

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM C
UNDER THE SECURITIES ACT OF 1933**

(Mark one)

☒ **Form C: Offering Statement**

☐ Form C-U: Progress Update

☐ Form C/A: Amendment to Offering Statement

☐ Check box if Amendment is material and investors must reconfirm within five business days.

☐ Form C-AR: Annual Report

☐ Form C-AR/A: Amendment to Annual Report

☐ Form C-TR: Termination of Reporting

Name of Issuer: LLNK Limited

Legal status of Issuer: Active – Good Standing

Form: Limited Liability company

Jurisdiction of Incorporation/Organization: Colorado

Date of Organization: September 11, 2025

Physical Address of Issuer: 2221 Arapahoe Road, Centennial, CO 80122

Website of Issuer: <https://www.LLNKlimited.com>

Is there a co-issuer? ___ yes **X** no

Security Type: LLNK™ Token (ERC-20 utility token)

Exemption Claimed: Regulation Crowdfunding (Reg CF)

Instrument Type: Digital Utility Token (non-equity)

Security Name: LLNK™ Token

Token Price: \$0.10 per token

Total Offering Amount (Phase 1): \$124,000

Minimum Investment: \$100 (Tier 1)

Minimum Raise to Close: \$75,000

Maximum Raise for Phase 1: \$75,000

Token Allocation: 1,240,000 LLNK™ Tokens

Total Token Supply: 100,000,000 (fixed)

Lock-up Period: 12 months for all investors

Founder & Team Vesting: 12-month lock-up + 18-month vesting

Offering Deadline: December 30, 2027 (or earlier if max is reached)

Delivery: Upon close via compliant funding portal, to investor-owned wallets

Transfer Restrictions: No transfers outside platform during lock-up

Use of Funds: See detailed breakdown below

Name of Intermediary through which the Offering will be Conducted:

CIK Number of Intermediary:

SEC File Number of Intermediary:

CRD Number of Intermediary:

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering: At the conclusion of the offering, the issuer shall pay a fee of 6% of the amount raised in the offering to the Intermediary.

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest:

Funds will be held in escrow and only allocated toward their designated use upon successful achievement of the full funding target. If the target amount is not reached within the offering period, all funds will be returned to investors in accordance with the platform's escrow policies. Security sales are final only upon the successful closing of the offering.

Current Number of Employees: 1 (the founder)

	Most recent fiscal year-end	Prior fiscal year-end
Total Assets	\$0.00	\$0.00
Cash & Cash Equivalents	\$0.00	\$0.00

Accounts Receivable	\$0.00	\$0.00
Short-term Debt	\$0.00	\$0.00
Long-term Debt	\$0.00	\$0.00
Revenue/Sales	\$0.00	\$0.00
Cost of Goods Sold	\$0.00	\$0.00
Taxes Paid	\$0.00	\$0.00
Net Income	\$0.00	\$0.00

The jurisdictions in which the issuer intends to offer the securities:

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District Of Columbia, Florida, Georgia, Guam, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, U.S., Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

GENERAL NOTICES

Investing in a crowdfunding campaign carries inherent risks. You should only commit funds to this offering if you are financially prepared to lose your entire investment. When making an investment decision, investors must rely on their own assessment of the company and the terms of the offering, taking into account both the potential rewards and the risks involved. No federal or state securities commission or regulatory authority has endorsed or approved these Securities. Moreover, such authorities have not evaluated the accuracy or sufficiency of this document. The U.S. Securities and Exchange Commission (“SEC”) does not assess the merits of any Securities offered or the conditions of the Offering, nor does it evaluate the accuracy or comprehensiveness of any Offering documents or materials. These Securities are being offered under an exemption from registration. However, the U.S. Securities and Exchange Commission has not independently verified that these Securities qualify for such an exemption.

INVESTING IN THESE SECURITIES COMES WITH SIGNIFICANT RISKS, AND IT MAY NOT BE SUITABLE FOR ALL INVESTORS. THERE ARE NUMEROUS UNCERTAINTIES ASSOCIATED WITH THIS OFFERING AND THE SECURITIES INVOLVED. THE SECURITIES OFFERED IN THIS CAMPAIGN ARE NOT PUBLICLY TRADED, AND THERE IS NO GUARANTEE THAT A PUBLIC MARKET FOR THEM WILL EVER EMERGE. AS SUCH, INVESTING IN THIS OFFERING IS HIGHLY SPECULATIVE. THESE SECURITIES SHOULD ONLY BE PURCHASED BY THOSE WHO CAN HANDLE THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD AND CAN AFFORD TO LOSE THEIR ENTIRE

INVESTMENT. PLEASE REFER TO THE "RISK FACTORS" SECTION IN THIS FORM C FOR MORE INFORMATION. THE SECURITIES OFFERED IN THIS CAMPAIGN WILL HAVE TRANSFER RESTRICTIONS. INVESTORS CANNOT PLEDGE, TRANSFER, RESELL, OR DISPOSE OF THE SECURITIES EXCEPT IN ACCORDANCE WITH RULE 501 OF REGULATION CF. POTENTIAL INVESTORS SHOULD BE AWARE THAT THEY MAY NEED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD. ADDITIONALLY, THE SECURITIES MAY HAVE FURTHER TRANSFER RESTRICTIONS BEYOND THOSE IMPOSED BY FEDERAL, STATE, OR FOREIGN LAW. THIS FORM C DOES NOT PROVIDE LEGAL, ACCOUNTING, OR TAX ADVICE, NOR IS IT SPECIFICALLY TAILORED TO YOUR INDIVIDUAL FINANCIAL SITUATION. INVESTORS SHOULD CONSULT THEIR OWN FINANCIAL ADVISORS, LEGAL COUNSEL, AND ACCOUNTANTS FOR GUIDANCE ON LEGAL, TAX, AND RELATED MATTERS CONCERNING THEIR INVESTMENT. THIS OFFERING IS ONLY EXEMPT FROM REGISTRATION UNDER THE LAWS OF THE UNITED STATES AND ITS TERRITORIES. NO OFFER IS BEING MADE IN JURISDICTIONS NOT LISTED ABOVE. PROSPECTIVE INVESTORS ARE SOLELY RESPONSIBLE FOR DETERMINING THEIR ELIGIBILITY TO PARTICIPATE IN THIS OFFERING, INCLUDING OBSERVING ANY REQUIRED LEGAL FORMALITIES AND SEEKING CONSENT FROM THEIR LOCAL REGULATORS IF NECESSARY. THE INTERMEDIARY FACILITATING THIS OFFERING IS LICENSED AND REGISTERED ONLY IN THE UNITED STATES AND HAS NOT OBTAINED OR SOUGHT A LICENSE OR WAIVER OF THE NEED FOR SUCH A LICENSE IN ANY OTHER JURISDICTION. THE company, THE ESCROW AGENT, AND THE INTERMEDIARY EACH RESERVE THE RIGHT TO REJECT ANY INVESTMENT COMMITMENT MADE BY ANY POTENTIAL INVESTOR, WHETHER FOREIGN OR DOMESTIC. ATTENTION TO FOREIGN INVESTORS FOREIGN INVESTORS SHOULD NOTE THAT IT IS THEIR RESPONSIBILITY TO FULLY COMPLY WITH THE LAWS AND REGULATIONS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES WHEN PURCHASING SECURITIES. THIS INCLUDES OBTAINING NECESSARY GOVERNMENTAL OR OTHER CONSENTS AND ADHERING TO ANY LEGAL OR OTHER REQUIRED FORMALITIES. WE RESERVE THE RIGHT TO DENY THE PURCHASE OF SECURITIES BY ANY FOREIGN INVESTOR. NOTICE ABOUT THE ESCROW AGENT THE ESCROW AGENT SERVICING THIS OFFERING HAS NOT EXAMINED THE DESIRABILITY OR ADVISABILITY OF INVESTING IN THIS OFFERING OR THE SECURITIES OFFERED HEREIN. THE ESCROW AGENT DOES NOT PROVIDE ANY REPRESENTATIONS, WARRANTIES, ENDORSEMENTS, OR JUDGMENTS ON THE MERITS OF THE OFFERING OR THE SECURITIES OFFERED. THE ESCROW AGENT'S INVOLVEMENT IN THE OFFERING IS LIMITED TO ACTING AS A SERVICE PROVIDER.

ABOUT THIS OFFERING STATEMENT

Investors should rely solely on the information provided in the Form C or this Offering Statement (collectively, "Form C"). We have not authorized anyone to give any information or make any representations other than those contained in this Form C, and only the Intermediary has been

authorized to host this Form C and the Offering. If you come across different or inconsistent information, do not rely on it. We are not offering to sell, nor seeking offers to buy, the Securities in any jurisdiction where such offers and sales are not allowed. The information in this Form C and any documents incorporated by reference is accurate as of the respective document dates, regardless of when this Form C is delivered or when any Securities are issued or sold. Descriptions of agreements or other documents provided here are summaries and are, therefore, necessarily selective and incomplete. They are qualified in their entirety by the actual agreements or documents. Before completing the purchase and sale of the Securities, the company will give prospective Investors the opportunity to ask questions and receive answers from the company and its management about the terms and conditions of this Offering and the company. Potential purchasers of the Securities are referred to as "Investors" or "you" in this document. When making an investment decision, you must rely on your own examination of the company and the terms of the Offering, including the merits and risks involved. The company's statements in this Form C are based on information believed to be reliable, but no warranty can be made regarding the accuracy of such information or that circumstances have not changed since the date of this Form C. For example, our business, financial condition, results of operations, and prospects may have changed since the date of this Form C. The company does not anticipate updating or revising this Form C or any other materials provided. This Form C is submitted in connection with the Offering described herein and may not be reproduced or used for any other purpose.

FORWARD-LOOKING STATEMENTS

This Form C and any documents incorporated by reference contain forward-looking statements that are subject to risks and uncertainties. All statements, apart from those of historical fact or relating to present facts or current conditions, are forward-looking statements. Forward-looking statements express our current reasonable expectations and projections regarding our financial condition, results of operations, plans, objectives, future performance, and business. You can identify forward-looking statements by their lack of strict relation to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "should," "can have," "likely," and other words or terms with a similar meaning in discussions about future operating or financial performance or other events. The forward-looking statements in this Form C and any documents incorporated by reference are based on reasonable assumptions we have made, considering our industry experience, perceptions of historical trends, current conditions, expected future developments, and other factors we believe are appropriate. As you read and consider this Form C, understand that these statements are not guarantees of performance or results. Although we believe these forward-looking statements are based on reasonable assumptions, many factors could affect our actual operating and financial performance, causing it to differ materially from the performance anticipated in the forward-looking statements. If any of these risks or uncertainties materialize or if any of these assumptions prove incorrect or change, our actual operating and financial performance may vary significantly from the performance projected in these forward-looking statements. Investors are advised not to place undue reliance on these forward-looking statements. Any forward-looking statements made in this Form C or any documents incorporated by reference are accurate only as of the date of those respective documents. Unless required by law, we are not obligated to publicly update any

forward-looking statements for any reason after the date of this Form C or to conform these statements to actual results or changes in our expectations.

