



↑pstream

The background features a large, solid blue wave shape on the right side. Overlaid on this are two patterns: a light blue hexagonal grid in the upper left and a network of white dots connected by thin lines in the lower right.

**Issuer Dual Listing
Application Package**

Welcome to



upstream

DUAL-LIST ON THE PREMIER GLOBAL EXCHANGE AND TRADING APP FOR DIGITAL SECURITIES!

Congratulations! If you've made it to Upstream that means you've built a company that inspired your customers and fans to invest in your mission and grow alongside you. Now you're ready to take your company to the next level, provide liquidity for your investors, and offer your shares to a whole new set of global investors who can trade your company shares with digital currency and USD.

Enter Upstream—the next generation secondary market for your OTC securities to trade in real-time from a user-friendly trading app.

- ✓ Affordable & transparent fees
- ✓ Real-time trades & instant settlements
- ✓ Biometric-secured transactions
- ✓ Transparent market enforced by blockchain technology
- ✓ Advanced technology integrations

Welcome to the next generation of trading. Welcome to Upstream.

The Upstream Marketplace

This Issuer Listing Application Package is for OTC issuers looking for a marketplace to dual-list securities and reach a global audience that can use both digital currency and fiat to purchase your Company's shares. On the surface, Upstream offers global investors direct access to US equities through a real-time, secure, and intuitive trading app. Under the hood, Upstream introduces what we believe to be the future of trading featuring some of the highest levels of transparency, accessibility, and investor protections enforced using blockchain technology. These innovations include taking traditional equity and converting it to tokenized equity, offering shares on a public orderbook, and preventing predatory market practices like short selling.

Benefits for OTC Issuers

Solves for deposit and trading issues

Upstream's US transfer agent deposit and legend lift technology solves for common deposit and custody roadblocks OTC issuers face.

Provides enhanced price discovery

Upstream is the first exchange to allow global investors access to US equities using digital currency in the form of USDC stablecoin. This enables issuers to reach modern-day investors and increase liquidity potential.

Unlocks global liquidity

Be part of the next generation exchange and trading app for digital securities and offer your shares to a whole new set of fans, investors, and traders.

Provides advanced technology integrations

Streamline shareholder management with Upstream's cap. table and dividend payment solutions; compliance onboarding integrations; and investor communication tools.

Low fee structure

Access all the perks of an app-based, overseas exchange while enjoying competitive listing and compliance fees.

We are a Regulated Market

Upstream is a MERJ Exchange market, a National Securities Exchange licensed by the Republic of Seychelles, and an affiliate of the World Federation of Exchanges. MERJ Exchange Limited owns and operates the affiliated MERJ companies; MERJ Exchange, MERJ Clearing and Settlement Limited, and MERJ Depository and Registry Limited. Working together the MERJ family of companies provides a market for primary offerings and secondary trading that is seamlessly

integrated with execution, clearing, settlement and custody services.

MERJ is overseen and regulated by the Seychelles Financial Services Authority (“FSA”), which is responsible for enacting and enforcing financial service’s regulations in the Republic of Seychelles. The Seychelles FSA also coordinates with the Financial Action Task Force to achieve the highest standards of international anti-money laundering requirements.

The following are the listing requirements to qualify to have your securities be dual-listed on the Upstream Exchange:

Initial Listing Requirements

The issuer:

1. Must be currently listing on the OTC, NASDAQ or the NYSE
2. Must make available a prospectus, offering docs, Reg CF Filing, or other Global Crowdfunding document showing that a primary offering or placement of securities was conducted in compliance with applicable securities laws in an accepted jurisdiction
3. Must be reporting with the US SEC (Form 10K and 10-Q) or OTC Alternative Reporting Filing
4. Must follow the Upstream Reporting and Corporate Governance standards
5. Must have 2 or more independent directors on their board
6. Must have a transfer agent/registrar or cap table management system
7. The corporation and the corporation’s officers and directors must agree to background investigation by Upstream
8. Must engage Sponsor Advisor

Reporting Standards for Initial Listing Disclosure

Any of the following financial reporting standards are acceptable for the initial listing onto Upstream:

1. US Regulation A Reporting Standard
2. US Regulation CF Reporting Standard
3. EU Crowdfunding Standard
4. SEC Reporting Form 10-K and Form 10-Q
5. OTC Alternative Reporting Standard: Reviewed annual financials by a registered public auditor that is independent of the issuer and unaudited interim financial reports, prepared in accordance with IFRS or U.S. GAAP with the certification of the principal executive officer

Ongoing Listing Requirements

To maintain your securities listed on the Upstream Exchange, the issuer:

1. Must report annual auditor reviewed financials
2. Must file annual report of operations (template will be provided)
3. Must report semi-annual management prepared financials every 6 months
4. Must have cash or available financing to support 12 months of operations or must show success in achieving funding milestones acceptable to Upstream
5. Must hold an annual shareholder meeting
6. Must maintain 2 or more independent directors on their board
7. Must coordinate corporate actions with the Sponsor Advisor
8. Must continue to follow the Upstream Reporting and Corporate Governance standards
9. The corporation, and its officers and directors, must maintain their good reputation

**US SEC or OTC alternative disclosures satisfy ongoing listing requirements

Fees

Upstream's listing fees are significantly less than other traditional exchanges and the annual fees are a fraction of those exchanges too! The fees are broken down in two parts: Sponsor Advisor Fees and Exchange Listing Fees.

Initial Listing Fees: The total initial listing fee is **\$20,000** as follows :

1. Sponsor Advisor Initial Listing Fee \$10,000
2. Exchange Listing Fee \$10,000
 - a. Initial Listing Fee \$2,500
 - b. New Issuer Fee \$2,500
 - c. Fixed Initial Fee \$5,000

Annual Fees: The annual listing fees for continued listing is **\$10,000** as follows .

