



Tag World Exchange Limited

The TWDEV Tokens Concept

Whitepaper 2018

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IMPORTANT NOTE

The purpose of this whitepaper is to inform readers and investors about the particulars of the contemplated business model. The following information is not exhaustive and does not imply any elements of a contractual relationship. Their sole purpose is to provide potential investors with relevant and appropriate information. It must always be borne in mind that the project is in the development phase and therefore no assurances can be given with regard to any successful implementation.

Nothing in this whitepaper shall be construed as a prospectus of any kind or investment advertising, nor shall it in any way affect an offer or solicitation of an offer to purchase securities in any jurisdiction. This document is not in accordance with and is not subject to any laws or regulations intended to protect investors. This whitepaper may not be used in jurisdictions that restrict or prohibit the distribution, publication, availability or use of the whitepaper or any actions based thereon, including, without limitation, the purchase or sale of the TWDEV Tokens. All participants must inform themselves independently and comply with the relevant restrictions and prohibitions.

Forecasts set forth in this Whitepaper have been prepared on the basis of certain stated assumptions based on the information of the company as per its expertise in the market in addition to the market information available to the public. Future operating conditions may differ from the used assumptions. Consequently, no representation or warranty is made with respect to the accuracy or completeness of any of these forecasts. The Company stresses that every professional care has been taken in preparing the statements contained in this Whitepaper.

The information contained herein may from time to time be translated into other languages or used in the context of written or verbal communication with existing and potential customers, partners, etc. The information contained herein may not be disclosed to third parties. In the course of such a translation or communication, some of the information contained herein may be lost, corrupted or misrepresented. The accuracy of such alternative communications cannot be guaranteed. In the event of contradictions or discrepancies between such translations and communications and the official English language whitepaper, the provisions of the original English language document shall prevail.

Any liability of the TWEX team as well as its affiliated companies for any damage suffered in connection with this whitepaper or any actions based on it is excluded to the extent permitted by law.

EXECUTIVE SUMMARY

Tag World Exchange Limited/ TWEX, a company incorporated in the United Kingdom, registered at 71-75 Shelton Street, Covent Garden, London, WC2H 9JQ, United Kingdom is a Smart Contracts Trading Exchange platform that enables investors to invest their funds through smart contracts. The Tag World Platform addresses the main issues of the current cryptocurrency investment vehicles, such as lack of diversification, non-compliance with existing and foreseen regulation and lack of standardization. The platform solves these issues with their product.

TWEX LIMITED is a company of over 35 full time and part time employees located across the globe. TWEX LIMITED, to date, has assets of nearly 190,000,000 €, (see website twex.info).

TWEX LIMITED, in order to facilitate exchanges between investors and companies seeking capital, has decided to open a series of subsidiaries in some key targeted countries to start with in order to collate, advertise and locate projects as well as lenders/investors.

TWEX subsidiaries are construed as either a local representative office in the targeted country or as full-fledged company acting under local laws. Agreements have already been signed for the following territories: India, Tunisia, Israel, France, and USA. Currently there are on-going negotiations for Sweden, Portugal, Morocco, Bangladesh, Angola, UK, South Africa, Nigeria, China, etc.

The business model is to first locate a strong local partner who has extensive contacts in the business world on the local scene. Then identify good projects and or existing businesses, quantify their existing and future assets base and if satisfied, incorporate them in a local token issue that will be carried out in said territory.

TWEX Ltd creates each such subsidiary with a white label version of its own high tech and revolutionary trading platform that is valued at well over One Million Euros (cost of a white label trading engine on average). This asset is managed by TWEX Ltd and exchanged against 60 % shares of the local company.

Once a critical mass of either 20 companies or 60 Million Euros in capital requirement is attained a local token issue will be carried out as per criteria set forth by www.twex.exchange - each buyer of the token receives a bunch of smart contracts registered independently on the local Exchange and that represents repayment of debts as contracted by trading companies. They also get a tokenized preferred share (TPS) convertible to TPS issued by each company trading on the site and that benefitted from their investment. These TPS are linked and convertible on a one to one basis with an ERC20 Token that will also be issued. Whereas the Smart contracts will be traded on the local Exchange, the TPS will be traded on www.twex.exchange and the ERC20 Token on Exchanges around the World.