ELIGIBILITY

LLNK Limited, a Colorado Limited Liability company (the “company”), certifies that all of the following statements are true:

- The company is organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- The company is not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- The company is not an investment company registered or required to be registered under the Investment company Act of 1940.
- The company is not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding.
- The company has filed with the SEC and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement. Please note that the company has not previously relied on Regulation Crowdfunding to offer or sell securities.
- The company is not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.
- The company has not previously failed to comply with the ongoing requirements of Rule 202 of Regulation Crowdfunding. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer’s outstanding voting equity securities, calculated in the same form as described in Question 6 of this Question and Answer format, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

(1) Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:

- a. i.in connection with the purchase or sale of any security? ☐ Yes ☒ No
- b. involving the making of any false filing with the Commission? ☐ Yes ☒ No
- c. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☒ No

(2) Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:

- a. in connection with the purchase or sale of any security? ☐ Yes ☒ No
- b. involving the making of any false filing with the Commission? ☐ Yes ☒ No
- c. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☒ No

(3) Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

- a. at the time of the filing of this offering statement bars the person from:
 - i. association with an entity regulated by such commission, authority, agency or officer? ☐ Yes ☒ No
 - ii. engaging in the business of securities, insurance or banking? ☐ Yes ☒ No
 - iii. engaging in savings association or credit union activities? ☐ Yes ☒ No
- b. constitutes a final order based on a violation of law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement? ☐ Yes ☒ No

(4) Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:

- a. suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal? ☐ Yes ☒ No
- b. places limitations on the activities, functions or operations of such person? ☐ Yes ☒ No
- c. bars such person from being associated with any entity or from participating in the offering of any penny stock? ☐ Yes ☒ No

(5) Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering

statement, orders the person to cease and desist from committing or causing a violation or future violation of:

- a. any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder? ☐ Yes ☒ No
- b. Section 5 of the Securities Act? ☐ Yes ☒ No

(6) Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade? ☐ Yes ☒ No

(7) Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued? ☐ Yes ☒ No

(8) Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations? ☐ Yes ☒ No

DIRECTORS, OFFICERS, AND KEY PERSONS

Name	Title	Description
Richard A. Williams	Founder & CEO	Entrepreneur with deep experience in music, live events, and full-stack development. Founder of Lightnin' Stik Productions. Currently sole officer and manager of LLNK Limited. Plans to expand leadership team post-beta and after C-Corp conversion. Currently owns no stock or LLNK™ tokens.

Board of Directors: To be appointed after C-Corp restructure.

Planned Hires (Year 1): 1 admin, 1 media employee, 2 stack developers (1 freelance, 1 full-time).

DESCRIPTION OF THE BUSINESS

The company conducts business in Colorado and plans to distribute its products (see below) throughout the United States generally. LivLink is a media content creation and production expansion of Lightnin' Stik Productions, a music production company dedicated to producing original hard rock live

performances for marketing and distribution. Our primary project, LLNK™ Token is being launched to incentivize fans and bands to utilize the platform as we bring it online post-beta for an enjoyable experience for all.

At LivLink, we are restructuring as a Delaware C-Corp to attract investors for financial support in scaling this ecosystem out across twenty cities and are assembling a team of experienced and talented professionals from various backgrounds including; full stack development, film, television, marketing, and entrepreneurship. This diverse team brings a unique perspective and skill set to the development and production of LivLink, ensuring its success and impact with bands, fans, and live stream viewers. Our business model revolves around the creation of high-quality content that appeals to a wide audience, utilizing innovative marketing and distribution strategies to maximize reach and revenue. Through on-ground and on-line partnerships with various brands, we aim to integrate unique product experiences that will not only enhance the LivLink experience, but also create additional revenue streams for the company and its investors. We are committed to making a lasting impact through our work, and we believe LivLink has the potential to become a classic staple that will resonate with audiences for years to come. By embracing a fan engagement model, we aim to disrupt the traditional Commercial Music Industry's system and share our success with our investors, rather than only benefiting studio executives.

BUSINESS PLAN

LivLink's business plan focuses on establishing legal compliance, platform deployment, and scaling the platform. LLNK™ (d/b/a "LivLink ") is a real-time fan engagement and revenue ecosystem built to monetize live performing events using a smorgasbord of connoisseur style digital tools designed for artists, entertainers, and event hosts to garnish instant fan interaction during live shows via QR code scans — with no apps, downloads, or friction. At the core of the LivLink ecosystem is **LLNK™**, a **capped-supply ERC-20 utility token**, offered as a security under **Section 4(a)(6)** of the **Securities Act of 1933**. LLNK™ is the native token of the platform, used to facilitate a host of different functions both on the platform and in-show.

Fans engage by scanning a QR code at the event, which captures SMS and opt-ins for continued interaction during and after the event. During the event persistent SMS / Push prompts target optin fans with offers that provide LLNK™ in exchange for signup information and exclusive purchase countdowns for payments in USD or LLNK™. Payments are processed through a smart backend integrating third-party platforms like Venmo or PayPal to:

- Split payments based on dynamic, adjustable rules
- Distribute funds to multiple parties in an instant, no waiting
- Store transaction and purchaser data for transparency and future engagement
- Activate **SMS, email, and in-person marketing automation** for an ongoing source of revenue

MONETIZATION & ENGAGEMENT MODEL

LivLink creates multiple revenue channels through a layered fan and artist engagement system:

- **Band Onboarding:** Artists are introduced via live-streamed performance showcases, competing for spots on the platform as fans cast votes for winners using LLNK™.
- **Live Events & Virtual Access:** Once onboarded, bands incorporate LivLink into their own live gigs and host live-streaming performances and encourage fans to scan the QR-code.
- **Leader-Board Positioning:** LivLink hosts **live battle main-events in 20 cities, twice per year**, to raise awareness and onboard new fans and artists, concluding each year with the following year's finalist and one top performing act.
- **Fan Clubs & Communities:** Fans can form **in-show groups** and interact live or virtually with their favorite bands or artists — tipping, voting, commenting, collaborating, and staying engaged even after the show ends.
- **Data-Driven Growth:** Bands can enter fan groups and access fan data captured as part of every transaction and cherry pick the fans and fan groups they want to focus on for continued support.
- **International Acceptance:** we expect the platform and LLNK™ to become accepted on an international basis, but we are only focused on national acts during this five year plan.

TOKEN UTILITY & SUPPLY

LivLink employs **token recapture strategies** to maintain token liquidity:

- **No token burn**
- **Fixed max supply of 100,000,000 LLNK™ tokens**
- **No additional minting**

LLNK™ is used for tipping, voting, group access, content interaction, and special features, making the fan experience more immersive and rewarding — both live and online.

SCALABILITY & EXPANSION

While initially focused on live bands, **LivLink is built to scale** into other verticals such as:

- **Athletes**
- **Comedians**
- **Public Speakers**
- **Theater Actors & Dancers**
- **Celebrity Personalities**

This hardware-free, inventory-free, app-free model ensures easy adoption and seamless scalability across live and virtual events of all kinds.

1. THE TIPPING ENGINE (Live Show Layer)

Fans engage in a streamlined, gamified tipping system driven by QR access and real-time messaging:

Option One:

- **Minimum Tip: \$20**
“Each tip = automatic raffle entry (no extra steps).”

- **Split Per Tip**

Allocation	% of Each Tip	Purpose
Performer	80%	Paid instantly via Venmo/PayPal
Platform	20%	Covers ops, compliance, and profit margin

Raffle Drawings:

- Drawings are held several times per show (set breaks, intermission).
- Prizes: signed merch, backstage access, VIP passes, exclusive content codes, meet-and-greets, etc.
- **No app, no sign-in, no wallet required**
Scan → Tip → Enter → Win

Real-Time Engagement:

LivLink uses integrated **SMS and Platform backend push notifications** to create urgency and boost engagement:

- "Final raffle entry window closes in 10 mins!"
- "Double entries on \$40 tips for the next 15 minutes!"
- "Signed setlist just added to the prize pool!"

This gamified structure **increases tipping volume, boosts average tip size, and creates a fun, viral environment** that encourages fans to tip more than once.

2. ONGOING DIGITAL MONETIZATION (Platform Layer)

Once fans opt-in at the show, **LivLink activates persistent monetization** opportunities across digital channels, including:

Fan Voting & Artist NFTs

- Fans use LLNK™ tokens to vote in online competitions (e.g., “Best Live Act of the Weekend”).

- Voting = token sink (tokens are redeemed, not burned).
- Winners receive platform-funded or sponsor-funded prizes.
- Fans receive limited-edition NFTs, access badges, or raffle entries.

Token-Gated Content & Experiences

- Early access to songs, videos, behind-the-scenes footage.
- Premium experiences unlocked via LLNK™.
- Tokens redeemed (recycled), not destroyed, maintaining fixed supply.

Merch & Digital Drops

- Signed merch drops, event replays, exclusive bundles.
- Token-only offers or discounts for repeat tippers or raffle participants.
- All transactions include 20% platform fee.

Re-Engagement Through Messaging

- SMS & email opt-ins enable direct-to-fan campaigns:
 - “Your favorite band is back on tour — tip now to enter for VIP!”
 - “Vote now: Which headliner should play our virtual showcase?”
 - “Your tipping earned you 10 LLNK tokens — use them to unlock a live acoustic set.”

Scaling the Flywheel

Stage	Description	Value Generated
Event Moment	QR scan → Tip → Raffle → Opt-in	Immediate revenue, fan data
Persistent Access	SMS/email → tokens → platform voting + content	Recurring engagement
Token Utility	Redeem LLNK™ for access, entries, perks	Token velocity
Token Recycling	Platform reclaims and redistributes LLNK™	Controlled inflation
Ecosystem Growth	More bands → more fans → more shows → more data → more revenue	Network effect
Future Liquidity	Reclaimed tokens support rewards, liquidity, or future funding	Capital efficiency

LivLink transforms **one concert moment** into an **ongoing digital relationship**, creating a recurring revenue stream, token demand, and fan loyalty — all with a **fixed-supply utility token** that fuels platform access, rewards, and long-term value.

3. FANHUBS (Fan Engagement Layer)

In addition to the live engagement, LivLink will launch **FanHubs**, a social micro-community of individual fan groups formed at live events where bands can visit and interact with their most loyal super-fan group bases. Fans join group hubs at a live show where they bond with fellow fans sharing posts about the event, comments over group-driven challenges, when suddenly they are excited by a band's personal interaction via a video chat right before the show to thank the group in person for a super generous tip only drives copy-cat action from other fan groups desiring the same interaction.

Token Integration

FanHubs will use LLNK™ tokens for access and participation. For as little as \$5 or completion of certain tasks, fans can purchase or be rewarded LLNK™ and start their experience with:

- Group creation and participation
- Content submission to challenges, for band view only, etc.
- Voting on fan challenges, band performances, song choices for encore, etc.
- LLNK™ rewards for top-performing groups and content creators for incentives

Key Features

Feature	Functionality	Token Role
Group Creation	Fans create or join FanHubs inside the LivLink event portal	1 LLNK™ to create (burn or recycle)
Media Uploads	Photos/videos shared within group or with event-wide gallery	Best uploads rewarded with LLNK™
Challenges & Raffles	Contests like “Best Crowd Reaction” or “Funniest Outfit”	Entry: 2 LLNK™; Voting: 0.5 LLNK™
Voting System	Fans vote on content, challenge winners, and unlockable content	Paid voting incentivizes value-based engagement
Leaderboards	Groups ranked by total participation and votes	Top groups win token prizes or exclusive access
Event Moments	Winning content featured on artist streams or big screens	Rewards distributed in LLNK™

Future Expansion Options

- **Fan XP & Badges:** Earned via event participation, challenge wins, and voting behavior.
- **Artist Cameos:** Artists can drop into groups, offer shout-outs, or share surprise content.
- **NFT Moments:** Tokenized event clips and group memories minted as fan collectibles (opt-in).
- **Virtual Participation Layer:** Remote fans can join groups and participate with limited features.

