guarantee that FINMA will issue such a letter. Depending on FINMA’s response, I understand that there is a risk that FINMA may classify the Token differently and/or that Timeless would require a license according to the Banking Act, the Collective Investment Schemes Act and/or the Stock Exchange Act in Switzerland. While I understand that the Company we will take every step necessary to comply with FINMA’s ruling and suggestions, there can be no guarantee that they will be able to do so. If FINMA determines the Company is not in compliance with Swiss law, I understand that FINMA could shut down the Company, which could ultimately lead to an involuntary liquidation of the Company and in the worst case a full loss of all of my invested capital. _____ **Initial**
- I understand that if the Company does not receive the maximum amount of \$100 million in this offering of TMLS Tokens, they will most likely be unable to fully carry out their plans to develop up to 41 hideaway properties and a resort property. In addition, I understand that once funded, they will need time to locate and secure additional bank financing for development and construction of the planned properties and management will need to fully develop their sales and marketing pipeline, none of which can be guaranteed. If the company fails to raise the maximum amount of \$100 million, I further understand that management will use the first \$33 million for DSO costs and the development of 15 hideaway properties, next \$20 million towards the planned resort and any additional funds raised will be used for additional hideaways. As such, the TMLS Tokens offered hereby are highly speculative and involve a high degree of risk and I should only purchase these securities if I can afford to lose my entire investment. _____ **Initial**
- I understand that the proceeds from the sale of the Tokens shall be used by the Company in the manner set forth under “Use of Proceeds” in the Offering Memorandum. _____ **Initial**
- I understand that the purchase price per Token is exclusive of any costs incurred by me for legal, tax, accounting or financial advice, including fees paid to my purchaser representative, if any. _____ **Initial**
- The undersigned, if a corporation, partnership, trust or other form of business entity, (i) is authorized and otherwise duly qualified to purchase and hold the Tokens, (ii) has obtained such additional tax and other advice that it has deemed necessary, (iii) has its principal place of business at its residence address set forth in this Subscription

Booklet, and (iv) has not been formed for the specific purpose of acquiring the Tokens (although this may not necessarily disqualify the subscriber as a purchaser). The persons executing the Subscription Booklet, as well as all other Transaction Documents related to the Offering, represent that they are duly authorized to execute all such Transaction Documents on behalf of the entity. (If the undersigned is one of the aforementioned entities, it agrees to supply any additional written information that may be required.) _____ **Initial**

- All of the information which I have furnished to the Company and which is set forth in the Subscription Booklet is correct and complete in all material respects as of the date of the Subscription Booklet. If any material change in this information should occur prior to my subscription being accepted, I will promptly furnish the revised or corrected information. I further agree to be bound by all of the terms and conditions of the Offering and the Transaction Documents. I agree to indemnify and hold harmless the Company and its officers, directors, employees and affiliates from and against all damages, losses, costs and expenses (including reasonable attorneys' fees and expenses) that they may incur by reason of the failure of the undersigned to fulfill any of the terms or conditions of this Subscription Booklet or by reason of any breach of the representations and warranties made by the undersigned herein or in any agreement provide by the undersigned to the Company. This subscription is not transferable or assignable by me without the written consent of the Company (provided, however, that for the avoidance of doubt, any securities acquired in the Offering are transferrable without the consent of the Company, subject to any restrictions on transfer specified in the other Transaction Documents). If more than one person has signed this Subscription Booklet, the obligations of each such signatory to this Subscription Booklet shall be joint and several and the representations and warranties contained in this Subscription Booklet shall be deemed to be made by, and be binding upon, each of these persons and his or her heirs, executors, administrators, successors and assigns (but, for the avoidance of doubt, such obligations of the persons signing this Subscription Booklet are several, and not joint, with any other investor in the Offering). This subscription, upon acceptance by the Company, shall be binding upon my heirs, executors, administrators, successors and assigns. This Subscription Booklet shall be construed in accordance with and governed in all respects by the internal laws of Switzerland. _____ **Initial**
- I certify that (1) my taxpayer identification number shown in this Subscription Booklet is correct and (2) I am not subject to backup withholding because (a) I have not been notified that I am subject to backup withholding as a result of a failure to report all interest and dividends or (b) the Internal Revenue Service has notified me that I am no longer subject to backup withholding. (If you have been notified that you are subject to backup withholding and the Internal Revenue Service has not advised you that backup withholding has been terminated, strike out item (2) in the sentence directly above.) _____ **Initial**
- The acceptance of my subscription together with the appropriate remittance will not breach any applicable money laundering rules and regulations and I undertake to provide verification of my identity reasonably satisfactory (on a confidential basis) to the Company promptly on request. I acknowledge that due to money laundering requirements operating within their respective jurisdictions, the Company may require further identification of me/us before applications can be processed. The Company shall be held harmless and indemnified by me against any loss arising from the failure to process this application if such information as has been reasonably required from me has not been provided by me. _____ **Initial**
- I understand that the Subscription Booklet relating to the Offering will be irrevocable, and unless the subscription is rejected or withdrawn, I will become an investor in this Offering. I understand that the Company or the Placement Agent may reject, in whole or in part, any subscription and at any time, in their absolute discretion for any reason whatsoever, including but not limited to, failure to conform to the requirements of the Offering, insufficient documentation, or oversubscription of the Offering. _____ **Initial**
- I understand that the Company has engaged Tripoint Global Equities, LLC, as lead placement agent for the Company in connection with the financing set forth in this Subscription Booklet. The Company has agreed to pay to the Placement Agent or its designees, with regard to sales of Tokens to investors introduced by the Placement