1. Sponsor Advisor Annual Fee \$5,000
2. Exchange Listing Fee \$5,000

A non-refundable deposit of \$ 5,000 must be paid upon submission of the application for the Sponsor Advisor Fee. Upon final approval for listing, an initial listing fee of \$5,000 must be paid in full, as well as execution of the listing agreement. Each subsequent year, the Sponsor Advisor fee to maintain listing is \$5,000.

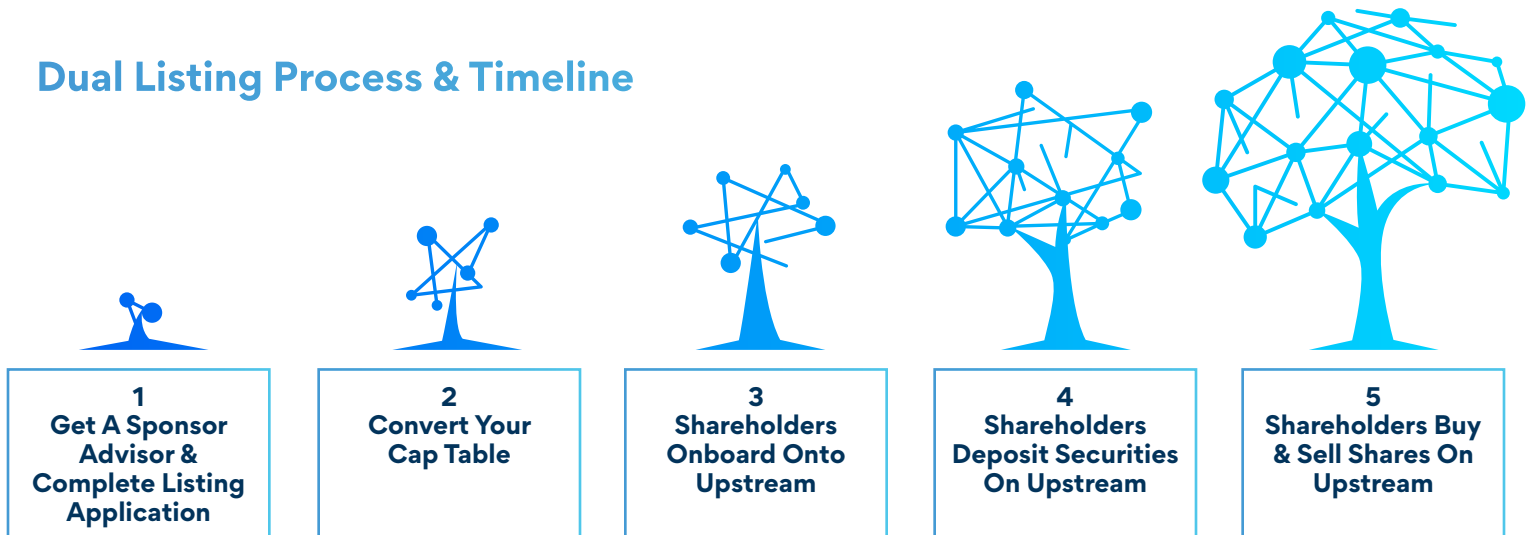
The initial listing fee of \$10,000 applies is due on approval only to the first year of listing. Each subsequent year, the fee to maintain listing is \$5,000. The annual listing fee must be paid in full at

the beginning of the new 12-month period. If at any time, the issuer falls out of compliance with the listing standards set forth in the listing agreement and is unable to cure the deficiency within 45 days then the issuer shall be delisted from Upstream and no refunds of listing fees shall be made. Annual and Initial listing fees may change at any time; however, fee increases will only apply upon renewal of a new 12-month period. In the event that your securities are removed from the Upstream, all investor positions will be transferred to the transfer agent and no longer quoted or traded on the Upstream.

Delisting Fee: In the event that your security is delisted, the delisting fee is \$5,000

**Full list of corporate action fees and other fees are available in the MERJ Schedule of Fees and Charges.

Dual Listing Process & Timeline



1. Get a Sponsor-Advisor & Complete Listing Application

Get a Sponsor Advisor

All issuers who list their securities onto the Upstream Board are assigned a Sponsor-Advisor firm to guide them through the onboarding process. The Sponsor-Advisor will assist your firm with all aspects of the listing process and ongoing compliance requirements. The Sponsor-Advisor is responsible to Upstream for assessing the suitability of a listing applicant and for ensuring that all rules and regulations of the exchange are followed.

Complete and Return the Listing Application Package

To list their securities onto the Upstream Board, issuers should fill out this form in its entirety and return to Upstream. This includes Section 1, Company Information, and Section 2, Personal Information. Please also return separate copies of the Personal Information Section for all your key senior officers and all members of your board of directors.

Depending on the type of offering you previously completed, you will also need to provide us with your original registration or exemption documentation; SEC Filings or OTC Alternative Reporting disclosure; Qualified Offering Circular for Reg-A securities; Form C for Reg-CF securities; Reg D Private placement materials; or proof of compliance for Regulation on European Crowdfunding. The corporation will need to provide a complete capitalization table with the names, addresses, and current holdings of all your investors.

Finally, you must pay a non-refundable application fee of \$5000 which is a part of your total listing fee.

2. Cap Table Conversion

We will work with your transfer agent to convert a portion of your cap table into digital securities. A deposit of stock can be made by any of the certificated shareholders who have held the shares the statutory period of time and comply with Rule 144. These shares become the dual-listed shares on Upstream.