Compliance Considerations

- All Hub features remain utility-based and event-locked.
- No secondary financial gain is guaranteed; participation is experience-driven.
- Content moderation systems and opt-in agreements are enforced per platform policy.
- Token entry/voting is capped to prevent gambling risks.

Platform Impact

Metric	Expected Impact
Avg Session Time	+30% per fan during live events
Token Circulation	+40% through voting & challenges
Artist Revenue	+10-15% from increased merch/tip interaction
Brand Stickiness	Higher retention from fan-driven identity & group loyalty

4. LIVE STREAM ACCESS (Media Monetization Layer)

- **Live streaming** of shows or special backstage or community hubs' content.
- Price: \$5+ for access with in-platform LLNK™ purchases and participation.
- Benefit: Reach fans who can't attend in person for increased show revenue and growth.

Exclusive Digital Content

- Post-show videos, behind-the-scenes footage, artist interviews, and fan shout-outs.
- Sell **all-access passes** or **NFT packages**.
- Exclusive community interactions: Live & Platform Hub groups, token-gated access.

Tokenized Content & NFTs

- Mint exclusive digital collectibles linked to performances or merch.
- Tokens grant holders access to perks like discounts or early ticket sales.
- Create **limited edition NFTs** of show highlights or signed digital art or competition videos.

Sponsored Content & Brand Partnerships

- Partner with gear brands, venues, or local businesses for sponsored videos.
- Integrate brand mentions or product placements organically.

Fan Group Social Monetization

- LLNK tokens are required to enter groups and cast votes.

- LLNK tokens can be tipped to fans who post, report, or stream their live “in-show” videos to their community or inside their fan group.
- Bands can funnel fans from multiple locations into a single larger following with far broader fan reach.

Media Operations & Monetization

To maximize fan reach and participation on the platform, LivLink will deploy a dedicated **media crew and equipment fleet** covering key markets with:

- **Multi-city Coverage:** 20 cities targeted, with crews rotating to capture live shows across bands and venues.
- **Equipment Investment:** Estimated initial outlay of \$10,000 includes cameras, lighting, sound capture, mobile editing rigs, and streaming infrastructure that will grow with scaling to about \$100,000.
- **Operational Costs:** Annual media team salaries, travel, and production estimated at \$1,500,000/year by year 5.
- **Content Outputs:**
 - Highlight reels and show recaps distributed on social platforms to boost artist and platform visibility.
 - Live streams and recorded sessions behind paywalls or sponsored slots generating direct revenue.
 - Time-sensitive, exclusive content bundles offered to LLNK™ token holders only, incentivizing token usage and retention.

Revenue Streams:

- **Advertising & Sponsorship:** Brand deals linked to live and recorded content.
- **Fan Monetization:** Pay-per-view shows, premium fan experiences with exclusive media.
- **Platform Promotion:** Amplified artist exposure increases fan groups that accumulate fans from multiple band shows, driving core platform revenue for all bands on the platform.

HOW IT WORKS

1. **Fans scan a QR code at a live event** — no app download required.
2. **They instantly enter a private digital space** where they get exclusive content and time-sensitive offers via push or SMS.
3. **Inside the space, fans can:**

- Tip the band
 - Buy merch
 - Download music
 - Join contests or vote
 - Leave their email for future access
4. **Artists earn 80% of all band-related transactions** — paid out immediately, with no waiting period.
 5. **Fans interact in real-time** with each other and the band through live posts, video chats, and community groups — creating “super-fan hubs” within the LivLink platform.
 6. **Our native token, LLNK™**, unlocks fan perks:
 - Access to premium content
 - Discounts on merch and events
 - Priority interaction opportunities
 7. **All fan activity and transactions** are stored in a smart backend database that enables SMS, email, and push campaigns — targeting fans who have already shown they’re willing to spend.
 8. **The longer fans stay engaged, the more they get:**
 - Token rewards
 - Exclusive content
 - Deeper discounts on merch and events

This loyalty loop helps drive repeat attendance and post-show revenue.
 9. **Fans pay using promo codes** (individual or partner-based). LivLink™ retains 20% as a fee (excluding 3rd-party service costs), and the remaining 80% (minus 3rd-party costs) goes to bands, members, or partners — instantly.
 10. **Tokens power unique fan actions**, such as:
 - Entering exclusive groups or zones
 - Suggesting songs or light-show features
 - Skipping merch lines with digital purchases
 - Gifting mementos to other fans
 11. **LivLink video streaming** delivers commercial-quality coverage of live shows, acoustic sets, band battles, and behind-the-scenes content — all interactive, whether during the show or after, if fans previously opted in via QR code.

FAN REWARDS

To grow LivLink and bring LLNK™ to the world, we're offering three ways to join the movement:

- **Fans** can sign up with their personal information or host a FanHub for rewards of LLNK™ from the ecosystem development allocation.
- **Supporters** can back the platform with as little as \$5 and receive LLNK™ from the post-ICO token offering allocation.
- **Investors** can participate in the token-based Reg CF offering and receive LLNK™ tokens from the initial token offering allocation.

FAN & SUPPORTER REWARD TIERS

Fan Level	Tip / Reward
\$20	50 LLNK™ + Early beta invite
\$50	150 LLNK™ + Name on our support wall
\$100	300 LLNK™ + "LLNK Limited" merch (hat or tee)
\$250	750 LLNK™ + Super Supporter Pack: VIP exclusive membership perks
\$500	2000 LLNK™ + Annual access pass
\$1,000	5000 LLNK™ + Lifetime access pass

Core Features:

- **Instant Fan Engagement**
QR codes connect fans to the LLNK™ eco-system in seconds.
- **Database Opt-in**
Opt-in & contact information are databased upon QR scan.
- **Real-Time Monetization**
Fans can tip, buy merch/music, and access content using USD or LLNK™.
- **Direct Payments**
Artists receive 80% of net proceeds instantly via PayPal or Venmo.
- **Timed Drops & Exclusive Offers**
Smart notifications engage fans during and after the show.
- **LLNK Token Integration**
Unlock perks, vote on content, gain access, and earn rewards.

THE FLYWHEEL

LivLink is more than a platform — it's a **dynamic ecosystem** that captures live energy and transforms it into ongoing value, growth, and community. This flywheel is the beating heart of the offering and what makes LLNK™ tokens more than just another utility.

1. Live Moment Activation

- Fans scan QR codes at in-person shows: enter tipping, raffles, vote battles.
- High-emotion, high urgency interactions: “Limited time raffle,” “Double tip window,” etc.

2. Persistent Digital Engagement

- Post-show opt-ins via SMS / email.
- Content drops, streaming, merch/drops that keep fans coming back.
- Token-gated experiences.

3. Community Amplification (FanHubs & Group Challenges)

- Micro-communities form around shows, genres, artists.
- Fangroups compete, share, and generate content (photos, live-videos, reactions).
- Fans rewarded via LLNK™; artists gain visibility and new fan segments.

4. Viral Content & Media Strategy

- Highlights, “best of show” clips, duel battles edited and shared to draw in remote fans.
- Pay-per-view replays, exclusive content, NFTs.
- Content acts as both engagement reward *and* acquisition vector.

5. Data & Feedback Loop

- Every tip, vote, merch sale, QR scan builds fan profile: location, preferences, engagement level.
- Artists and platform use this data to target future shows, drops, local expansion.

6. Token Velocity & Sustainability

- Fixed supply + non-burn recycling => stable token scarcity managed via platform utility.
- Token lockups + vesting ensure long-term alignment.

7. Growth & Monetization Expansion

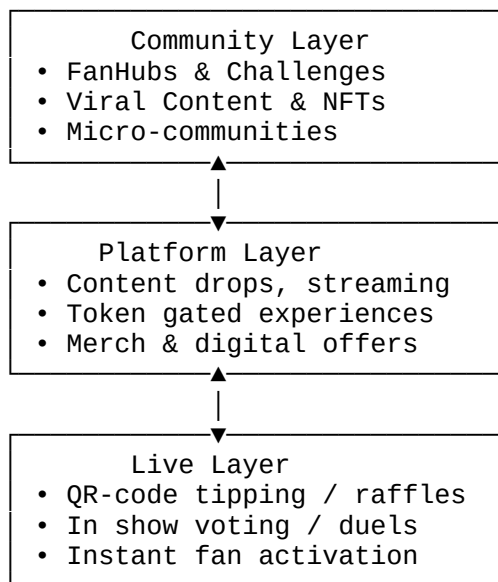
- More bands being onboarded → more shows → more fans → more content → more revenue.

- Partnerships (venues, sponsors, brands) expand exposure.
- Geographic expansion (20 U.S. cities target) amplifies both local and national impact.

Tying It Together: Why Your Investment Makes This Sizzle

- LLNK™ is not just a token — it's the currency that powers all interactions. Because every fan action (tip, vote, purchase) uses LLNK™, demand is baked in.
- The multi-phase offering gives early investors a **discounted price + lockup protection**, plus upside as value accrues via use and network growth.
- The flywheel model means each show is both a revenue event *and* a marketing/viral campaign. Your investment in Phase 1 sets up all layers: live, platform, community, content.
- The alignment between tokenomics, artist incentives, fan rewards, and content virality is designed to reduce friction, build momentum, and make growth organic.

Visual Add-On



No Hidden Fees or Up-Front Costs for Bands

Our program is designed to maximize what goes **directly to artists** and minimize barriers to participation.

- No membership or subscription fees to join or stay in the program.
- No need to invest in expensive promotional campaigns or buy digital ads.
- No website hosting costs, press release expenses, or complex campaign budgets.
- No gatekeepers deciding what songs get promoted - your performance drives your earnings.

Just play live, share the QR and promo code, and get paid based on the transactions influenced. It's a clean, transparent system built around **success, not overhead**.

Every Interaction = Data + Fan Power

Each time a fan:

- Tips
- Buys merch
- Enters a raffle
- Scans a QR code
- Signs up for updates
- Collects a token...

...they're **not just paying** — they're being captured into our **fan database**, tied to their location, interests, and specific artist affinities.

Our Fanbase Becomes Portable and Monetizable

All data is stored securely and linked to:

- Show attendance
- Location
- Spending patterns
- Artist interaction history

Artists can use this to:

- **Target fans directly** for future shows
- Launch **drops** and **exclusive offers**
- Sell music, merch, or access **without middlemen**
- **Bring their fanbase with them** across cities, tours, or online releases

Instead of starting from scratch every show, artists are stacking engaged fans who follow them wherever they go.

The Network Effect: From Local to National in a Flash

As more artists join the platform:

- Fans get cross-exposed to **similar acts, recommended shows, and fan clubs**
- Each artist contributes to this **collective fan pool**

- Unknown bands in remote cities suddenly have **visibility among national fans** who share interests

This creates **shared growth** for all artists on the platform without the need to physically tour to these locations.