Agent or its designees (“Tripoint Purchasers”), a placement agent fee in cash equal to: seven percent (7%) of the amount of gross fiat currency proceeds received by the Company. I understand that the Company entered into a software license agreement with Horizon Globex to create the Timeless Luxury tokens. The owners of TriPoint Global Equities are Mark Elenowitz and Michael Boswell, both officers and shareholders of Horizon Globex. I also understand that Horizon Globex has no ownership interest in TriPoint Global Equities, LLC. I further understand that the Company’s business relationship with the TriPoint Global Equities, LLC and Horizon Globex may be considered as a conflict of interest. _____ **Initial**

- I understand that the Tokens will be held by the Company’s Transfer Agent, VStock Transfer, LLC and not delivered to individual digital wallets. _____ **Initial**
- I understand that as a Token holder, I will be entitled to a percentage of certain Company earnings. I further understand that the greater number of Tokens the Company sells pursuant to this Offering, my related earning potential will be diluted and therefore so will my overall investment in the Company. _____ **Initial**

[remainder of page intentionally left blank]

EXHIBIT A
INVESTOR PROFILE FORM

ALL INVESTORS MUST COMPLETE THIS FORM.

Name of Investor (*Please Print or Type*) Social Security Number/Tax I.D. Number

\$ _____
Amount of Subscription **MINIMUM SUBSCRIPTION AMOUNT \$1,000**

Type of Investor—*Please check all that apply:*

- | | | |
|--|--|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Registered Investment Company | <input type="checkbox"/> Foundation |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Joint Tenants (with Rights of Survivorship) | <input type="checkbox"/> Endowment |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Tenants in Common | <input type="checkbox"/> Employee Benefit Plan |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Individual Retirement Plan | <input type="checkbox"/> Keogh Plan |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Charitable Remainder Trust | <input type="checkbox"/> Fund of Funds * |

Full Mailing Address (*Exactly as it should appear on labels*):

Mr. Mrs. Ms. Miss Dr. Other _____

Telephone number

Fax number

* For purposes of this item, the term “**Fund of Funds**” means a fund that invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are private funds or registered investment companies.

Residence (if an individual) or Principal Place of Business (if an entity) Address (*No P.O. Boxes Please, if any*):

Telephone number

Fax number

Attention:

E-Mail Address: _____

METHOD OF DELIVERY OF ACCOUNT COMMUNICATIONS

Account Communications may be delivered via the e-mail address provided above. Should this means of transmission be unacceptable, Account Communications will be delivered via facsimile or physical delivery if the following box is checked:

E-mail transmission is *declined*. Please send Account Communications via facsimile or physical delivery (e.g., first class mail, overnight or express courier service or similar delivery method).