3. International Shareholders Onboard Onto Upstream

Shareholders download the Upstream app and complete the KYC/ AML onboarding process. Shareholders are then able to fund their accounts using USD or digital currency in the form of USDC stablecoin. US may liquidate only. Non-US shareholders may buy and sell shares freely.

4. Shareholders Deposit Securities Onto Upstream

We will work with your shareholders to open upstream accounts and have the shares deposited directly into the shareholders' wallets on the upstream trading app. From the app, shareholders simply enter the ticker symbol and the number of shares they wish to deposit.

5. Shareholders Begin Trading

Global investors will be able to buy and sell the shares on Upstream, controlling them directly from their smartphones. Issuers will be able to engage and communicate with shareholders directly on

Summary Timeline

The listing process is divided into 4 stages and can take 36 to 65 days based upon review of the application and subsequent requests for additional information. See below for a view of what to expect:

Stage 1: Application Filing (5-10 days)

- a. Submit the Listing Application, including the Company Information Section and the Personal Information Sections
- b. Submit a current shareholder list
- c. Submit SEC Filings or OTC Alternative Reporting Disclosures Documents.
- d. Pay the Application Deposit

Stage 2: Application Review & Submission of Any Additional Information (10-25 days)

- a. Application Review by the Upstream Listing Committee (including a background and AML review on the issuer's directors and officers)
- b. Submission of additional documentation as necessary
 - i. Legal Opinion: From Issuers Counsel
 - ii. Auditor consent (if required)
 - iii. Transfer Agent/Registrar Confirmation
 - iv. Background investigation
- c. Submission of previous funding rounds summary including date of issuance, amount of issuance and price per share.

Stage 3: Application Review and Decision (5-10 days upon completion of Stage 2)

Stage 4: Platform Integration and Launch (10-20 days after listing approval)

- a. Pay the initial listing fee
- b. Execution of Listing Agreement
- c. Security integration onto the Trading Platform
- d. Submission, review, and approval of issuer's marketing materials (logo, graphics, executive summaries, social media copy, etc.)
- e. Press release to the media announcing the Commencement of Trading

Capital Table Management (Transfer Agents/Registrars)

You will be required to engage a transfer agent or registrar that has been approved by Upstream. Alternatively, Upstream can provide you these services. No listing will be approved without

approved cap table management.

Marketing Your Company's Shares

By listing on Upstream, you're taking the next step to provide exit-liquidity to your shareholders and offer your shares to a whole new set of fans, investors, and traders.

To make the most of an Upstream listing, successful companies listed on Upstream will implement a strategic multi-channel marketing plan to continually inform existing investors and grow your investor community through email, social media, public relations (PR), and other digital marketing methods. We highly recommend that issuers put in place a robust marketing program using an IR and/or Marketing Firm covering the following areas:

- **Email:** You should have an active email marketing platform in place to regularly communicate company updates, news and events to your shareholders.
- **Website:** You should have a website that is easy to navigate and understand so that investors, alongside customers, can make informed decisions about your Company. The site should be optimized for relevant key words using Search Engine Optimization (SEO) so that investors may find your site using popular search engines.
- **Social Media:** Engaging your investors across your social media channels is crucial to maintaining your community. Platforms such as LinkedIn, Facebook, Twitter, and a company blog should be leveraged to continually update and foster your community. Social media increases transparency and you can target relevant potential investors through these channels.
- **Public Relations:** You should regularly put out news to create a favorable public brand image through paid or earned communications. Issuers should continually identify target audiences and tailor messages to target media outlets; participate in relevant events, and foster relationships with media.
- **Upstream tools:** Issuers can take advantage of Upstream's in-app communication tools to post company updates and content in the global investor newsfeed or to existing shareholders.

Upstream Benefits Packages

As part of your listing with Upstream and to help you with your marketing goals, Upstream has secured discounted vendor services and marketing relationships to get your Company noticed.

Some of these benefits include:

- Discounted Global Press Release Distribution with AccessWire
- Discounted Conference Presentation Packages with LD Micro
- Discounted Investor Website Creation
- Discounted Transfer Agent Services: Various Vendors



ISSUER APPLICATION FOR DUAL- LISTING ONTO THE UPSTREAM EXCHANGE

ISSUER INFORMATION

INSTRUCTIONS

Upstream and Horizon Fintex Advisors requires submission of this Issuer Information Form from any firm that wants to list their securities onto the Upstream Exchange.

All questions must have a response. Failure to respond to all questions accurately and completely may result in the return of this application, may delay its, and/or may result in the denial of this application now, or the cancellation of your companies listing in the future.

If you answer “Yes” to any question in Section 10: Legal/Regulatory History, you must provide an explanation as requested. Upstream and/or Horizon Fintex Advisors may subsequently require you to provide additional information on this or any other aspect of your application

Submission: This Issuer Information Form and any exhibits or attachments must be signed, scanned, and emailed to hello@upstream.exchange.

Transaction to occur on Upstream:

- Dual listing from OTC or other markets
- New issuer IPO
- Digital SPAC
- Secondary trading of private issuer

Section 1 - General

Company Name: _____

Security Trading Symbol

(You may request up to 3 different 4-character symbols)

Address of Corporate Headquarters

Telephone #: _____

Website URL: _____

Business Description: _____

Number of Employees: _____

Place of Incorporation: _____

Date of Incorporations: _____

Fiscal Year End: _____

CUSIP/ISIN Code: _____

(if you do not have a CUSIP or ISIN code, we will assist you in obtaining one.)

Section 2 - Primary Contact Information

Please provide contact information of the issuer's representative for all communication with Upstream.