Example: Unknown Band in Montana

- Plays a show for 30 people. 15 opt in. 5 engage online. 2 buy merch.
- Those 15 fans are now visible in our system.
- Based on their genre affinity, location, and engagement, our system **recommends this band** to fans of similar acts across the country.
- Within weeks, they're getting tipped on digital shows, **added to lineups**, or **invited to tour collabs** with artists who are *blown away they've never heard of them before*.

It's not about *where you are* — it's about *who sees you next*.

1. Fan Funnel Calculator (Per Show Basis)

Let's assume:

- **Band performs one show**
- **150-person audience**
- **30% tipping engagement**
- **Avg tip: \$20**
- **10% purchase merch or downloads**

Metric	Value
Fans engaged	50
Total tips	\$1,000
Platform revenue (20%)	\$200
Merch sales (15 users @ \$30)	\$450
Platform revenue on merch	\$90
Total platform rev/show	\$290
Total band rev / show	\$1,160

Multiply this by 24 shows/year per band for \$27,840 annual revenue currently being left on the table. Multiple that number by 200 bands for \$5,568,000 in band revenue per year and \$1,113,600 in fees for the platform.

1. Example of Post-Show Engagement Revenue

Step	Value (example)	Notes
Show Attendance	150 fans	Single or multiple band show
Opt-In Rate	30% (50 fans)	% who join mailing list / scan QR
Post-Show Engagement	20% (30 fans)	Fans who open emails, follow up
Monetizing Fans	10% (15 fans)	Fans who buy digital offers
Avg Spend per Fan	\$20	Merch, digital tips, subscriptions
Total Post-Show Revenue	\$300 per show	15 fans × \$20

2. Yearly Fan Funnel Revenue Examples

Performer Type	Shows per Year	Revenue per Show	Annual Funnel Revenue
Level 1	24	\$1,460	\$35,040
Level 2	36	\$1,460	\$52,560
Level 3	60	\$1,460	\$87,600
Level 4	80	\$1,460	\$116,800
Level 5	120	\$1,460	\$175,200

3. Summary for Artists

Feature	Benefit
Fan Data Collection	Build an “owned” audience, not just likes or streams
Cross-Platform Exposure	Be discovered by other fanbases via data-driven recommendations
Direct-to-Fan Sales	Sell without relying on label infrastructure
Digital Monetization	Keep earning from fans after the live show
Collaborative Growth	Ride the rising tide of other acts’ momentum

COMPETITIVE ANALYSIS

Market Overview

LivLink operates in a rapidly evolving digital engagement space dominated by giants like **Facebook** and **TikTok**, which excel in broad content sharing and viral engagement. However, LivLink focuses on **specialized live event fan experiences** that leverage blockchain-powered tokenization and community interaction.

Key Differentiators of LivLink™

- **Live Event Focus:**
Real-time engagement through QR codes at concerts, sports, comedy, and other live events.
Fans tip, enter contests, and access exclusive content instantly.

- **Tokenized Economy:**
Utility token (LLNK™) rewards fans, incentivizes tipping, voting, and participation, and enables token recycling for sustainable ecosystem growth.
- **Community Hub Groups:**
Event-specific fan groups to share photos/videos, comments, challenges, dance competitions, inside mosh pit footage, and interact dynamically in a local context.
- **Artist-Centric Revenue Model:**
Immediate payout to artists (80% of tips), creating transparent, direct monetization, unlike ad-dependent social media models.
- **Regulatory Compliance:**
SEC-regulated Reg CF offering with clear investor protections and token lock-up periods, providing confidence and legal structure not common in crypto projects.

Competitor Comparison Table

Feature / Platform	LivLink™	Facebook	TikTok
Primary Focus	Live event fan engagement	General social networking	Short-form video entertainment
Real-Time Event Interaction	✓ QR-based instant tipping & voting	✗ Limited real-time event tools	✗ No direct event engagement
Tokenized Rewards & Utility	✓ LLNK™ token economy	✗ No blockchain tokens	✗ No blockchain tokens
Artist Monetization Model	✓ Direct, instant tip payout	✗ Ad revenue shared, delayed	✗ Ad revenue shared, delayed
Event-Specific Fan Communities	✓ Live FanHub groups	✓ General groups, not event-focused	✗ No event-based groups
Regulatory Compliance	✓ SEC Reg CF compliant offering	✓ Public company	✓ Public company
Token Liquidity & Trading	Locked 12 months + controlled	N/A	N/A
Geographic Event Targeting	✓ Local event-focused	✓ Global but broad	✓ Global but broad

Competitive Challenges & Risks

- **Market Penetration:**
Growing user base in a crowded digital space requires strategic partnerships and robust marketing.
- **User Education:**
Fans and artists must understand and adopt tokenized interaction and blockchain utility.

- **Regulatory Constraints:**

Token transfer restrictions and compliance obligations may limit liquidity and platform expansion speed.

LivLink is uniquely positioned as a **complementary niche platform** targeting the **live event engagement gap** left by broad-based social media giants. Its innovative use of tokens, real-time interaction, and fan communities create a compelling value proposition for fans, artists, and investors alike.

INVESTOR SUMMARY

Aspect	Investor Viewpoint
Clear 3-Phase Reg CF Structure	The raise is broken into compliant, achievable stages—each with measurable goals and investor accountability.
Founder Skin in the Game	The prototype is already built. Phase 1 funds go to legal, travel, and outreach, demonstrating commitment and responsible capital use.
Realistic Yet Ambitious 5-Year Plan	Growth projections are grounded in real data: fan behavior, artist adoption, and show frequency. No hype curves—just execution-focused planning.
Integrated Tokenomics with Lockups	LLNK™ tokens are utility-first, not speculative. 12-month lockups, platform-only use, and a fixed supply ensure investor alignment and regulatory foresight.
Exit Strategy with Multiple Options	This isn't a moonshot or bust. Investors benefit from multiple paths: acquisition, token liquidity events, stock conversion, or ongoing revenue share—all clearly defined.
Media Strategy That Outperforms Social Giants	While platforms like Facebook and TikTok focus on generic, after-the-fact content, LivLink deploys a live Media Team + FanHub that activates fans <i>in the moment</i> . It's not just a feature, it's a powerful differentiator that drives engagement, brand amplification, and LLNK™ token usage when energy is at its peak.

LLNK™ TOKEN OFFERINGS DETAILS

Phase 1 – Year 1

- **Offering Type:** Utility Token (LLNK™), sold as a security under Reg CF
- **Token Supply:** 100,000,000 LLNK™ (fixed)
- **Offering Total (3 years):** 19,333,333 tokens (~19.3%) at \$0.25 each = \$5,000,000
 - Year 1 – 1,240,000 tokens at \$0.10 each for \$124,000 raised (Phase 1)
 - Year 2 – 7,500,000 tokens at \$0.20 each for \$1,500,000 raised (Phase 2)
 - Year 3 – 10,593,333 tokens at \$0.30 each for \$3,176,000 raised (Phase 3)

Note: a separate Form C will be filed for each additional phase.

- **Offering Amount (Phase 1):** Up to **\$124,000**
- **Minimum Raise to Proceed:** \$25,000
- **Deadline:** December 30, 2027 (earlier if funding is reached)
- **Use of Proceeds:** See Use of Funds section below
- **Transfer Restrictions:** LLNK™ tokens locked for 12 months post-transfer
- **Reg CF Limit:** \$125,000 (Self-audited financials permitted under this threshold)
- **Term:** 12-month offering (or until \$124,000 is raised)

Offering vs. Minimum Amounts

This raise supports completing administrative and regulatory tasks, and preparing for a CPA-reviewed audit for Phase 2. “LLNK™ has set a **minimum raise of \$20,000** to cover critical legal and product development milestones. This amount ensures the company can proceed with MVP delivery, compliance, and outreach. However, we have set a **maximum raise of \$124,000** to accelerate full platform development, travel, marketing, and team onboarding.”

INVESTOR REWARD TIERS (Reg CF)

Legal Note for Form C:

To comply with Reg CF:

- These rewards are **non-financial, non-equity**, and tied to **platform utility** only.
- All perks are optional and delivered digitally or through experience access.
- Values must be fair market and not considered dividends or return on investment.

LLNK™ Reg CF Campaign Breakdown (\$5M Over 3 Phases)

Phase	Token Price	Tokens Offered	Capital Raised	Approx. Timeline
Phase 1	\$0.10	1,240,000	\$124,000	Year 1 – Admin / Setup
Phase 2	\$0.20	1,500,000	\$1,500,000	Year 2 – Dev / Beta
Phase 3	\$0.30	17,260,000	~\$3,376,000	Year 3 – Scaling / GTM
Total	—	19.333.333	\$5,000,000	36 months total

Token prices increase with value and traction, giving early investors the best deal and incentivizing fast action.

Both fan and investor tokens have the same 12 month lockup starting at the time stamp of delivery and going live after 12 months. Team and founder tokens are vested over 18 months after a 12 month lockup.

There are no lockups on subsequent sales.

Phase 1 – \$124,000 @ \$0.10/token

Target: 1,240,000 tokens

Focus: Founders, early believers, friends & family

Tier	Price	Token Qty	Est. # of Investors	Total Raised
Tier 1 (\$100)	\$0.10	1,000	150	\$15,000
Tier 2 (\$250)	\$0.10	2,500	100	\$25,000
Tier 3 (\$500)	\$0.10	5,000	60	\$30,000
Tier 4 (\$1,000)	\$0.10	10,000	30	\$30,000
Tier 5+	—	—	~5	\$24,000
Total	—	1.24M	~345 investors	\$124,000

Phase 2 – \$1,500,000 @ \$0.20/token

Target: 7,500,000 tokens

Focus: Early adopters, pilot bands, fan community

Tier	Price	Token Qty	Est. # of Investors	Total Raised
Tier 2 (\$250)	\$0.20	625,000	500	\$125,000
Tier 3 (\$500)	\$0.20	1,000,000	400	\$200,000
Tier 4 (\$1,000)	\$0.20	1,250,000	250	\$250,000
Tier 5 (\$5,000)	\$0.20	3,125,000	125	\$625,000
Tier 6 (\$10,000)	\$0.20	1,500,000	30	\$300,000
Total	—	7.5M	~1305 investors	\$1,500,000

Phase 3 – \$3.376M @ avg \$0.30/token

Target: ~11,260,000 tokens

Focus: National scaling, partnerships, token utility adoption

Assuming a price range of \$0.30:

Tier	Price	Token Qty	Est. # of Investors	Total Raised
Tier 3 (\$500)	\$0.30	~1,000,000	600	\$300,000
Tier 4 (\$1,000)	\$0.30	~1,160,000	350	\$350,000
Tier 5 (\$5,000)	\$0.30	~2,500,000	165	\$825,000
Tier 6 (\$10,000)	\$0.30	~3,000,000	100	\$1,000,000

Tier	Price	Token Qty	Est. # of Investors	Total Raised
Institutional / Large Investors	\$0.30	~3,000,000	1	\$900,000
Total	—	11.26M	~1216 investors	\$3,376,000

PLAN OF DISTRIBUTION

- LLNK™ tokens will be distributed via secure, KYC/AML-compliant crowdfunding portals.
- Tokens will be delivered to investors' non-custodial wallets following closing of the offering.
- Transfers outside the platform will be restricted for a lock-up period of 12 months.