TWEX Ltd. through this Whitepaper introduces the offering of the **TWDEV Tokens**, a utility token. The tokens are being issued in order to raise funds to develop TWEX satellite offices around the world. These satellite offices are being set-up at a local level, hiring highly talented marketing professionals to promote the TWEX Products. Their main work will consist of finding and targeting companies to be listed on our Exchange either on a stand-alone basis (Pre-ICO and Post ICO) or as part of a country fund.

The TWDEV Tokens cannot be used for purposes other than those listed in the whitepaper. The token only transfers rights that are explicitly mentioned in this whitepaper, and only to the extent that the TWEX project can actually be successfully launched. There is no legal claim to any bonuses or remunerations for token holders.

THE OFFERING

Name of the Token:	TWDEV
Total supply of tokens:	50,000,000 TWDEV tokens
Tokens for sale:	40,000,000 TWDEV tokens
Minimum Amount to be raised:	600,000 Euros
Rate per token:	0.10 Euro each
Accepted Currency:	Virtual currency- BITCOIN, ETHER, BITCOIN CASH and all FIAT Currencies

The total supply of TWDEV Tokens is 50,000,000. Out of which 40,000,000 TWDEV Tokens are available for sale. The remaining 10,000,000 tokens are issued for management, marketing, employees, company advisors, market advisors, etc. The aim of each office is to source quality deals in order to perform individual ICOS in each country to raise funds to lend to the sourced companies following same TPS, SCC and SCP model as with TWEX. Each token holder of TWDEV will also be entitled for native tokens when issued in each country where TWEX opens an office and sources companies and perform an ICO. This shall apply to the first 10 satellite offices and first 10 tokens issued amounting to 3 Million Euros in each local new token to be issued – totalling in all 30 Million Euros.

Why use Utility Tokens?

Utility Tokens have a use case and are not designed as investments, but that doesn't mean that they cannot bring any profit. They have a certain use case inside the project and don't represent company's share. Utility tokens may grow in price, if the demand for service or product increases. So buying such tokens of a project, that solves real problems of users and is constantly being developed and improved, may give great profit in future.

Issuing security tokens according to the regulations is easier and cheaper for the project than launching Token sale offering utility tokens — it reduces legal risk. But classified as security tokens are regulated, and thus limited on who can invest in them and how they can be traded. As a result, liquidity of such tokens is extremely reduced. Trading is greatly limited for security tokens — they cannot be traded freely. This restriction may destroy the effects of networking and prevent the development of the platform.

Non-financial nature of the tokens

Being merely the virtual fuel for the running of the Offering, by nature TWDEV Tokens are NOT and shall in NO case be understood, deemed, interpreted or construed as:

- ✓ Any kind of currency or money, whether fiat or not
- ✓ Any commercial paper or negotiable instrument
- ✓ Any form of investment contract between the relevant holder and any other person
- ✓ Any commodity or asset that any person is obliged to redeem or purchase
- ✓ Any traditional securities or other forms of securities

Dealings

You may purchase the TWDEV Tokens within either the period of the initial coin offering set out herein and after on different exchanges or during the pre-ICO period on our private exchange. No application has been or will be made to any stock exchange for the other TWEX Tokens that will be created in the future and given as incentive on a one to one basis to acquirers of TWDEV or TWDEV Tokens to be listed, dealt in or otherwise publicly traded.

Modification of rights

The Provisions of the TWDEV Tokens and the rights of the holders against the Issuer may from time to time be modified, abrogated or compromised in any respect with the sanction of a Special Resolution and with the written consent of the Issuer.

Cancellation of the Offer

The Issuer reserves the right, in its absolute discretion, to cancel the Offer and the issue of the Tokens at any time prior to the end of the Offer Period. If such a cancellation event occurs, all subscription monies (without interest) for such Tokens to each applicant at the applicant's risk by no later than 30 days after the date on which the Offer of the Tokens is cancelled. Subscription monies will be returned by cheque mailed to the applicant's address (where provided by the applicant) or by interbank credit transfer back to the bank account from which such monies were first received or by any other method the Issuer deems appropriate.

Time and dates

The Issuer shall, at its discretion, be entitled to amend the dates when the Subscription Forms are to be dispatched or amended or extended, the latest date for acceptance under the Offer and all related dates and timings in this Whitepaper.