Name: _____

Corporate Title: _____

Phone Number: _____

Email Address: _____

Section 3 - Financing Information

If your company conducted a financing or offering with a broker dealer or platform, please complete the information below.

Platform or Broker Dealer Name: _____

Contact Person: _____

Phone Number: _____

Email Address: _____

Website: _____

Country Offering Originated: _____

Date of Offering: _____

Date Offering Closed: _____

Amount Raised: _____

Number of Investors: _____

Section 4 - Referral Information

If your company was referred to UPSTREAM by another company, please complete the information below.

Referring Company Name: _____

Contact Person: _____

Phone Number: _____

Email Address: _____

Section 5 - Listing Eligibility

To be eligible for the Upstream platform, the Company must have operations and may not be subject to any Bankruptcy or reorganization proceedings. The Company must be duly organized, validly existing and in good standing under the laws of each jurisdiction in which the Company is organized or does business.

1. Indicate which of the following registrations or exemptions apply to your firm:

- SEC Reporting or OTC Alternative Disclosure Standard
- Regulation A Reporting Company: The Company is subject to the reporting obligations under Tier 2 of US Regulation A under the Securities Act.
- Regulation CF Reporting Company: The Company is subject to the reporting obligations under US Regulation Crowdfunding under the Securities Act.
- Alternative Reporting Company: The Company is not subject to local jurisdiction reporting requirements
- European Crowdfunding Company: The Company is subject to the reporting obligations in compliance with Regulation on European Crowdfunding.

2. Indicate whether the Company has auditor reviewed balance sheets as of the end of each of the two most recent fiscal years, or as of a date within 135 days if the Company has been in existence for less than two fiscal years, and audited statements of income, cash flows and changes in stockholders' equity for each of the fiscal years immediately preceding the date of each such audited balance sheet (or such shorter period as the Company has been in existence), with each such financial disclosure made in accordance with U.S. GAAP or IFRS and including all matters of which the Company is aware that are relevant to the Company's ability to continue as a going concern, including, without limitation, significant conditions and events and the Company's plans to mitigate such conditions and events.

Yes. No.

3. Indicate whether the Company has unaudited interim financial reports, prepared in conformance with U.S. GAAP or IFRS, including a balance sheet as of the end of the Company's most recent fiscal quarter, and income statements, statements of changes in stockholders' equity and statements of cash flows for the interim period up to the date of such balance sheet and the comparable period of the preceding fiscal year.

Yes. No.

4. Does the Company have a board of directors that includes at least 2 Independent Directors*?

Yes. No.

**an independent director refers to a member of the board who does not have a material relationship with the Company and is neither part of its executive team nor involved in the day-to-day operations of the Company.*

5. Does the Company have an Audit Committee, a majority of the members of which are Independent Directors?

Yes. No.

6. Does the Company conduct annual shareholders' meetings and make annual financial reports available to its shareholders at least 15 calendar days prior to such meetings?

Yes. No.

Section 6 - Service Providers and Company Contacts

1. Accountant/Auditor

Name of Firm: _____

Primary Contact Name: _____

Address: _____

Email: _____

Phone Number: _____

2. Securities Counsel

Name of Firm: _____

Primary Contact Name: _____

Address: _____

Email: _____

Phone Number: _____

3. Other Counsel (Optional)

Name of Firm: _____

Primary Contact Name: _____

Address: _____

Email: _____

Phone Number: _____

4. Investment Bank (Optional)

Name of Firm: _____

Primary Contact Name: _____

Address: _____

Email: _____

Phone Number: _____

5. Transfer Agent/Registrar (must be registered/ approved by Upstream)

Name of Firm: _____

Primary Contact Name: _____

Address: _____

Email: _____

Phone Number: _____

6. IR/Marketing Firm

Name of Firm: _____

Primary Contact Name: _____

Address: _____

Email: _____

Phone Number: _____

6. OTC PAL

Name of Firm: _____

Primary Contact Name: _____

Address: _____

Email: _____

Phone Number: _____

- Yes, I have authorized this Transfer Agent to provide information directly to Upstream (required).** By checking this box, you acknowledge that you have authorized your Transfer Agent to provide to Upstream and/or Horizon Fintex Advisors upon its request information related to the Company’s securities, including but not limited to, shares authorized, shares issued and outstanding, and share issuance history.

Section 7 - Identity Verification of Company Officers, Directors and Control Persons

Upstream and/or Horizon Fintex Advisors may use the information below to conduct verification and public records searches of the contacts listed on this page. We will not share this information with any third party, except in response to an order or request from a court, securities regulator or governmental agency.

For each of the contacts, submit a completed Directors and Officers Questionnaire.

Company Officers:

Position	Full Legal Name	Date of Birth	Home Address	Email Address	Phone Number
Chief Executive Officer	_____	_____	_____	_____	_____
Chief Financial Officer	_____	_____	_____	_____	_____
Chief Operating Officer	_____	_____	_____	_____	_____
Investor Relations Officer	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____

Position	Full Legal Name	Date of Birth	Home Address	Email Address	Phone Number
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Members of the Board of Directors:

Full Legal Name	Date of Birth	Home Address	Independent Director (Y/N)
<i>Chairman:</i>			
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Full Legal Name	Date of Birth	Home Address	Independent Director (Y/N)
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Members:

_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Section 8 - Security Ownership of Management and Control Persons:

Complete this section for all officers and directors who beneficially own¹ any class of the Company’s equity securities as well as other beneficial owners of more than five percent (5%) of any class of the Company’s equity securities. **If any beneficial owner is a corporate entity, please list the name of the entity and names of the person(s) owning or controlling that corporate entity.**

Full Legal Name (and any aliases)	Home Address	Title of Class	Number of Shares Owned of Class	Percentage Ownership of Class
--------------------------------------	--------------	----------------	------------------------------------	----------------------------------

_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
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_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Full Legal Name (and any aliases)	Home Address	Title of Class	Number of Shares Owned of Class	Percentage Ownership of Class
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
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_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Section 9 - Description of Securities

Provide a separate answer for each type of security.