The company retains the right to amend terms or conduct secondary offerings subject to regulatory approval.

USE OF FUNDS

Category	Estimated Amount	Purpose
Legal & Compliance	\$13,000	SEC filings, entity structuring, contracts
Travel & Lodging	\$22,000	Multi-city outreach, partnerships, artist onboarding
Administrative Costs	\$8,000	Tax, accounting, setup tools
Marketing & Early Investor Outreach	\$32,000	Branding, investor materials, pre-launch buzz
Tech Tools / Dev Support	\$7,000	Dev tools, infrastructure for continued build
Media Equipment	\$27,000	For Flexibility & Control of Production
Founder Salary	\$15,000	General operational buffer

All Phase 1 funds may be adjusted as needed and will be transparently accounted for via quarterly investor updates.

COLORADO LLC CONVERSION TO DELAWARE C-CORPORATION

We formed a low-cost LLC in Denver with website and domain name to raise a small pre-seed round (up to \$124,000) from early backers. This structure allows us to stay nimble and minimize overhead while building our product and running operations across multiple U.S. locations — mostly through remote work and live event production.

We're committed to full legal and regulatory compliance and will use a portion of the funding to:

- Convert to a more costly Delaware C-Corp as soon as investor readiness and funding milestones are reached, in order to support equity issuance, growth financing, and institutional investment.

- Use a properly registered virtual address provider that meets physical presence requirements.
- File as a foreign entity in Colorado if/when we restructure in Delaware.

Our approach balances legal rigor, cost-efficiency, and long-term scalability — without compromising on governance or compliance.

TEAM & FOUNDER

Richard A. Williams – Founder & CEO

Entrepreneur and music industry veteran with experience in live production, sponsorship monetization, and full-stack web development. Leads platform vision, fundraising, and artist acquisition.

Lightnin’ Stik Productions is a Colorado-based media production company empowering artists with cutting-edge live-event technology. Rick brings deep entrepreneurial expertise in business structuring, investor growth, and scalable web/app platforms.

Additional team members and advisors will be announced post-launch.

The founder has casual agreements from developers who will onboard after the funding is raised.

Founder Role

As the creator and owner of the LivLink prototype, the founder holds intellectual property rights related to the platform’s ongoing technical development during Phase 1. This phase focuses on refining the platform architecture and laying the foundational work necessary for the upcoming Polygon mainnet deployment.

EXIT STRATEGY (5-Year Horizon)

LLNK™ offers investors and token holders multiple potential outcomes for liquidity and return on participation, subject to platform performance and market conditions:

1. Strategic Acquisition

LLNK™ may be acquired as a feature integration by a major venue management platform, ticketing app, or live fan engagement company seeking to adopt:

- Real-time QR tipping
- Token-powered fan loyalty tools
- Event-based content monetization
- Touring artist fan funnels and exclusive media IP

Ideal acquirers may include: *Eventbrite, Bandsintown, AXS, Ticketmaster*, or regional venue chains looking to increase fan interactivity and artist retention.

2. Investor Buyout or Token-to-Equity Conversion (Optional)

As part of a potential restructuring from LLC to C-Corporation, LLNK™ may offer early token investors the opportunity to:

- **Swap tokens for common equity**, using a transparent conversion formula based on third-party valuation and share pricing.
- **Retain or exchange utility tokens** for company stock to participate in dividends, voting rights, and long-term equity growth.
- **Exit via direct buyout**, where the company or treasury repurchases LLNK™ tokens at fair market value, contingent on available capital and Board approval.

These options are designed to:

- Create **additional upside pathways** for early supporters if token market liquidity is limited.
- Strengthen investor alignment and reward long-term participation in the company's growth.

Note: All conversions or buyouts are subject to legal review, investor consent, regulatory compliance, and may involve tax implications.

3. Token Liquidity Event (TLE)

Following the mandatory 12-month Reg CF lock-up, LLNK™ tokens may become eligible for trading on regulated **Alternative Trading Systems (ATS)** or **whitelisted decentralized exchanges (DEX)**, pending legal and compliance developments.

Important: *LivLink makes no guarantees that LLNK™ tokens will be listed, accepted, or liquid beyond their use on the LivLink platform.*

4. Treasury Reclamation & Token Cycling

LLNK™ is designed with a token utility flywheel:

- Most LLNK™ tokens will circulate within the platform, used for tips, contests, voting, media access, and more.
- As tokens are spent, a portion is **reclaimed by the treasury** for use in future reward campaigns, onboarding incentives, or fan-driven growth programs.
- This supports **ecosystem sustainability** and helps prevent dilution of token value through unnecessary new issuance.

5. Long-Term Scaling & Revenue Roadmap

Technical & Growth Milestones

Phase	Focus	Key Metrics
Year 1–2: Build & Pilot	Core platform, fan funnel, live show capture	20 - 50 bands, 5K fans, \$0.5M+ revenue
Year 3–4: Expand & Monetize	Add tokenization, NFTs, subscriptions, sponsorships	50 - 100 bands, 50K fans, \$10M+ revenue
Year 5+: Scale & Partner	Integrate with big platforms, international expansion	100 - 200 bands, 200K+ fans, \$15M+ revenue

Revenue Diversification

- Live event revenue (tips, merch, raffles)
- Post-show fan funnel (subscriptions, digital sales)
- Media content (streams, ads, NFTs)
- Sponsorships & brand deals
- Data analytics & fan insights (B2B opportunities)

Growth Drivers

- Viral cross-promotion among bands & fans
- Fan rewards and gamification via tokens
- Data-driven marketing for tours & merch
- Partnerships with venues, streaming services, and brands
- Continuous innovation in digital assets and fan experiences

Token-Based revenue will be generated from 40% of the max cap token supply in years 3 to 5. We foresee the initial purchase as similar to the investor tokenomics structure, but we expect to recapture these tokens from fans using them on the platform.

REG CF – SECURITY TOKENS RECAPTURED AS PLATFORM UTILITY

Overview

The LLNK™ Token is a **utility token offered as a security under Regulation Crowdfunding (Reg CF)**. While the token grants functional access to features within the LLNK™ ecosystem, it is being offered under securities laws to comply with federal regulations regarding the sale of digital assets.

LLNK™ tokens do not represent equity, ownership, or profit-sharing rights. Returns for token investors are not guaranteed as potential appreciation of token value is driven by demand, platform adoption, and optional future liquidity events.

Token Offering Structure

Phase	Token Price	Tokens Issued	Capital Raised	Lockup Period
Phase 1	\$0.10	1,240,000	\$124,000	12 months
Phase 2	\$0.20	7,500,000	\$1,500,000	12 months
Phase 3	\$0.30	10,593,333	\$3,176,000	12 months
Total	—	19,333,333	\$5,000,000	—

All tokens are subject to a 12-month lockup as required under Reg CF regulations and are non-transferrable during that period, except as permitted by law.

Projected Token Value Growth

LLNK™ tokens are expected to increase in utility and potential market value as the platform scales. Value is derived from:

- Access to fan voting, artist rewards, and premium streaming events
- Fixed supply (100M total tokens, no inflation)
- Increased user demand and adoption across 20+ U.S. markets
- Expansion of token-based experiences (NFTs, loyalty tiers, exclusive content)

Year	Platform Stage	Estimated Token Demand	Projected Token Value
Y1	Legal Setup, MVP Build	Low	\$0.10
Y2	Beta Launch, Onboarding	Moderate	\$0.20–\$0.30
Y3	Scale to 100+ Bands	High	\$0.40–\$0.50
Y4	Full Market Rollout	Very High	\$0.60–\$0.80
Y5	National Reach / Exit Path	Peak Demand	\$1.00+

Note: Projected values are for illustrative purposes only and are not guarantees of future performance.

Example Token ROI (Based on Appreciation)

Although the tokens are not equity, investors who participate early benefit from entry at a discounted price. As token demand increases with platform utility, appreciation may result in potential returns:

Entry Price	Hypothetical Exit Price	ROI Multiple
\$0.10	\$1.00	10×
\$0.20	\$1.00	5×
\$0.30	\$1.00	3.3×

This appreciation reflects market dynamics driven by supply/demand and platform usage, not dividends or profit-sharing.

Liquidity & Exit Opportunities

While there is no guaranteed resale market, LLNK™ plans to consider multiple optional exit paths for early token buyers:

- **Token Buyback**
- **Stock Conversion**
- **Platform Utility Use**
- **Secondary Market Listings**
- **Fan Token Incentives**

All tokens remain subject to securities regulations and platform policies regarding resale, use, and transferability.

Investor Risk & Disclosures

- **LLNK™ tokens are securities** offered under Reg CF, but they do not represent equity, voting rights, or ownership.
- **There is no guaranteed market for resale**, and token value depends on adoption and platform demand.
- **All tokens are locked for 12 months** post-issuance per SEC rules.
- Investors are not entitled to dividends, profit shares, or residuals from company operations.

Strategic Exit Path

LLNK™ is pursuing multiple strategies to create long-term token demand and investor ROI:

1. **National platform rollout (200+ onboards)**
2. **Monetization from live events, post-show sales, and media licensing**
3. **Brand partnerships and fan contest sponsorships**
4. **Optional investor buyout or token redemption programs (Year 5+)**
5. **Potential acquisition by a media, streaming, ticket sales, or music-tech company**

Summary for Reg CF Investors

The LLNK™ token model gives early investors the opportunity to participate in the platform's growth by securing discounted access to a limited-supply, utility-based digital asset. Although LLNK™ tokens

do not grant equity, their structured scarcity, multi-use functionality, and scaling platform demand present a meaningful opportunity for token value appreciation and strategic liquidity.

FORM C – ROI / INVESTOR RETURN SECTION

Investor Return and Token Value Potential

Investors in this offering will receive LLNK™ tokens, which are utility-based digital assets that serve functional purposes within the LLNK™ platform ecosystem. While these tokens are sold as securities under Regulation Crowdfunding (Reg CF), they do not represent equity, ownership, or voting rights in the company. Token holders are not entitled to dividends, profit sharing, or residual interest in the business.

The LLNK™ tokens may increase in utility and demand as the platform grows. As a result, the market or perceived value of the token may rise over time. The issuer intends to support future liquidity through potential token redemption programs, use-based incentives, or listings on legally compliant secondary trading platforms, subject to applicable laws and regulations. However, there is no guarantee of any resale market, and investors should not assume they will be able to sell their tokens at a profit or at all.

All tokens are subject to a 12-month transfer restriction in accordance with SEC regulations under Reg CF. Investors are encouraged to review the associated risks and understand that any return on investment is speculative and based solely on potential changes in token utility and market demand.

LLNK™ Token-to-Equity Conversion Opportunity

Alternative Exit Strategy for Token Holders

As part of our continued commitment to maximizing the value and flexibility of your investment, LLNK™ is planning a strategic corporate restructuring from a limited liability company (LLC) to a Delaware C-Corporation. This transition will enable us to offer equity shares and unlock additional potential return pathways for token holders.

What This Might Look Like

- Your LLNK™ tokens, originally issued as utility tokens and sold as securities under Regulation Crowdfunding (Reg CF), will become eligible for **conversion into company stock**.
- The stock may include **voting rights, dividend eligibility, and equity ownership** in LLNK, Inc.
- Conversion is **voluntary** and will be offered under clear and investor-aligned terms.