INVESTMENT OBJECTIVES

Investment Objectives (*check one or more*):

- | | |
|---|---|
| <input type="checkbox"/> Long Term Capital Appreciation | <input type="checkbox"/> Short Term Trading |
| <input type="checkbox"/> Businessman's Risk | <input type="checkbox"/> Income |
| <input type="checkbox"/> Safety of Principal | <input type="checkbox"/> Tax Exempt Income |
| <input type="checkbox"/> Speculative | <input type="checkbox"/> Other |

ALL INVESTORS MUST COMPLETE THIS FORM.

ANTI-MONEY LAUNDERING INFORMATION

This Subscription Booklet will not be deemed complete, regardless of whether it has already wired funds, until all of the required documentation listed below is received by the Placement Agent.

Payment Information

(a) Name of the Investor: _____

(b) Name of the bank from which the Investor’s payment to the Company is being wired (the “**Wiring Bank**”): _____

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

(c) Is the Wiring Bank located in an Approved FATF Country*?

If yes, please answer question (d) below.

If no, we reserve the right to request additional information from you.

(d) Is the Investor a customer of the Wiring Bank?

<input type="checkbox"/>	<input type="checkbox"/>
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If yes, you are not required to provide the additional information described below.

If no, we reserve the right to request additional information from you.

The Investor must wire the payment from an account in its name.

The following materials must be provided to the Company through the Company "Timeless KYC" smartphone app which can be downloaded from:

Apple App Store: <https://itunes.apple.com/app/id1458006926>

Google Play Store: <https://play.google.com/store/apps/details?id=com.timelessluxurygroup.kycware>

All investors must complete Timeless KYC for their subscription to be accepted.

A government issued form of picture identification (e.g., passport, driver’s license).

Proof of current address (e.g., current utility bill).

* As of the date hereof, approved countries that are members of the Financial Action Task Force on Money Laundering (each, an “**Approved FATF Country**”) are: Argentina, Australia, Austria, Belgium, Brazil, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Iceland, Ireland, Italy, Japan, Luxembourg, Mexico, Kingdom of the Netherlands, New Zealand, Norway, Portugal, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States.

Broker-Dealer Status:

(a) Are you a broker-dealer?

Yes No

Note: If yes, the staff of the Securities and Exchange Commission has indicated that you may be required to be identified as an underwriter in a future registration statement.

(b) Are you an affiliate of a broker-dealer?

Yes No

(c) If you are an affiliate of a broker-dealer, do you certify that you bought the Tokens in the ordinary course of business, and at the time of the purchase of the Tokens, you had no agreements or understandings, directly or indirectly, with any person to distribute the Tokens or the securities underlying the Tokens?

Yes No

Note: If your response to the foregoing question is “No,” the SEC’s staff has indicated that you may be required to be identified as an underwriter in a future registration statement relating to the Tokens or the securities underlying the Tokens.

Relationships with the Company:

Except as set forth below, neither the undersigned nor any of its affiliates, officers, directors or principal equity holders (owners of 5% or more of the equity securities of the undersigned) has held any position or office or has had any other material relationship with the Company (or its predecessors or affiliates) during the past three years.

State any exceptions here:

ACCREDITED INVESTOR STATUS VERIFICATION

In order to ensure compliance with Rule 506(c) promulgated under Regulation D, the Investor must initial the applicable item below to indicate which method it will use to verify its status as an "accredited investor" as defined in Regulation D, and to make any necessary representations and warranties in connection with the verification of its status as an accredited investor.