1. Security level information.

Share Type (e.g. common, preferred, debt, utility) _____

CUSIP/ISIN Number _____

Number of Shares Authorized _____ as of _____

Number of Shares Outstanding _____ as of _____

Public Float _____ as of _____

Number of Beneficial Shareholders _____ as of _____

Number of Beneficial Shareholders
owning more than 100 Shares: _____ as of _____

2. The securities entitle holder(s) to differential voting rights, dividends payments, or other preferences.

Yes. No.

If yes, provide a description of such rights and the names of the shareholders who own the preferential shares.

3. The securities are currently listed or traded on a market, either in the U.S. or outside the U.S.

Yes. No.

If yes, list all applicable markets.

If you require more space than provided on this page, please attach a supplementary page for the requested information.

Section 10 - Legal/Disciplinary History

Provide a detailed description of any current, past, pending or threatened legal proceeding (e.g., investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings) for each of the following:

The Company, its predecessors and subsidiaries (required only for proceedings within the past ten years);

Past Officers and Directors of the Company, its predecessors and subsidiaries (required only for proceedings within the past five years).

Failure to disclose any of the foregoing may result in the denial of this Application. In connection with any of the responses to items 1 and 2 above, Upstream and/or Horizon Fintex Advisors may request additional information, such as official documents, letters, and orders.

The legal and disciplinary history of each person listed as Company Officer, Director or Control Person must be provided on the Personal Information Form for each such person.

Section 11 - Signature

I certify that the information contained in this Upstream Listing Application is true and correct and does not omit any material facts.

I will notify Upstream and/or Horizon Fintex Advisors promptly of any material changes.

Signature of Authorized Company Officer:

Date: _____

Print Name: _____

Company Name: _____



ISSUER APPLICATION FOR DUAL LISTING ONTO THE UPSTREAM EXCHANGE

PERSONAL INFORMATION FORM

INSTRUCTIONS

Upstream and/or Horizon Fintex Advisors requires submission of the Personal Information Form (PIF) for each and every key individual associated with Companies in the following situations:

- **Uncertificated Securities Issuers and Applicants** – Officers, directors and Control Persons, others upon request
- **Sponsor Applicants**
- **Change of Control** – Upstream and/or Horizon Fintex Advisors may request a PIF for individuals connected to any company undergoing a change of control.
- **Ongoing Compliance or Surveillance Reviews** – Upstream and/or Horizon Fintex Advisors may request a PIF for individuals connected to any company in relation to an ongoing review related to any surveillance or compliance concerns.
- From time to time, Upstream and/or Horizon Fintex Advisors may require submission of a PIF form by service providers, including investors relations, promoters, attorneys, etc.

Separate Personal Information Forms must be completed and submitted for each individual named in Section C of the Issuer Information Form.

All questions must have a response. Failure to respond to all questions accurately and completely may result in the return of the PIF, may delay the processing of the related application, and/or may result in the denial of the application or removal of the Company from Upstream and/or Horizon Fintex Advisors.

If you answer “Yes” to any question in Section 2: Disclosure Information, you must provide an explanation as requested. Upstream and/or Horizon Fintex Advisors may subsequently require you to provide additional information on the Personal Information Form - Additional Disclosure Reporting.

Submission: This Personal Information Form and any exhibits or attachments must be signed, scanned, and emailed to hello@upstream.exchange.

Section 1 - Personal Information

First Name: _____

Middle Name: _____

Last Name: _____

Date of Birth (MM/DD/YYYY): _____

Email: _____

Phone: _____

Other names – Please list any other names currently or previously known by, including legal names, assumed names or nicknames:

Marital Status: _____

Full Name of Spouse: _____

Occupation of Spouse: _____

Residential History - Provide all residential addresses for the past five years, starting with your current principal residential address. If you are unable to identify the complete address, the municipality, state/province and country must be identified.

STREET ADDRESS, CITY, STATE/PROVINCE, ZIP CODE & COUNTRY	FROM MM YYYY	TO MM YYYY
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Section 2 - Associated Company, Issuer or Service Provider

Company Name: _____

Present or Planned position with the Company. Check all that apply:

Director Date appointed/elected (MM/DD/YYYY): _____

Officer Date appointed/elected (MM/DD/YYYY): _____

5% Beneficial Owner

Other Provide Details: _____

Securities Holdings. List all securities holdings in the Company, including options, for which you, or an entity in which you have an ownership interest, hold a beneficial interest, including the amounts held, percentage interest and whether the certificates or other documents evidencing the securities contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to restrictions on transferability and sale of the shares.

NAME AND CLASS OF SECURITY	AMOUNT HELD AND PERCENTAGE INTEREST	LEGEND DETAILS
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Section 3 - Citizenship

Are you a U.S. Citizen?

Yes. No.

If Yes, provide your U.S. Social Security number (first 5 digits): _____

Do you hold citizenship in any country other than the U.S.?

Yes. No.

If Yes, which country(ies)? _____

Provide passport or another identification number for the country(ies): _____

Section 4 - Employment History

Provide your employment history for the ten years immediately prior to the date of this Personal Information Form, starting with your current employment. Use an attachment if necessary.

EMPLOYER NAME	EMPLOYER ADDRESS	POSITION HELD	FROM MM YYYY	TO MM YYYY
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Section 5 - Involvement with other Issuers

Are you, or have you during the last ten years ever been, in any jurisdiction, an officer, director, promoter, Control Person or consultant for any issuer of securities?