Valuation and Conversion Formula

We are committed to offering a **fair, transparent** mechanism for token conversion. Key elements include:

1. company Valuation

- The conversion valuation will be based on the most recent **independent 409A valuation**, or a mutually agreed valuation at the time of conversion.
- Example: If the company's post-money valuation is \$15 million, that will serve as the conversion benchmark.

2. Conversion Price per Share

- Price per share =
$$\frac{\text{company Valuation}}{\text{Total Authorized Shares Post-Restructuring}}$$
- Example:
\$15M valuation ÷ 10M authorized shares = **\$1.50 per share (hypothetical)**

3. Token-to-Stock Exchange Rate

- Formula:
$$\text{Shares Received} = \frac{\text{Tokens Held} \times \text{Token Purchase Price}}{\text{Conversion Share Price}}$$
- Example:
 - Token purchase price = \$0.10
 - Conversion price = \$1.50/share
 - Tokens held = 10,000
 - Shares received = $(10,000 \times 0.10) \div 1.50 = \mathbf{666.67 \text{ shares}}$

4. Additional Terms

- **Lockup Period:** Converted shares may be subject to a lock-up for market stability.
- **Token Utility Migration:** Tokens converted to shares will be retired or reassigned for limited utility on the platform.
- **Stock Class:** Converted shares may be **common stock** or **non-voting preferred stock**, depending on corporate structure.

Important Considerations

- **Optional Participation:** Conversion is entirely voluntary and will require token holder election.
- **Conversion Window & Terms:** Specific instructions, deadlines, and documentation will be shared before conversion opens.
- **Tax Implications:** This may constitute a taxable event. We strongly advise consulting your tax advisor.
- **Token Retention Option:** Investors who do not convert will retain their tokens with continued access to LLNK™ platform features, but without equity rights.
- **Terms May Evolve:** Final terms are subject to legal review, SEC compliance, and potential investor input.

LEGAL DISCLOSURE – TOKEN-TO-EQUITY CONVERSION

Important Notice Regarding Token-to-Equity Conversion

LLNK™ tokens, offered pursuant to Regulation Crowdfunding (Reg CF), are **utility tokens sold as securities**. These tokens **do not** confer equity, voting, dividend, or ownership rights in LLNK™, LLC or any successor entity.

The company is currently evaluating a conversion to a Delaware C-Corporation (the “Restructuring”), which may enable an **optional program** allowing token holders to exchange LLNK™ tokens for company stock (the “Conversion”).

Key Disclosures & Risks:

1. No Guaranteed Conversion

The Conversion is not guaranteed and may be modified, delayed, or canceled at the company’s sole discretion.

2. Subject to SEC and State Compliance

Conversion will comply with applicable federal and state securities laws and may require additional registration or exemption filings.

3. Valuation and Exchange Terms May Vary

Share price, valuation, and share class will be determined at the time of conversion and may differ materially from the token purchase price.

4. Taxable Event

The conversion may trigger capital gains or other taxes. Investors should consult their tax advisor.

5. **Stockholder Risk**

Any equity received will be subject to dilution, transfer restrictions, and lack of market liquidity. Equity investing is inherently risky.

6. **Retention of Utility Tokens**

Token holders who do not convert will retain access to platform benefits, but will not receive equity participation.

7. **No Warranty of Future Value**

The company does not guarantee future token or stock value, market performance, or liquidity.

By purchasing LLNK™ tokens, you acknowledge and accept these risks and the non-equity nature of your original investment. Participation in any future Conversion program is voluntary and subject to separate documentation and regulatory approval.

BUSINESS MODEL

Our business model is centered around the production, distribution, and monetization of fans engaged by both live and online high-quality content with in-stream or in-show prompts for tips and special content sales driving fans to spend more than they normally might absent these persistent prompts by SMS, email, or other, providing access to tip, vote, join micro fan communities for long-term engagement potential by the growing group as opposed to single customers. This model allows us to scale quicker with a broader audience of fans who consistently tip and purchase exclusive content. This revenue model includes multiple channels. Unique product experiences integrated into real-live events. We will remain agile and adaptive to evolving market trends and viewer preferences as fans will rule the way through voting. This adaptability will ensure that our content remains relevant and appealing to our established audience³, ensuring the longevity and success of the company for our investors. The company reserves the right to alter its strategy and business model in its sole discretion.

Where Fans Run the Show — Live

At **LivLink™**, we're reimagining how fans connect with live music — not just watching, but **influencing what happens on stage in real time**. Think *Battle of the Bands* meets *Pay-Per-View*, powered by fans, artists, and local venues.

We built LivLink™ for the artists who grind, the fans who crave more than a stream, and the businesses that believe in community over algorithms.

What We Do:

- **Stream real-time music battles & concerts** directly from local venues
- Let **fans tip, vote, and interact live** — shaping the show as it happens
- Give bands and performers a platform to **earn, grow, and reach fans instantly**
- Offer **token rewards, early access**, and exclusive content for opt-in users

- Help **venues and sponsors** connect to vibrant, music-loving audiences

Our Promise:

We believe in artist ownership, fan engagement, and **local-first digital media**. We don't just stream shows — we **amplify entire scenes**.

Whether you're a **venue owner**, an **emerging artist**, or a **brand ready to plug in**, LivLink™ is your backstage pass to the future of live entertainment.

LivLink™ can appeal to multiple **business types**, depending on how you want to monetize and partner. Here's a breakdown of **who you sell to**, categorized by **value alignment and opportunity**:

1. Local & Regional Businesses (Sponsorship + Visibility)

These businesses benefit from local fan engagement and visibility through your livestream events.

- **Bars & Clubs** – host shows, promote themselves through livestreams
- **Breweries & Distilleries** – sponsor events, reach music-loving audiences
- **Restaurants & Food Trucks** – advertise during livestreams or on FanHub pages
- **Retail Stores** – especially lifestyle, music, or fashion-oriented shops
- **Fitness Studios** – for younger, high-energy audiences (e.g., yoga, spin, CrossFit)

Why they buy: Brand visibility, event tie-ins, local customer reach.

2. Tech-Forward Companies & Startups (Marketing + Innovation)

These companies value innovation and want to associate with tech/music crossovers.

- **Streaming platforms** (for cross-promotion or partnership)
- **Music tech companies** (gear, apps, DAWs, merch platforms)
- **Event platforms** (ticketing, NFT integration, fan experiences)

Why they buy: Co-branding, tech synergy, early adopter appeal.

3. Larger Brands with Local Roots (Community Engagement)

Big brands trying to reach younger or music-loving audiences at a grassroots level.

- **Regional banks or credit unions**
- **Local media outlets** (radio, digital publications)
- **Automotive dealerships**
- **Telecom/internet providers**

Why they buy: Local presence, cultural relevance, community engagement.

4. Music Industry Services (B2B partnerships)

These may partner with you for exposure, talent discovery, or fan data access.

- Talent agencies & management companies
- Recording studios
- Independent labels
- Booking agents & promoters

Why they buy: Lead gen, fan data, artist access.

5. Possible Partnerships

Partner	Opportunity	Benefit for Your Platform
Facebook / Meta	Integrate with Facebook Events, Groups, and Creator tools	Expand audience reach, seamless social login
YouTube	Content hosting and monetization	Amplify video content, increase ad revenue
Spotify / Apple Music	Fan data sharing for music discovery and promotions	Cross-promotion between streaming and live
Token / NFT Platforms (OpenSea, Rarible)	Use their marketplace for digital collectibles	Leverage existing crypto infrastructure
Local Venues / Promoters	Co-marketing shows and content	Grow audience and sponsorship opportunities
Ticketing Platforms (Ticketmaster, Eventbrite, Dice)	Sync QR codes, track attendance, bundle tickets with digital offers	Capture fan data, simplify entry, and offer seamless on-ramp to platform
Discord	Integrate community groups and live chat	Drive deeper engagement, manage super-fan hubs
Twitch / Kick	Live stream events or backstage content	Add new monetization streams and audience exposure
Bandcamp / Merchbar	Sell exclusive merch or music through integrated stores	Diversify merch distribution, tap into loyal fanbases
Influencer Networks (Cameo, TikTok Creators)	Collaborate with influencers or artists for behind-the-scenes content	Boost virality, expand platform's visibility through social media
Crypto Wallet Providers (MetaMask, Phantom)	Enable seamless crypto purchases or LLNK token storage	Lower entry barriers for Web3 features
Live Nation / AEG	Strategic co-branding and integration with major tours	Access to large audiences, credibility boost
Music Tech Platforms (SoundCloud, Audius)	Integrate for indie artist discovery and distribution	Reach independent artists, increase artist-side adoption
E-commerce Platforms	Power artist-run shops with print-	Enable turnkey merch solutions,

Partner	Opportunity	Benefit for Your Platform
(Shopify, Printful)	on-demand or custom merch	reduce friction for artists
Analytics Platforms (Segment, Amplitude)	Track user behavior and optimize fan journeys	Improve engagement and retention through data
Text / Push Notification Providers (Twilio, OneSignal)	Scale communication and engagement campaigns	Reach fans post-show with offers and updates
AR/VR Companies (Niantic, Unity)	Add augmented or virtual reality fan experiences	Enhance in-event interaction and fan immersion

COMPETITIVE ANALYSIS

Market Overview

LivLink operates in a rapidly evolving digital engagement space dominated by giants like **Facebook** and **TikTok**, which excel in broad content sharing and viral engagement. However, LivLink focuses on **specialized live event fan experiences** that leverage blockchain-powered tokenization and community interaction.

Feature / Metric	LLNK™ Platform	Facebook
Core Business	Live music shows + digital fan monetization	Social networking + advertising
User Base	Starting small, growing 100s of bands and fans	Over 3+ billion monthly active users
Revenue Sources	Tips, merch, ticket sales, subscriptions, NFT/media sales	Mostly advertising (98%+ revenue)
Content Ownership	Artists can access fan data & direct monetization	Facebook owns user data and content
Fan-Artist Relationship	Direct, personal, data-driven connection	Indirect, algorithm-driven feed
Monetization Model	Multi-vertical: live + post-show + digital media	Ad-driven, plus marketplace & paid features
Data Privacy & Control	Artists control their fan data	Facebook controls and monetizes user data
Community Scale	Smaller, niche, music-focused communities	Massive, broad, global
Growth Levers	Fanbase expansion, cross-promotions, token engagement	Viral content, network effects, paid ads
Challenges	Scaling, tech build, content production cost	Privacy scrutiny, saturation, growth plateau

Key Differentiators of LivLink™

- **Live Event Focus:**
Real-time engagement through QR codes at concerts, sports, comedy, and other live events. Fans tip, enter contests, and access exclusive content instantly.
- **Tokenized Economy:**
Utility token (LLNK™) rewards fans, incentivizes tipping, voting, and participation, and enables token recycling for sustainable ecosystem growth.
- **Community Hub Groups:**
Event-specific fan groups to share photos/videos, comment, challenge, and interact dynamically in a local context.
- **Artist-Centric Revenue Model:**
Immediate payout to artists (80% of tips), creating transparent, direct monetization, unlike ad-dependent social media models.
- **Regulatory Compliance:**
SEC-regulated Reg CF offering with clear investor protections and token lock-up periods, providing confidence and legal structure not common in crypto projects.