(A) FOR INDIVIDUALS INVESTING

(Please initial as appropriate)

 1. The Investor has an individual net worth in excess of \$1,000,000 and represents and
Initial warrants that such Investor has disclosed all liabilities necessary to make a determination of net worth in such Investor's net worth documentation.**

 2. The Investor has joint net worth with his or her spouse, in excess of \$1,000,000 and
Initial **(please initial (a) and (b) below)****
such Investor represents and warrants that such Investor has disclosed all liabilities necessary to make a determination of such Investor's net worth:

please initial here:_____

AND

such Investor's spouse represents and warrants that he or she has disclosed all liabilities necessary to make a determination of his or her net worth:

please initial here:_____

 3. The Investor had individual income (exclusive of any income attributable to his or
Initial her spouse) of more than \$200,000 in each of the past two years, and represents and warrants that such Investor reasonably expects to reach the same income level in the current year.

For an Investor that has initialed item 3 of this Section II(A), such Investor shall be

required to provide Internal Revenue Service forms that report the Investor's income for the two most recent years (including, but not limited to, Form W-2, Form 1099, Schedule K-1 to Form 1065, and Form 1040, or a Pro Letter).

** Any Investor who is a natural person shall be required to provide the Company with "net worth documentation." For purposes of this Subscription Booklet, "net worth documentation" means any documentation provided by the Investor in connection with such Investor's representation that such Investor is an "accredited investor" within the meaning of Regulation D, including without limitation, the following types of documentation dated within the prior three months of such Investor's subscription: bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, appraisal reports issued by independent third parties, and a consumer report from one or more of the nationwide consumer reporting agencies.

_____ *Initial* 4. The Investor had joint income with his or her spouse of more than \$300,000 in each of the past two years and

such Investor represents and warrants that he or she has a reasonable expectation of reaching the joint income level necessary to qualify as an accredited investor

please initial here: _____

AND

such Investor's spouse represents and warrants that he or she has a reasonable expectation of reaching the joint income level necessary to qualify as an accredited investor

please initial here: _____

For an Investor that has initialed item 4 of this Section II(A), such Investor and such Investor's spouse may be required to provide Internal Revenue Service forms that report the Investor's and the Investor's spouse's income for the two most recent years (including, but not limited to, Form W-2, Form 1099, Schedule K-1 to Form 1065, and Form 1040, or a Pro Letter).

(B) FOR CORPORATIONS, PARTNERSHIPS, EMPLOYEE BENEFIT PLANS OR IRA

(Please initial as appropriate)

1. Has the subscribing entity been formed for the specific purpose of investing in the Tokens?
_____ (yes/no)

If your answer to question 1 is "No," CHECK whichever of the following statements (a-e) is applicable to the subscribing entity. If your answer to question 1 is "Yes," the subscribing entity must be able to certify to statement (2) below in order to qualify as an "accredited investor."

The undersigned entity certifies that it is an "accredited investor" because it is:

(a) _____ an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, provided that the investment decision is made by a plan fiduciary, as defined in section 3(21) of such Act, and the plan fiduciary is a bank, savings and loan association, insurance company or registered investment adviser; or

(b) _____ an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974 that has total assets in excess of \$5,000,000; or

(c) _____ each of its shareholders, partners, or beneficiaries meets at least one of the conditions described above under Section II, A, INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section; or

(d) _____ the plan is a self directed employee benefit plan and the investment decision is made solely by a person that meets at least one of the conditions described above under Section II, A, INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section; or

(e) _____ a corporation, a partnership, limited liability company, or a Massachusetts or similar business trust with total assets in excess of \$5,000,000.

2. If the answer to Question B.1. above is “Yes,” please certify the statement below is true and correct:

_____ The undersigned entity certifies that it is an accredited investor because each of its shareholder or beneficiaries meets at least one of the conditions described above under Section II, A, INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section.

(C) FOR TRUST ACCOUNTS

(Please initial as appropriate)

1. Has the subscribing entity been formed for the specific purpose of investing in the Tokens?
_____ (yes/no)

If your answer to question 1 is “No,” CHECK whichever of the following statements (a-c) is applicable to the subscribing entity. If your answer to question 1 is “Yes,” the subscribing entity must be able to certify to the statement (c) below in order to qualify as an “accredited investor.”