Yes. No.

If Yes, provide the names of each issuer and the markets on which their securities were traded (e.g., NYSE, NASDAQ, NYSE MKT, OTC Markets, European Markets, private). State the position(s) held and the period(s) during which you held the position(s). Use an attachment if necessary.

NAME OF ISSUER	MARKET TRADED ON	POSITION HELD	FROM MM YYYY	TO MM YYYY
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
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_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Section 6 - Professional Designations and Memberships

SRO, FSA, FINRA or SEC Registration – Have you ever been a licensed registered representative with FINRA or registered as an investment advisor with the SEC or a U.S. state or any SRO (including as a listing sponsor or similar) in any securities exchange, professional body or self-regulatory organization (SRO), including details of membership

Yes. No.

If Yes, provide the CRD number and/or SEC Number or SRO number: _____

Professional Designations and Licenses - Provide any additional professional designation, licenses, affiliations, and associations to which you belong. Attorneys, include all Bar affiliations and memberships, past or present.

PROFESSIONAL DESIGNATION AND MEMBERSHIP NUMBER	GRANTOR OF DESIGNATION AND JURISDICTION	DATE GRANTED MM DD YYYY	ACTIVE? YES/NO
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Section 7 - Education History

Provide your post-secondary (after high school) educational history, starting with the most recent:

SCHOOL	LOCATION	DEGREE OR DIPLOMA	YEAR OBTAINED
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Section 8 – Disclosures: Criminal Actions

a. Have you or any Affiliate ever been convicted of or pled guilty or nolo contendere (“no contest”) in a U.S. federal or International, state, province, non-U.S. or military court to a misdemeanor involving: (i) investments or an investment-related business, (ii) any fraud, false statements or omissions, (iii) wrongful taking of property, (iv) bribery, (v) perjury, (vi) forgery, (vii) counterfeiting, (viii) extortion, or (ix) a conspiracy to commit any of these offenses?

Yes. No.

b. In the past ten years:

i. Have you or any Affiliate been convicted of or pled guilty or nolo contendere (“no contest”) in a U.S. federal or International, state, province, non-U.S. or military court to any felony?

Yes. No.

ii. Have you or any Affiliate been charged with any felony?

Yes. No.

iii. Have you or any Affiliate been charged with a misdemeanor listed in Question 8(A) above?

Yes. No.

If you answered “YES” to any item in this Part 8, please explain: _____

Section 9 – Disclosures: Regulatory Actions

- a. Has the U.S. Securities and Exchange Commission (SEC), the U.S. Commodity Futures Trading Commission (CFTC), FINRA or any other self-regulatory organization or commodities exchange, any other federal regulatory agency, any state regulatory agency, or any SRO or foreign financial regulatory authority ever:
- i. Subjected you or any Affiliate to an investigation, hearing or Proceeding of any nature or kind?

Yes. No.

 - ii. Found you or any Affiliate to have made a false statement or omission, or been dishonest, unfair or unethical?

Yes. No.

 - iii. Found you or any Affiliate to have been involved in a violation of investment-related statutes or regulations?

Yes. No.

 - iv. Found you or any Affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted?

Yes. No.

 - v. Entered an Order against you or any Affiliate in connection with an investment- related activity?

Yes. No.

 - vi. Imposed a civil money penalty on you or any Affiliate, or ordered you or any Affiliate to cease and desist from any activity?

Yes. No.

 - vii. Denied, expelled, suspended, restricted or revoked your registration, license, membership or any Affiliate’s registration, license or membership, or otherwise prevented you or any Affiliate, from associating with an investment-related business or restricted your activity or any Affiliate’s activity?

Yes. No.

viii. Prohibited or disqualified you or any Affiliate from acting as a director or officer of an issuer of securities?

Yes. No.

b.

i. Has an authorization granted to you or any Affiliate to act as an attorney, accountant, or federal contractor ever been revoked or suspended?

Yes. No.

ii. Are you or an Affiliate now the subject of any regulatory Proceeding that could result in a “yes” answer to any part of Question 9(A) above?

Yes. No.

iii. Have you or any Affiliate ever entered into a settlement agreement with a self-regulatory organization, attorney general or comparable official or body, in any jurisdiction, in a matter that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading in securities or exchange or commodity futures contracts, illegal distributions, failure to disclose material facts or changes or similar conduct, or any other settlement agreement with respect to any other violation of securities legislation or the rules of any self-regulatory organization or commodities exchange?

Yes. No.

If you answered “YES” to any item in this Part 9, please explain: _____

Section 10 – Disclosures: Civil Proceedings

a. CIVIL JUDGMENT AND INJUNCTIONS

Has a court in any jurisdiction in the past ten years:

Enjoined you or an Affiliate, in connection with any investment-related activity?

Yes.

No.

Found you or an Affiliate Involved in a violation of investment-related statutes or regulations?

Yes.

No.

Dismissed, pursuant to a settlement agreement, an investment-related civil action brought by a state or foreign financial regulatory authority against you or an Affiliate?

Yes.

No.

2. CURRENT CLAIMS

- i. Are you or an Affiliate now the subject of any civil Proceeding or a claim that could result in a “yes” answer to any part of Question 10(A)?

If you answered “YES” to any item in this Part 10, please explain: _____

Section 11 – Disclosures: Bankruptcy/Judgements/Liens

a. In the past ten years:

- i. Have you or an Affiliate had a petition in bankruptcy issued against you, made a voluntary assignment in bankruptcy, made a proposal under any bankruptcy or insolvency legislation, been subject to any Proceeding, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to manage your assets?

Yes. No.