Competitor Comparison Table

Feature / Platform	LivLink™	Facebook	TikTok
Primary Focus	Live event fan engagement	General social networking	Short-form video entertainment
Real-Time Event Interaction	✓ QR-based instant tipping & voting	✗ Limited real-time event tools	✗ No direct event engagement
Tokenized Rewards & Utility	✓ LLNK™ token economy	✗ No blockchain tokens	✗ No blockchain tokens
Artist Monetization Model	✓ Direct, instant tip payout	✗ Ad revenue shared, delayed	✗ Ad revenue shared, delayed
Event-Specific Fan Communities	✓ Live FanHub groups	✓ General groups, not event-focused	✗ No event-based groups
Regulatory Compliance	✓ SEC Reg CF compliant offering	✓ Public company	✓ Public company
Token Liquidity & Trading	Locked 12 months + controlled	N/A	N/A
Geographic Event Targeting	✓ Local event-focused	✓ Global but broad	✓ Global but broad

Competitive Challenges & Risks

- **Market Penetration:**
Growing user base in a crowded digital space requires strategic partnerships and robust marketing.
- **User Education:**
Fans and artists must understand and adopt tokenized interaction and blockchain utility.
- **Regulatory Constraints:**
Token transfer restrictions and compliance obligations may limit liquidity and platform expansion speed.

LivLink is uniquely positioned as a **complementary niche platform** targeting the **live event engagement gap** left by broad-based social media giants. Its innovative use of tokens, real-time interaction, and fan communities create a compelling value proposition for fans, artists, and investors alike.

Here's why serious investors will pay attention:

Aspect	Investor Viewpoint
Clear 3-Phase Reg CF Structure	The raise is broken into compliant, achievable stages—each with measurable goals and investor accountability.
Founder Skin in the Game	The prototype is already built. Phase 1 funds go to legal, travel, and outreach, demonstrating commitment and responsible capital use.
Realistic Yet Ambitious 5-Year Plan	Growth projections are grounded in real data: fan behavior, artist adoption, and show frequency. No hype curves—just execution-focused planning.
Integrated Tokenomics with Lockups	LLNK™ tokens are utility-first, not speculative. 12-month lockups, platform-only use, and a fixed supply ensure investor alignment and regulatory foresight.
Exit Strategy with Multiple Options	This isn't a moonshot or bust. Investors benefit from multiple paths: acquisition, token liquidity events, stock conversion, or ongoing revenue share—all clearly defined.
Media Strategy That Outperforms Social Giants	While platforms like Facebook and TikTok focus on generic, after-the-fact content, LivLink deploys a live Media Team + FanHub that activates fans <i>in the moment</i> . It's not just a feature, it's a powerful differentiator that drives engagement, brand amplification, and LLNK™ token usage when energy is at its peak.

FINANCIAL CONDITION

- Pre-revenue, cash raised will fund platform legal compliance, restructuring, marketing to onboard bands, and initial operations

- Projected annual gross revenue by **Year 5 = \$15,940,000**
- Detailed financial statements attached below
- Related Party Transactions
- No conflicts; founder will receive market-rate compensation as CEO; platform payments made via API to Venmo/PayPal

TARGET MARKET & USE CASE

- Addresses live music, sports, education, comedy, religious, and fundraising sectors
- Minimal infrastructure needs, strong use-case synergy across verticals

Why This Model Could Compete Differently

- **Niche Focus:** This plan builds into a specialized ecosystem tailored to live music fans and artists — a targeted experience that Facebook can't replicate well.
- **Direct Monetization:** Artists earn money directly from fans with tips, merch, and tokens — Facebook's monetization is mostly indirect via ads.
- **Data Ownership:** Access by artists to a growing database with control over their fan data — a growing pain point for users on big platforms.
- **Token & NFT Integration:** New fan engagement tools that Facebook currently lacks or hasn't deeply integrated.
- **Personal Fan Relationships:** This model encourages meaningful fan interaction versus broad, noisy social feeds blocked by advertisements.

Core Differences

Aspect	LLNK™ Platform	Big Social Platforms
Niche Focus	Music artists + fans: live shows, fan data, tokenization	General social network for all content types
Fan Data Ownership	Artists control and monetize fan data	Platform owns and monetizes user data
Direct Monetization	Tips, merch, NFTs, tokens	Mostly ad revenue; creators get indirect payouts
Community Intimacy	Deep, artist-fan connection, personalized offers	Broad, less personal, algorithmic feeds
Innovative Engagement	Tokenized fan perks, exclusive digital assets	Limited crypto/NFT integration currently
Content Control	Artists control content & marketing	Platform controls content visibility

SCALING OUR UNIQUE MODEL

This platform will compete for viewers' time and attention, making it essential for LivLink to stand out among the vast selection of content with frictionless onboarding during in-person engagement.

Traditional media outlets, such as cable networks and film studios, continue to produce content that competes for viewership. While the shift towards streaming platforms has disrupted the traditional model, these established players still hold considerable influence and resources in the entertainment industry. The rise of digital platforms and social media has provided independent creators and smaller production companies with the means to produce and distribute content directly to audiences. This increased accessibility has resulted in more competition within the entertainment industry, particularly in niche markets and genres. LivLink distinguishes itself from the majority of major competitors on several levels, monetizing from creating and expanding the emotional intimacy between fan and performer. This unique approach will be a game changer for LivLink to resonate with fans, viewers, music lovers, product brands, and artists seeking a more uplifting and hopeful narrative. By fostering micro-communities that gather data on live music fans dedicated to supporting bands and artists they like, we will employ targeted marketing campaigns and innovative distribution methods to maximize reach and engagement after the event ends, capturing a share of the viewing audience for post-show revenues generated from a smart backend that utilizes stored customer behavior to target market fans with exclusive access and offers that they have shown to appreciate and purchase. By addressing these competitive factors and implementing the strategies outlined above, LivLink is confident in its ability to carve out a successful niche for LivLink in the entertainment industry. The markets in which our products are sold are highly competitive. Our products compete against similar products of many large and small companies, including well-known global competitors. However, at this time, there are no other fan group engagement models in operation.

CUSTOMER BASE

LivLink aims to engage a non-diverse video customer base at first, targeting mainly live rock n roll bands performing for their fans and will move into country, hip hop, pop, and jazz to expand the number of bands or artists performing in each of 20 cities, initially, and the diversity of the fanbases.

INTELLECTUAL PROPERTY ASSIGNMENT AND FOUNDERS EQUITY AGREEMENT

This Agreement is entered into as of the filing of this plan, by and between:

- **Richard Williams** (“Founder”), an individual residing in Denver, Colorado, and
- **LLNK, Inc.**, a Delaware corporation (the “company”), with its principal place of business at to be determined upon restructuring.

1. Assignment of Intellectual Property

1.1 Assigned IP:

Founder hereby irrevocably assigns, transfers, and conveys to the company all right, title, and interest in and to all intellectual property (including but not limited to source code, backend systems, algorithms, data structures, trademarks, copyrights, processes, documentation, business methods, and designs) developed or created by Founder for the LLNK™ platform (the “Assigned IP”), whether before or after the date of this Agreement.

1.2 Scope:

This assignment includes:

- All current and future rights under patent, copyright, trade secret, and trademark law
- All derivative works, improvements, or modifications
- All associated goodwill

1.3 Representations:

Founder represents and warrants that:

- They are the sole author and owner of the Assigned IP
- The IP does not infringe any third-party rights
- No part of the Assigned IP has been previously assigned or encumbered

2. Equity Compensation in Exchange for IP and Contribution

2.1 Equity Grant:

In consideration for the IP assigned above and for substantial prior contributions to the development of the company (including but not limited to unpaid labor, strategic outreach, platform development, and business formation), the company agrees to issue to Founder:

[X] shares of Common Stock, representing 60% of the total issued and outstanding shares of Common Stock of the company on a fully diluted basis as of the date of this Agreement.

2.2 Vesting Schedule

- **[X] 20%** LLNK tokens shall vest over 18 months beginning with the date of incorporation as a Limited Liability company.
- **[X] 10%** of C-Corp shares shall vest immediately upon signing over the legal rights expressed inside this agreement with another 50% vesting over four years (12-month cliff, then monthly).

2.3 Tax Matters:

Founder understands that equity compensation may have tax consequences and agrees to consult with his personal tax advisor. Founder may elect to file an **IRS Section 83(b) election** within 30 days of the grant if applicable.

3. Confidentiality & Non-Disclosure

3.1 Confidential Information:

Founder agrees to keep all confidential information of the company strictly confidential, including any business plans, codebases, strategic materials, investor information, or proprietary data.

3.2 Non-Disclosure:

Founder shall not disclose or use any company confidential information for any purpose outside the scope of their role unless authorized in writing.

4. Additional Provisions

4.1 Governing Law:

This Agreement shall be governed by the laws of the State of Delaware.

4.2 Entire Agreement:

This Agreement constitutes the entire understanding between the parties concerning the subject matter and supersedes all prior discussions or agreements.

4.3 Binding Effect:

This Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, legal representatives, successors, and assigns.

4.4 Further Assurances:

Founder agrees to execute any additional documents or instruments reasonably necessary to perfect or record the assignment of IP or equity issuance.

IN WITNESS WHEREOF:

The parties have executed this Agreement as of the Effective Date written above.

LLNK, Inc.

By: _____

Name: Richard Williams

Title: CEO/Founder

Date: _____

GOVERNANCE & COMPLIANCE

Corporate Governance:

LivLink operates under a corporate structure compliant with U.S. laws and the State of Colorado, but will restructure as a Delaware C-Corp and install a proper board to oversee the actions of the founder and executive team.

Regulatory Compliance:

- The LLNK™ token offering complies with SEC Regulation Crowdfunding (Reg CF) requirements, including investor eligibility, reporting, and disclosures.
- Ongoing legal counsel ensures adherence to evolving blockchain and securities regulations.
- KYC/AML procedures are enforced through registered crowdfunding portals to prevent unauthorized sales.

Token Controls:

- Smart contracts governing LLNK™ tokens are audited and designed to enforce transfer restrictions and vesting schedules.
- Tokens are locked during the initial 12-month period to maintain regulatory compliance and market stability.

Transparency & Reporting:

LivLink commits to providing regular updates to investors regarding platform milestones, financial status, and regulatory filings.

Investor Protection Measures:

- Tokens are distributed through secure mechanisms with clear terms and conditions.
- The company maintains reserves for platform sustainability and emergency contingencies.

RISK FACTORS (A Must Read)

Investors should carefully consider the following risks before investing:

Regulatory and Legal Risks

- **Evolving Laws:** The legal framework for digital assets and tokenized securities is still developing and may change, affecting compliance and platform operations.
- **Enforcement Risk:** SEC or other regulatory bodies may challenge or impose actions on LivLink if deemed non-compliant.
- **Jurisdictional Restrictions:** Token sales limited to eligible U.S. investors; marketing or distribution outside approved regions is prohibited.
- **Compliance Costs:** Regulatory compliance may increase costs or delay development.

Market Risks

- **Volatility:** LLNK™ token price may be volatile and influenced by broader cryptocurrency market fluctuations.
- **Liquidity:** Secondary market liquidity may be limited or unavailable, restricting investors' ability to sell tokens.