The undersigned trustee certifies that the trust is an “accredited investor” because:

(a)_____ the trust has total assets in excess of \$5,000,000 and the investment decision has been made by a “sophisticated person;” or **(Note: Complete Section 2 below to show that the investment decision was made by a “sophisticated person”);**

(b)_____ the trustee making the investment decision on its behalf is a bank (as defined in Section 3(a)(2) of the Act), a saving and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, acting in its fiduciary capacity; **or,**

(c)_____ the grantor(s) of the trust may revoke the trust at any time and regain title to the trust assets and has (have) retained sole investment control over the assets of the trust and the (each) grantor(s) meets at least one of the conditions described above under Section II, A, INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section.

**ONLY FILL OUT THE FOLLOWING SECTION IF YOU ARE AN ENTITY
AUTHORIZATION OF REPRESENTATIVE(S)/AGENT(S)**

Set forth below are the names of persons authorized by the Investor to give and receive instructions between the Company and the Investor, together with their respective signatures. Such persons are the only persons so authorized until further notice to the Company.

(Please attach additional pages if needed)

Name	Signature

Address of Authorized Representative/Agent *(No P.O. Boxes Please, if any):*

Telephone number

Fax number

Please provide the following information for an individual(s), if any, who, directly or indirectly, through any contract arrangement, understanding, relationship, or otherwise owns 25% or more of the equity interests of the legal entity.

Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

The following materials must also be provided to the Company:

A government issued form of picture identification (e.g., passport, driver's license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).

Second Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

The following materials must also be provided to the Company:

A government issued form of picture identification (e.g., passport, driver's license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).

Third Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

The following materials must also be provided to the Company:

A government issued form of picture identification (e.g., passport, driver's license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).

Fourth Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

The following materials must also be provided to the Company:

A government issued form of picture identification (e.g., passport, driver's license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).

EXHIBIT B

Token Purchase Agreement Signature Pages

Investors need only sign and remit one Signature Page. If you signed the signature pages included in the Token Purchase Agreement, you need not sign the following pages.

[remainder of page intentionally left blank]

INDIVIDUALS

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the dates set forth below.

Dated: _____, 2019

Signature(s): _____

Name (Please Print): _____

Residence Address: _____

Phone Number: (_____) _____ - _____

Cellular Number: (_____) _____ - _____

Social Security Number: _____

Email address: _____ @ _____

ACCEPTANCE

TIMLESS LUXURY GROUP AG
(a Swiss Corporation)

Date: _____, 2019

By: _____

Name: Michael Gössl

Title: CEO

CORPORATIONS, PARTNERSHIPS, TRUSTS OR OTHER ENTITIES

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the dates set forth below.

Dated: _____, 2019

Name of Purchaser (Please Print): _____

By: _____

Name (Please Print): _____

Title: _____

Address: _____

Phone Number: (_____) _____ - _____

Cellular Number: (_____) _____ - _____

Taxpayer ID Number: _____

Email address: _____ @ _____

ACCEPTANCE

TIMLESS LUXURY GROUP AG
(a Swiss Corporation)

Date: _____, 2019

By: _____

Name: Michael Gössl

Title: CEO

TIMELESS LUXURY GROUP AG

EXHIBIT C

Summary of Process for Verification of Investor Accredited Status

The definition of an accredited investor under the Securities Act of 1933, Rule 501(a) is that you have (i) gross individual income of \$200,000 – or \$300,000 with your spouse if filing jointly – in both of the previous 2 years with a reasonable expectation that you will attain that level of income in the current year, or; (ii) individual net worth (excluding primary residence) – or joint net worth with a spouse – in excess of \$1,000,000. You may wish to visit the SEC website to learn more, and view their [Accredited Investor Brochure](#). Note that income verification is valid for 12 months from the date we confirm it, while net worth verification is only valid for 3 months from the date we confirm it. Unverified investors will not be permitted to participate in this Offering.