- ii. Are there any unsatisfied judgments or liens against you currently or in the last ten years?

Yes. No.

If you answered “YES” to any item in this Part 11, please explain: _____

Part 5. SEC Trade suspensions

b. In the past ten years:

- i. Have you ever been an officer/director/control person of a company that was trade suspended by the SEC , an SRO or any other securities regulator while you were affiliated?

Yes. No.

If you answered “YES” to any item in this Part 12, please explain: _____

Section 12 - Signature

The undersigned represents that the information and statements contained herein, including exhibits and addendums attached hereto, and other information filed herewith, all of which are made a part of this Personal Information Form, are current, true and complete. The undersigned further represents that to the extent any information previously submitted is not amended, such information is currently accurate and complete.

The undersigned acknowledges that he/she has read and understood the Privacy Policy set forth below, and the undersigned consents to the collection, use and disclosure of the information in this Personal Information Form and any further personal information collected, used and disclosed as set out in the Privacy Policy.

The undersigned hereby agrees to be bound by and comply with all applicable rules and policies of Upstream, as amended from time to time.

By (signature):

Name (print): _____

Date: _____

Title: _____

PRIVACY POLICY

Collection, Use and Disclosure

Upstream and/or Horizon Fintex Advisors and its affiliates, authorized agents, subsidiaries and assigns collect the information (which may include personal, confidential, non-public, criminal or other information) in the Personal Information Form and in other forms that are submitted by you or the Company for the following purposes:

- to conduct background checks;
- to verify the information that has been provided about you;
- to determine your suitability as an officer, director, promoter, investor relations provider or, as applicable, an employee or consultant, of the Company;
- to consider the eligibility of the Company to listed on the platform; and
- to detect and prevent fraud.

As part of this process, Upstream and/or Horizon Fintex Advisors also collects additional information about you from other sources, including but not limited to, securities regulators, investigative organizations, law enforcement organizations and Self-Regulatory Organizations and each of their subsidiaries, affiliates, and authorized agents, to ensure that the purposes set out above can be accomplished.

The information Upstream and/or Horizon Fintex Advisors collects about you may also be disclosed to these state and federal agencies and organizations or as otherwise permitted or required by law, and such agencies and organizations may use such information in their own investigations for the purposes described above. Upstream and/or Horizon Fintex Advisors may from time to time use third parties to process information or provide other administrative services.

Security

The personal information that is retained by Upstream and/or Horizon Fintex Advisors is kept in a secure environment. Except to the extent requested by securities regulators and law enforcement agencies, or pursuant to the legal process, no Person shall have access to your file; provided, however, that Upstream and/or Horizon Fintex Advisors may grant its employees and agents access to your file as necessary to accomplish one of the purposes listed above.

Accuracy

Information about you that is maintained by Upstream and/or Horizon Fintex Advisors and identified by you as inaccurate or obsolete may be replaced or removed, as appropriate.

Questions

If you wish to consult your file or make corrections to it or if you have any questions with respect to this Privacy Policy, please send a written request to: hello@upstream.exchange.

TRANSFER AGENT/REGISTRAR STATEMENT OF WARRANTY FOR SECURITIES

To: Upstream

From: <Issuer's Transfer Agent/Registrar>

We confirm that there are no STOPS regarding the Securities specified below and attached as an exhibit. Furthermore, we confirm that the Securities identified is validly issued and that to our knowledge there are no adverse claims pertaining to these Securities. If at any subsequent time we, as the transfer agent, are made aware of any adverse claim with respect to these Securities we further warrant that we shall immediately notify Upstream within 24 hours in writing.

Name of Issuer: _____

Description (common stock/preferred stock): _____

(CUSIP/ISIN): _____

(Number of Shares): _____

Please sign and return this form together with the additional document(s) requested below to Upstream, via email hello@upstream.exchange at your earliest convenience. By executing your signature below, you as transfer agent/registrar, warrant to Upstream that:

1. the Securities are genuine, validly issued and freely transferable;
2. the transfer agent's/registrar own participation in the issue of the security is within its capacity and within the scope of the authority received by the transfer agent from the issuer; and
3. the transfer agent/registrar has reasonable grounds to believe that the Uncertificated Securities is in the form and within the amount the issuer is authorized to issue.

We confirm that:

(1) the persons seeking registration of the transfer is eligible to have the security registered in its name; (2) the endorsement is made by the appropriate person or his authorized agent; (3) reasonable assurance is given that the endorsement is genuine and authorized; (4) the transfer does not violate certain restrictions; and (5) the transfer is in fact rightful or to a protected purchaser.

Date: _____

By: _____

(Printed Name)

(Representative of Transfer Agent) (Title)

CODE OF ETHICS

_____ (the “Company”) is adopting this Code of Ethics (this “Code”) to formalize the Company’s continuing expectations regarding ethical conduct. This Code applies to the directors, officers and employees of the Company and each of its subsidiaries. The Company also expects all of the Company’s consultants will abide by this Code.

Honest and Ethical Conduct

The Company is committed to conducting its business in accordance with the highest ethical principles. This Code is designed to accomplish this goal by setting forth the ethical standards which will govern the conduct of our directors, officers, and employees.

Reporting of Potential Violations

Directors, officers and employees should strive to identify and raise potential issues before they lead to problems, and should ask about the application of this Code whenever in doubt. Any director, officer or employee who becomes aware of any existing or potential violation of this Code should promptly notify, in the case of employees, the Company’s President and, in the case of directors and the President. The Company will take appropriate action to address any existing or potential violation of this Code brought to its attention, as described in this Code.