Address for receiving payments

- The addresses to receive payments for the TWDEV Tokens will be determined and announced by the Issuer. Each Investor shall make payment to such addresses as indicated by the Issuer through which he/she intends to participate in the offering.
- The addresses mentioned on the respective countries' websites would be the only valid addresses for receiving payments for the TWDEV Tokens. Sending to any other address will neither be recognized by the Issuer as a valid payment hereunder nor entitle the sending person to claim any TWDEV Tokens.

Dispute Resolution

The Partners hereby agree that, in the event of any dispute, the disputing members shall first seek to resolve the dispute through informal discussions. In the event any dispute cannot be resolved informally within sixty (60) calendar and consecutive days, the Partners agree that the dispute will be negotiated between the Partners through mediation, if Partners can agree on a mediator. The Partners shall share the costs of mediation equally. Neither Partner waives its legal rights to adjudicate this Agreement in a legal forum.

USE OF PROCEEDS

We plan to use all of the proceeds for general corporate purposes and client companies funding requirement, including accounting, legal and marketing activities. In addition, we may use a portion of the net proceeds to acquire complementary technologies or businesses. However, we currently have no commitments or agreements and are not involved in any negotiations with respect to any such transactions.

The proportions in which the proceeds are to be used are to be distributed in the manner stated below:

1) 600,000 €

Commissions for fund raising: 60,000 €

Funds used to operate TWEX Offices:

TWEX India 150,000 €

TWEX France 150,000 €

TWEX UK 150,000 €

Total 450,000 €

Balance left: 90,000 € to be used for marketing purposes

2) 4,000,000 €

Commission for fund raising: 400,000 €

20 TWEX Offices: 150,000 per office X 15: 3,000,000

Balance left of 600,000 used as follows:

50,000 € Reserve

150,000 € Legal & Regulatory

400,000 € Marketing

The figure of 150,000 € is usable as follows:

Office Expenses Hiring: Management, Human Resources and Sales personnel
Office Equipment and furniture

INVESTOR BENEFITS

TWEX aims to use proceeds of the TWDEV Token sales in order to create at least 20 other TWEX subsidiaries located all around the World. Each such subsidiary will then use its local resources in order to find viable candidates in need of funding and having a sensible development scope. These companies may or may not have existing assets, but would all have the same particularity: propensity to a potentially sound, safe and big development in their respective markets. Once at least 20 companies are located in any Jurisdiction a local TWEX Token will be issued and capped at 60 Million Euros. These tokens will be sold exactly with the same benefits as a TWEX Token:

1 TWEX Token (native or new) acquired: 1 TPS (Tokenized Preferred Share) giving you rights to a share of the profits generated locally by the company, a bunch of Smart contracts for Capital reimbursement (SCC) and Profit participation (SCP). All companies listed in that specific geographical zone and that benefitted from your investment issue these SCC and SCP.

The TPS is backed by similar TPS issued by each company listed and that benefitted from the investment.

A TPS does not have the following rights:

- Equity,
- Voting,
- Dividends

But does have the following rights:

- Is considered as a priority and senior debt of issuer – in case of winding up of the company holders are paid first,
- Able to receive payments back for debt reimbursement,
- In our case, also able to receive profit benefits from the local Exchange itself.

These operations are aimed at companies that have a financial need to perform or undertake an activity/project. The objective is to provide a solution for these companies' lack of capital. Several criteria can slow down or even completely discourage financial standards such as: lack of collateral, a poor credit scoring, insufficient cash, and poor medium-term visibility. TWEX will provide such companies with financial help with the investors' funds derived from the new tokens issued. TWEX shall work permanently in the serenity of operations, both for the company seeking capital, as well as for investors eager to reap the benefits of its investment.

Each token holder of TWDEV will be entitled for native TWEX Tokens when issued in each country where TWEX opens an office and sources companies and perform an ICO. The TWEX Token gives its owners the possibility to create liquidity for private investments using its

proprietary assets valuation and payment algorithm (TWEXVAT). Powered by the Ethereum network the TWEX Tokens issued are not considered as security tokens, but instead are Utility Tokens.

The above provision is limited to the first 10 countries if full amount raised or first 3 countries if minimum raised. To perfect monitoring and security of the investor two annual audits are conducted within companies where the investor has chosen to place his money, which provides a permanent view of the health of the company. However, under no circumstances TWDEV Token holders can be considered as shareholders of the TAG World Exchange, TWEX Ltd., TAG Investment Bankers Ltd, TWEX Ltd Portugal branch and/or any of their associated companies.