3 Ways to Get Verified

1. Please have your CPA, attorney, registered investment advisor, or broker-dealer email us a letter on their letterhead, using this template (the pro-letter document provided below), attesting to your status as an accredited investor based upon their knowledge of your income or your net worth. This letter must be dated within the prior 60 days.
2. You may instead send income verification documents (such as IRS Forms 1040 or W-2) for us to review that evidence of your income for the prior two years.
3. You may instead send asset verification documents (such as bank or brokerage statements dated within the past 60 days), which we will review. If you use this method we will request a credit report from a national credit reporting agency to verify your debt, obtain a letter from you verifying that no debt exists other than what appears on the credit report, and calculate your estimated net worth to assist us in making a determination.

TIMELESS LUXURY GROUP AG

[CERTIFIER LETTERHEAD]

Accredited Status Certification Letter

[Date]

TIMLESS LUXURY GROUP AG
Dammstrasse 16
CH-6300 Zug
Switzerland

Re: Determination of Accredited status

Dear _____:

[Client name] (“Client”) has asked us to provide [name of issuer] with this letter to assist you in your determination of whether Client is an “accredited investor” as defined in Rule 501(a) of the Securities Act of 1933, as amended (the “Securities Act”).

[I/We] hereby certify that [I/we] [am/are] (please check the appropriate box):

- a registered broker-dealer, as defined in the Securities Exchange Act of 1934;
- an investment adviser registered with the Securities and Exchange Commission;
- a licensed attorney in good standing under the laws of the jurisdictions in which I am admitted to practice law; or
- a certified public accountant in good standing under the laws of the place of my residence or principal office.

We draw your attention to the fact that the determination of whether a person is an accredited investor is a factual question and therefore not susceptible to a legal opinion. Accordingly, this letter is not a legal opinion and we make no representations about whether Client is an accredited investor or whether this letter is sufficient for your purposes.

In connection with this letter, we have examined and relied upon the original or copies of the following documents (the “Client Materials”):

- Tax returns for the years [] and [] (each, a “Tax Year”) filed by Client and [his/her] spouse on Form 1040 (the “Tax Returns”), accompanied by a certificate of the Client that that the copies of the Tax Returns provided were true, correct and complete, filed with the appropriate office of the Internal Revenue Service, prepared in full compliance with applicable law and governmental regulations and have not been amended.
- A certificate executed by Client and [his/her] spouse, attached hereto, addressed to the Issuer and us, stating such persons: (i) have had a joint income in excess of \$300,000 in each of the two most-recent years and a reasonable expectation of joint income in the current year in excess of \$300,000; or (ii) have a joint “net worth” with Client’s spouse in excess of \$1,000,000,

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- A certificate executed by Client, attached hereto, addressed to the Issuer and us, stating such person: (i) has had an individual income in excess of \$200,000 in each of the two most-recent years and a reasonable expectation of income in the current year in excess of \$200,000; or (ii) has an individual “net worth” in excess of \$1,000,000.
- Form 1099 filed with the Internal Revenue Service by Client [and [his/her] spouse] for the two most-recent years;
- Schedule K-1 of Form 1065 filed with the Internal Revenue Service by Client [and [his/her] spouse] for the two most recent-years;
- Form W-2 issued by the Internal Revenue Service to Client [and [his/her] spouse] for the two most recent-years;
- Other Internal Revenue Service documents (please specify): _____.
- bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, or appraisal reports issued by independent third parties to Client, dated within three months of the date of this Letter;
- a consumer or credit report from at least one of the nationwide consumer reporting agencies indicating Client’s liabilities, dated within three months of the date of this Letter;
- other documents (please specify): _____.

We have not conducted any other investigation or inquiries of Client, and have not determined whether the above documents were accurately prepared, agree with source documents, were properly filed or otherwise.

By rendering this letter, we do not intend to waive any attorney-client privilege, as applicable. This letter is limited to the matters set forth herein and speaks only as of the date hereof. Nothing may be inferred or implied beyond the matters expressly contained herein. This letter may be relied upon by you and only in connection with an offering under Rule 506(c) and only for 30 days from the date of this letter. This letter may not be used, quoted from, referred to or relied upon by you or by any other person for any other purpose, nor may copies be delivered to any other person, without in each instance our express prior written consent. We assume no obligation to update this letter.

