

Daba Fund Advisors LLC.

Daba Fund Advisors LLC - is a subsidiary of Daba Markets INC. Daba Fund Advisors LLC is an exempt reporting advisor for private placement transactions.

For exempt offerings under Regulation D and S, a Special Purpose Vehicle (SPV) shall be created under Daba Investment Master LLC which is managed by Daba Fund Advisors LLC, which is 100% owned by Daba Markets INC.

Daba ensures that all its obligations and duties are documented in agreements. In addition, each investor will undergo a KYC process to ensure that they are eligible to participate in each offering in line with the eligibility criteria mentioned in section 2 of this disclosure statement. Specific details pertaining to exempt offerings will be outlined in separate agreements between Daba and the client. Such agreements may include but are not limited to consent agreements, confidentiality agreements, private placement memorandum, and SAFE agreements.

Participation in Regulation D and Regulation S Offering.

Regulation D Offerings:

Regulation D, under the Securities Act of 1933, provides exemptions for certain private offerings of securities from the requirement of registration with the Securities and Exchange Commission (SEC). There are three main exemptions under Regulation D:

01. Rule 504: This exemption allows companies to raise up to \$5 million within a 12-month period. It is typically used for smaller offerings and is subject to state securities laws.
02. Rule 506(b): This exemption allows companies to raise an unlimited amount of capital from accredited investors and up to 35 non-accredited investors. Accredited investors are individuals with a high net worth or income and certain entities that meet specific criteria outlined by the SEC.
03. Rule 506(c): This exemption is similar to Rule 506(b) but differs in that it allows general solicitation and advertising to attract investors. However, all investors must be verified as accredited investors.

Regulation S Offerings:

Regulation S provides a safe harbor exemption for certain offers and sales of securities outside the United States. It allows companies to conduct offerings to foreign investors without requiring SEC registration. There are two main categories under Regulation S:

- **Category 1:** Offers and sales made exclusively to non-U.S. persons and conducted in compliance with the applicable laws of the foreign jurisdiction.
- **Category 2:** Offers and sales made to both non-U.S. persons and U.S. persons who are outside the United States at the time of the offer and sale. In such cases, there should be no directed selling efforts in the United States.

Eligibility for each type of offering:

- Accredited Investors: Accredited investors defined by Rule 501 of Regulation D under the Securities Act of 1933, as amended (the "Securities Act") are eligible to participate in offerings under both Regulation D Rule 506(b) and Rule 506(c).
- Non-accredited Investors: Non-accredited investors are eligible to participate in offerings under Regulation D Rule 506(b). However, they are generally not eligible for Rule 506(c) offerings.
- Non-U.S. Persons: Non-U.S. persons, as defined by Regulation S, are eligible to participate in offerings under both Category 1 and Category 2 of Regulation S.
- U.S. Persons Outside the United States: U.S. persons who are outside the United States at the time of the offer and sale are eligible to participate in offerings under Category 2 of Regulation S.

It is important to note that participation in private placements carries certain risks, and prospective investors should carefully review all offering documents and consult with their legal and financial advisors before making any investment decisions.