INVESTOR ELIGIBILITY

1. Investors who can afford to tie their monies for a lock-in period of 1 year;
2. Investors who want to diversify their portfolio internationally.
3. Investors who want to invest in local communities around the World and thus enhance and embrace the globalization trend that has taken over the World.
4. Investors who are not limited by geographical and obscure views but that are rather opened to the World and attuned to the new ways of this ever growing, empowering and constantly changing World and work environment laced with humongous potential.
5. Investors who are forward thinkers and who have a global view of the World, its risks and its ever growing potential

RISK FACTORS

The Issuer believes that there are numerous risks involved in the development, maintenance and running of the Company, many of which are beyond the control of the Issuer. Each Investor should peruse, comprehend and consider carefully the risks described below before deciding to participate in the offering. Participating in the offering shall be an action based upon prudent decision and will be deemed as the relevant Investor having been fully aware of and agreed to take all the risks below:

Security Weakness

Regardless of the Issuer's effort to keep the system secure, anyone may intentionally or unintentionally introduce weaknesses or bugs into the core infrastructural elements which the security measures adopted by the Issuer is unable to prevent or remedy. This may consequently result in the loss of the tokens held by an Investor.

Insufficient Information Availability

The Issuer is at the stage of development as of the date of this Whitepaper and its philosophy; consensus mechanism, algorithm, code and other technical specifications and parameters could be updated and changed frequently and constantly. While the TWEX Whitepaper contains up-to-date key information of the Issuer, it is not absolutely complete and is subject to adjustments and updates that the Issuer might make from time to time for certain purposes. The Issuer is not in a position, nor obliged, to keep the Investors closely posted on every detail of the Company's development (including its progress and expected milestones whether rescheduled or not) and therefore will not necessarily provide the Investors with timely and full access to all the information relating to the Company that may emerge from time to time. The insufficiency of information disclosure is inevitable and reasonable. Similarly the Company is not obligated to give any reports on the health of its main employees and management.

Unfavourable fluctuation of currency value

The proceeds of the sale of TWDEV Tokens will be denominated in Euros and may, at Issuer discretion, be converted into other currency denominations. If the value of other currencies fluctuates unfavourably during or after the Sale Period, the Issuer may not be able to fund development, or may not be able to maintain the Platform in the manner that it intended.

Management Decisions

The functioning and performance of TWEX Ltd. depends on the management's decision-making ability and efficiency & skills of the technical personnel working on the platform. This factor thus plays a key role in generating revenue for our organization.

Compliance with new and changing Corporate Governance

Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and may increase our costs in the future.

Intellectual Property

While the Company seeks to protect its intellectual property, it may not be adequately protected in certain countries and areas. In addition, there are cases that the Company's products are developed, manufactured and sold by using licenses received from third parties. In such cases, there is the possibility that the company could not receive necessary licenses from third parties, or could only receive licenses under terms and conditions less favourable than before. With regard to the intellectual property rights related to the company's products, it is possible that a third party might file a lawsuit against the Company or its customers claiming patent infringement, or the like, and that as a result the manufacture and sale of the affected products might not be possible in certain countries or regions.

Volatile nature of Markets & Supply

Market fluctuations, which are caused by such factors as economic cycles in each region and shifts in demand, affect our revenue. Although TWEX Ltd. carefully monitors changes in market conditions, it is difficult to completely avoid the impact of market fluctuations due to economic cycles in countries around the world and changes in the demand for end products. Market downturns, therefore, could lead to decline in product demand, as well as lower sales prices.

Subject to Litigation

We may be the subject of litigation, which, if adversely determined, could harm our business and operating results. We may also be liable to our clients for damages caused by disclosure of confidential information, system failures, errors or unsatisfactory performance of services.

Additional Risks related to the Funded Companies

All investors must accept our risks factors entirely including risk factors of all companies listed with us. The return payable to the investor depends on the performance of the various funded companies listed on our platform. Thus investors are also requested to refer their risk factors mentioned on each company profile available on the “Project Listing” tab on our website.

Financial Risk Factors

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the company is foreign exchange risk. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The demographics of the customer including the default risk of the industry and country in which the customer operates also has an influence on credit risk assessment.