Conflicts of Interest

Directors, officers and employees have a duty to act in the best interests of the Company and its shareholders at all times. As part of this duty, directors, officers and employees are prohibited from engaging in any transaction which involves an improper conflict of interest.

A “conflict of interest” exists when a person’s private interests interfere in any way with the interests of the Company. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when a director, officer or employee, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. Wherever a conflict of interest arises, the person involved must promptly disclose the circumstances of the conflict to the Appropriate Ethics Contact.

Corporate Opportunities

Directors, officers and employees owe a duty to the Company to advance our legitimate business interests when the opportunity to do so arises. Directors, officers and employees are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, directors, officers and employees are prohibited from using corporate property, information or position for personal gain or competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes both personal and Company benefits may be derived from certain activities. The only prudent course of conduct for our directors, officers and employees is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand by their Appropriate Ethics Contact.

Fair Dealing

The Company seeks competitive advantages through superior performance and not through illegal or unethical business practices. Directors, officers and employees should deal fairly with our customers, service providers, suppliers, competitors and employees. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

Business Entertainment and Gifts

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any director, officer or employee of the Company, or any of their family members, unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations.

Confidentiality

In carrying out the Company's business, directors, officers and employees often learn confidential or proprietary information about the Company, its customers, prospective customers or other third parties. Directors, officers and employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the Company, including its businesses, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept

confidential and used solely for the business purpose for which it was conveyed. The obligation to preserve confidential information continues even after employment ends.

Laws and Regulations

Our directors, officers and employees must respect and follow all laws and regulations which apply to the Company and its operations. Therefore, our directors, officers or employees may not:

1. In communicating with the Company or any of its customers, counterparties or regulators, make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made accurate and complete.
2. Engage in any act, practice or course of business which operates or could operate as a fraud or deceit upon the Company, any or its customers, counterparties or regulators, or any other person.
3. Cause the Company to violate any laws, rules and regulations applicable to the Company.
4. Buy or sell securities of any issuer when in possession of material nonpublic information relating to the issuer, or recommend that another person buy, sell or hold the securities of such issuer.

Public Disclosure and Financial Reporting

The Company requires that the information in its public communications be full, fair, accurate, timely and understandable. All directors, officers and employees who are involved in the Company's disclosure process, including the senior financial officers, are responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit, material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, any director, officer or employee who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently.

The Company's senior financial officers are required to establish and manage the Company's reporting systems and procedures to ensure that:

1. Business transactions are properly authorized and accurately recorded on the Company's books and records and in accordance with IFRS.
2. The Company's records are maintained in accordance with applicable legal and regulatory requirements and Company policy.
3. Periodic reporting and communications with the public are communicated in a manner that offers the highest degree of clarity and meaning so that readers will be able to determine the significance and potential consequences.
4. Personnel dealing with the finances of the Company are informed as to rules and regulations

- that affect the financial operation of the Company.
5. The financial operation of the Company is monitored as to compliance with any applicable rules and regulations.
 6. Any identified error is corrected in a timely manner.

Compliance With this Code

Employees are encouraged to talk to their Appropriate Ethics Contact about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation.

Employees are required to cooperate in all internal investigations of misconduct.

Prohibition Against Retaliation

The Company strictly prohibits retaliation against any person reporting possible violations of law, ethics or this Code which are made in good faith.

Enforcement of this Code

The Company has adopted the following procedure for enforcing this Code:

1. The Company will investigate all alleged violations of this Code. This investigation will be undertaken by the Appropriate Ethics Contact or another person designated by the Board of Directors.
2. In the event that the Company determines that a violation of this Code has occurred, the Company will take appropriate action against the violator, which may include termination of employment, reduction of authority or reduction in compensation.

CERTIFICATE

The undersigned certifies that:

1. The undersigned is duly authorized to sign this certificate on behalf of the Listed Issuer:
2. All information in this form is true and complete, and the form contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

Signature of Authorized Person

Name _____

Position _____

Date _____

DEFINITIONS

Capitalized terms used in this Personal Information Form and any attachments or exhibits hereto shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the terms defined):

“Affiliate” means any Person that directly, or indirectly through one or more intermediaries, Controls, or is Controlled by, or is under common Control with, the Person completing this Personal Information Form, including, without limitation, any issuer for which the Person completing this Personal Information Form is currently a director, officer, promoter or Control Person.

“Control” means the power, directly or indirectly, to direct the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any Person that (i) is a director, general partner or officer exercising executive responsibility (or having similar status or functions); (ii) directly or indirectly has the right to vote 10% or more of a class of a voting security or has the power to sell or direct the sale of 10% or more of a class of voting securities; or (iii) in the case of a partnership, has the right to receive upon dissolution, or has contributed, 10% or more of the capital, is presumed to control that company.

“Control Person” means any Person with Control.

“Order” means a written directive issued pursuant to statutory authority and procedures, including orders of denial, suspension, or revocation; provided, however that the term “order” shall not include special stipulations, undertakings or agreements relating to payments, limitations on activity or other restrictions, unless they are included in an order.

“Person” means an individual, partnership, corporation, limited partnership, limited liability company, trust, or other organization.

“Proceeding” means (1) a formal administrative or civil action initiated by a governmental agency, Self-Regulatory Organization or a Foreign Financial Regulatory Authority, (2) a Felony criminal indictment or information (or equivalent formal charge) or (3) a Misdemeanor criminal information (or equivalent formal charge); except that the term “proceeding” shall not include other civil litigation, investigations, or arrests or similar charges effected in the absence of a formal criminal indictment or information (or equivalent formal charge).

“Five-Percent Beneficial Owner” means a Person that beneficially owns or Controls, directly or indirectly, securities representing more than 5 percent of the voting rights attached to all outstanding voting securities of an entity.



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