Very truly yours,

[CERTIFIER]:

By: _____

Name: _____

Title: _____

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Below are quick definitions of five common investor statuses.

You may also wish to visit the SEC website to learn more, and view the [Accredited Investor Brochure](#).

Non-Accredited	<p>Any individual making less than \$200,000 in either of the previous 2 years or who does not expect to make more than \$200,000 in the current year and not having a total net worth (excluding residence) in excess of \$1,000,000.</p> <p style="text-align: center;"><i>(Securities Act of 1933, Rule 501(a))</i></p>
Accredited Investor	<p>(i) Gross individual income of \$200,000 – or \$300,000 filing jointly – in both of the previous 2 years with a reasonable expectation to attain that level of income in the current year, or;</p> <p>(ii) individual net worth (excluding primary residence) – or joint net worth with a spouse – in excess of \$1,000,000.</p> <p style="text-align: center;"><i>(Securities Act of 1933, Rule 501(a))</i></p>
Qualified Client	<p>Person that, immediately after entering into an Advisory contract, has at least \$1,000,000 in assets under management, or;</p> <p>Person that, immediately prior to entering into an Advisory contract, is reasonably believed to (i) have a net worth in excess of \$2,000,000 (exclusive of primary residence), or (ii) is a Qualified Purchaser, or;</p> <p>Natural person who, immediately prior to entering into an Advisory contract, is (i) an executive officer/director/GP/similar of the Investment Adviser, or (ii) an employee of the Investment Adviser who participates in the investment activities of such Investment Adviser in connection with their regular functions and duties and has done so for at least 12 months.</p> <p style="text-align: center;"><i>(Investment Advisers Act, Rule 205-3)</i></p>
Qualified Purchaser	<p>Individuals owning not less than \$5,000,000 in investments</p> <p>Family Corporations/Trusts/Family Entities not formed for the specific purpose of investing in the product offered, owning not less than \$5,000,000 in investments, and directly owned by or for:</p> <p>(i) two or more natural persons related as siblings or spouse, direct lineal descendants by birth or adoption;</p> <p>(ii) spouses of such persons;</p> <p>(iii) estates of such persons;</p> <p>(iv) or foundations, Section 501(c)(3) organizations or trusts established by or for the benefit of such persons</p> <p>Trusts not formed for the specific purpose of investing in the products offered, and each trustee that is authorized and required to make decisions with respect to the investment is a person described in (a), (b), or (d) at the time the decision to purchase is made, and each settler or other person who has contributed assets to the trust is a person described in (a), (b) or (d) at any time such person contributed assets to the trust.</p> <p>Other entities not formed for the specific purpose of investing in the products offered, acting for its own account or accounts of other qualified purchasers, which in the</p>

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	<p>aggregate owns and invests on a discretionary basis not less than \$25,000,000 in investments.</p> <p style="text-align: center;"><i>(Investment Company Act of 1940, 3(c)(7))</i></p>
<p>Qualified Inst. Buyer (QIB)</p>	<p>Corporations/Partnerships/LLCs with total assets in excess of \$5,000,000 not formed for the specific purpose of acquiring the securities offered; each of the Investor’s equity owners is an Accredited investor.</p> <p>Trusts with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring securities offered, and directed by a “sophisticated” person; is (i) a bank as defined in 3(a)(2) of the Securities Act of 1933 (“Securities Act”), a savings and loan association, or other institution defined in 3(a)(5) of the Securities Act, (ii) acting in a fiduciary capacity, and (iii) subscribing for the purchase of securities being offered on behalf of a trust account or accounts; is a revocable trust with which all grantors are Accredited investors</p> <p>Banks/Savings and Loans (i) as defined in 3(a)(2) of the Securities Act, a savings and loan association, or other institution defined in 3(a)(5) of the Securities Act, (ii) acting on its own behalf.</p> <p>Insurance Companies as defined in 2(13) of the Securities Act.</p> <p style="text-align: center;"><i>(Securities Act of 1933, Rule 501(a))</i></p>