While the Company has been procuring business funds by methods such as borrowing from financial institutions and other sources, in the future it may become necessary to procure additional financing to implement business and investment plans, expand manufacturing capabilities, acquire technologies and services, and repay debts. It is possible that TWEX may face limitations on its ability to raise funds due to a variety of reasons, including the fact that the Group may not be able to acquire required financing in a timely manner or may face increasing financing costs due to the worsening business environment in the crypto- currency industry, worsening conditions in the financial and stock markets, and changes in the lending policies of lenders. In addition, some of the borrowing contracts executed between the Company and some financial institutions stipulate articles of financial covenants. If the company breaches these articles due to worsened financial base, the Company may lose the benefit of term on the contract, and it may adversely influence the Company's business performance and financial conditions.

AML POLICY

It is the policy of the firm to prohibit and actively prevent money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities by complying with all applicable requirements under the Bank Secrecy Act (BSA) and its implementing regulations.

Money laundering is generally defined as engaging in acts designed to conceal or disguise the true origins of criminally derived proceeds so that the proceeds appear to have derived from legitimate origins or constitute legitimate assets. Generally, money laundering occurs in three stages. Cash first enters the financial system at the "placement" stage, where the cash generated from criminal activities is converted into monetary instruments, such as money orders or traveller's checks, or deposited into accounts at financial institutions. At the "layering" stage, the funds are transferred or moved into other accounts or other financial institutions to further separate the money from its criminal origin. At the "integration" stage, the funds are reintroduced into the economy and used to purchase legitimate assets or to fund other criminal activities or legitimate businesses.

Terrorist financing may not involve the proceeds of criminal conduct, but rather an attempt to conceal either the origin of the funds or their intended use, which could be for criminal purposes. Legitimate sources of funds are a key difference between terrorist financiers and traditional criminal organizations. In addition to charitable donations, legitimate sources include foreign government sponsors, business ownership and personal employment. Although the motivation differs between traditional money launderers and terrorist financiers, the actual methods used to fund terrorist operations can be the same as or similar to methods used by other criminals to launder funds. Funding for terrorist attacks does not always require large sums of money and the associated transactions may not be complex.

Our AML policies, procedures and internal controls are designed to ensure compliance with all applicable BSA regulations and FCA rules and will be reviewed and updated on a regular basis to ensure appropriate policies, procedures and internal controls are in place to account for both changes in regulations and changes in our business.

DISCLAIMER

This Whitepaper does not constitute a recommendation by the Company, the Directors, the Asset Manager or any other person, or advice to any recipient of this Information Memorandum, on the merits of participation on the platform. This Whitepaper does not necessarily identify, or purport to identify, all the risk factors associated with Company. Prospective participants must make their own independent assessment, after making such investigations, as they consider necessary, of the merits of participating. Prospective participants should consult and rely upon their own investment, accounting, legal and tax representatives and advisers as to such matters concerning Company and to evaluate independently the financial risks, consequences and suitability of an investment in Company, or if in any doubt about the contents of this document. Investment in Company carries substantial risk and may involve special risks that could lead to a loss of all or a substantial portion of such investment.

Unless prospective participants fully understand and accept the nature of Company and the potential risks inherent in Company they should not invest in Company. Each prospective participant is wholly responsible for ensuring that all aspects of Company are acceptable to them. There can be no assurance that Company's investment objective will be achieved and investment results may vary substantially over time. Investment in Company is not intended to be a complete investment program for any investor.

IF THE PROSPECTIVE PARTICIPANT IS IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT THEY SHOULD CONSULT WITH THEIR ACCOUNTANT, LEGAL ADVISER OR OTHER PROFESSIONAL ADVISER BEFORE INVESTING.

SUBSCRIPTION NOTICE

We _____ the _____ undersigned, _____(Name)_____ residing _____ at _____(Address)_____, hereby confirm that we want to acquire:

_____ TWDEV Tokens at a unit price of 10 cents per Token for a total amount of _____.

We understand that immediately after signing of this subscription notice we need to open a wallet at www.twex.exchange and activate it in order to receive our TWDEV Tokens.

We also understand that said tokens will only be credited on our account after receipt of our payment in full amounting to: _____ to TWEX designated account.

Signed on this ___ day of _____ 2018

Name

I the undersigned, Amal Sharma, from TWEX Ltd hereby confirm that we will credit your wallet with us with _____ TWDEV Tokens plus a bonus of 10 % in tokens. These tokens will be freely transferable by METAMASK within 60 days from the end of the ICO – December 20th 2018.

Amal Sharma