- **Market Acceptance:** Adoption of the platform and token utility by artists and fans is not guaranteed.

Operational Risks

- **Technology Risks:** Platform development delays or security vulnerabilities could disrupt services or cause losses.
- **User Adoption:** Failure to onboard sufficient artists or fans may impact platform viability.
- **Founder & Team Dependence:** Key personnel risk if founder or core team members are not assembled or abruptly leave.

Business Risks

- **Competition:** LivLink operates in a competitive live event and digital engagement landscape.
- **External Events:** Live event disruptions can impact usage and revenue.
- **Token Restrictions:** Non-transferability and regulatory constraints may limit liquidity and token utility.

LEGAL DISCLAIMERS, GENERALLY

No Equity:

LLNK™ tokens do not confer ownership, equity interest, dividends, or voting rights in LivLink or Lightnin' Stik Productions.

Investment Risk:

Tokens are offered as securities and involve significant risk, including the potential loss of your entire investment.

Restrictions on Transfer:

LLNK™ tokens may be non-transferable or subject to restrictions under SEC rules and platform terms.

Forward-Looking Statements:

This offering contains forward-looking statements reflecting the company's current views regarding future events and performance. These statements are based on management's beliefs, assumptions, and information currently available. Forward-looking statements include, but are not limited to, business strategy, future revenues, growth potential, market opportunities, and expansion plans. Such statements involve risks, uncertainties, and assumptions that could cause actual results to differ materially. Investors should not place undue reliance on these statements. The company undertakes no obligation to update or revise forward-looking statements except as required by law.

Investor Eligibility:

Only accredited and eligible investors as defined by Regulation Crowdfunding (Reg CF) guidelines may participate in this offering.

User-Generated Content:

Users participating in FanHubs are solely responsible for all comments, photos, videos, and other content (“User Content”) they upload or post. LivLink does not endorse, guarantee, or verify the accuracy, legality, or appropriateness of User Content and disclaims all liability related to it. Users agree not to upload content that infringes third-party rights or is unlawful, defamatory, obscene, or otherwise objectionable.

Token Use and Rewards:

Tokens awarded or used within FanHubs are utility tokens intended solely for digital engagement. They do not represent ownership, equity, or financial interest in LivLink or its affiliates. Token value and liquidity are not guaranteed and are subject to platform rules and regulatory restrictions. Participation in contests, challenges, or raffles may be subject to additional terms and local legal requirements.

User Conduct and Compliance:

Users must comply with all applicable laws, platform terms, and community guidelines when using FanHubs. Violations may result in content removal, suspension, or termination of access. Users agree not to engage in unlawful activities, harassment, or spamming.

Intellectual Property:

By uploading content to FanHubs, users grant LivLink a worldwide, royalty-free, sublicensable license to use, reproduce, distribute, and display such content within the platform for promotional, operational, and community purposes. Users retain ownership of their content but consent to this use.

Privacy and Data Use:

Participation in FanHubs may involve collection and use of personal data consistent with LivLink’s Privacy Policy. Users consent to this data collection for platform functionality, marketing, and analytics.

Limitation of Liability:

LivLink, its affiliates, officers, and employees are not liable for any direct, indirect, incidental, or consequential damages arising from use of FanHubs, including issues related to content, token transactions, or user interactions.

Regulatory Compliance:

FanHubs features comply with applicable securities laws and crowdfunding regulations. Tokens remain non-transferable outside the platform during lock-up periods. No guarantee is made regarding secondary market availability.

Operational 5-Year Plan:

The company has a five-year operational roadmap following the initial fundraising year, effectively making it a six-year plan from launch to exit.

Funding Periods & Failure to Raise:

There is no guarantee the minimum funding goal will be met within the 12-month offering period. If

the offering does not close successfully, committed funds will be returned per platform escrow policies. The company may need to seek alternative financing or delay planned operations.

LLNK™ Disclaimers:

- LLNK™ tokens do not represent equity, ownership, or voting rights in LivLink or Lightnin' Stik Productions.
- LLNK™ tokens do not entitle holders to dividends, profit-sharing, or fixed returns.
- Tokens may not be transferred, traded, or resold for at least 12 months after the close of the Reg CF offering, or longer if required by law.
- The value of LLNK™ tokens is not guaranteed and depends on adoption, usage, and engagement within the LivLink platform.
- All Phase 1 LLNK™ tokens are locked for 12 months post-issuance.
- Before unlock, tokens serve utility purposes only within the LivLink ecosystem (e.g., raffles, tipping, media access, voting).
- There is no guarantee that LLNK™ tokens will be listed on any third-party exchange or have liquidity beyond their use in LivLink™.

Strategic Fee Policy

During the initial growth and market penetration phase, we may elect to temporarily waive or subsidize certain platform-level fees (including SMS pass-through charges, user subscription fees, and portions of the 20% transaction fee) in order to reduce friction, attract volume, and incentivize early adoption. These costs may be absorbed as part of our customer acquisition and growth strategy.

As the platform scales and demonstrates retention, transactional reliability, and operational stability, we reserve the right to implement or adjust fee structures in phases. This will align long-term monetization with platform maturity and ensure sustainability as transaction volumes increase across regional and national markets.

INHERENT & OTHER CROWDFUNDING RISKS

Investing in crowdfunding carries inherent risks. You should avoid investing any funds in this offering if you cannot afford to lose your entire investment. As an investor, you are solely responsible for assessing the issuer and the offering terms, and determining the merits and risks involved before making any investment decisions. Please be aware that these securities have not been recommended or approved by any federal or state securities commission or regulatory authority, and that these authorities have not verified the accuracy or adequacy of this document. It's worth noting that the U.S. Securities and Exchange Commission (SEC) does not evaluate the merits of any securities offered, nor do they assess the terms of the offering or the completeness of any offering documents or literature.

Although these securities are offered under an exemption from registration, the SEC has not independently verified that they are exempt from registration.

Risks Related to the Company's Business and Limited Operating History and Early-Stage Risks.

The company has a limited operating history, which makes it challenging to evaluate our performance and determine our potential for future success. As a new company, we are still in the early stages of implementing our business plan, and there is no guarantee that we will ever operate profitably. Investors must consider the risks that any early-stage company faces, including problems, expenses, difficulties, complications, and delays. Global Crises and Geopolitical Events Global crises and geopolitical events, such as the ongoing COVID-19 pandemic, can significantly impact our business operations and revenue projections.

Insufficient Funds to Sustain Current Business Plan

While we are attempting to raise capital through this offering, the amount we are seeking may not be enough to sustain our current business plan. We may need to procure additional funds to achieve our near and long-term goals. If we are unable to raise sufficient capital in the future, our operations may be in jeopardy, and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause investors to lose all or a portion of their investment.

Agreements with Service Providers may not Materialize

Currently, we have soft commitments in place with several service providers, including distributors and actors, but there is no guarantee that these will translate into firm service commitments. The process of securing solid agreements with investors and contracting other service providers is often competitive and challenging. Any delays, cancellations, or changes in these commitments could disrupt our mile marker timeline and potentially increase our costs. The inability to secure firm commitments could also impact the quality and appeal of our products. For example, if we cannot secure the desired bands or scale this out to enough revenue streams to establish a firm footing in the music industry, we may need to compromise on our vision for the LivLink ecosystem. Similarly, if we cannot secure third-party integration commitments, our reach and visibility to potential viewers may be limited. It's also possible that changes in the industry, such as shifts in marketing preferences, viewer trends, or competitive dynamics, could influence the willingness of these service providers to firm up their commitments. Any such changes could necessitate adjustments in our strategy and plans.

Difficulty in Obtaining Capital

The company may encounter difficulties in obtaining capital from external sources. Our lack of revenues from sales, combined with the inherent risks associated with our company and present and future market conditions, may make it challenging to raise the funds we need to execute our business strategy and conduct our operations. If we are unable to secure adequate funds, we may be forced to delay, reduce the scope of, or eliminate one or more layers or revenue streams, development, or product launches, or marketing efforts, which could materially harm our business, financial condition, and results of operations.

Competitive Landscape

The entertainment industry is a constantly evolving and highly competitive space, with numerous established studios and production companies competing for viewership and market share. The emergence of streaming services and the increasing amount of original content being produced has only intensified this competition. As a new player in the industry, LivLink may face significant challenges in capturing the attention of viewers and differentiating itself from other content in the market. The company will need to implement a robust marketing strategy and consistently produce high-quality content to establish itself as a viable competitor in the entertainment landscape.

Changes in Consumer Preferences

In today's fast-paced world, consumer preferences and viewing habits are constantly subject to change. This means that what may be popular and successful in the entertainment industry one day may not necessarily be so the next. There is a risk that LivLink may not resonate with audiences or fail to meet their expectations. This could potentially limit its success and profitability, as it may struggle to attract a loyal fan base. To mitigate this risk, LivLink may need to conduct market research to stay up-to-date on consumer trends and preferences, and adapt its content accordingly.

Production Delays and Cost Overruns

The process of producing an intriguing video event involves multiple stages and a wide range of resources, making it inherently susceptible to delays and cost overruns. Unforeseen events such as natural disasters, equipment failures, or personnel issues, can all lead to delays in production or increased costs. These setbacks can be particularly challenging as LivLink may not have the financial resources or experience to handle them. Furthermore, such delays can impact the quality of the final product and potentially lead to a loss of viewership. To mitigate this risk, Homestead may need to implement contingency plans, conduct risk assessments, and work with experienced professionals to ensure that it is well-equipped to handle any unforeseen events that may arise.

Dependence on Key Personnel

The success of LivLink is heavily reliant on the talents and expertise of key personnel, such as the show runners, producers, writers, and onboarded performers with an initial fan base. Any unforeseen departure or unavailability of any of these key personnel may have a detrimental effect on the quality of the series, leading to delays or increased costs. It may also impact the reach of performances, leading to lower audience ratings, reduced revenue, or even the eventual collapse of the platform. As such, the company must ensure it has a backup plan in place to handle any unforeseen personnel issues. Many Token issuances to founder and team key personnel are subject to vesting based on the attainment of various milestones. If the requirements for vesting are not met or unlikely to be met, the key person may be less motivated to continue providing high quality services to the company.

Intellectual Property Disputes

The company has secured the necessary licenses and permissions for the platform's front and backends; however, there is still a risk of intellectual property disputes or infringement claims arising from the use of copyrighted material, trademarks, or other protected content by bands, fans, or captured in live streaming events. These disputes can be expensive and time-consuming, leading to delays in

production, increased legal costs, or even the need to halt production altogether. Additionally, if the company is found to be in violation of any intellectual property laws, it may result in fines, penalties, or other legal action that could damage its reputation and bottom line.

Regulatory Compliance

The entertainment industry is subject to various local, state, and federal regulations and guidelines that must be adhered to by all production companies. Changes in regulations or failure to comply with existing laws may lead to fines, penalties, or restrictions on the production and scaling of LivLink. The company must ensure it is up-to-date with all regulations and guidelines to avoid any regulatory issues that may negatively affect the series' success. Failure to comply with these regulations may result in negative publicity, reduced revenue, or legal action, all of which could harm the company's bottom line.

Technological Advancements and Distribution Channels

The rapid evolution of technology and the emergence of new media channels pose a challenge to the traditional business models of the entertainment industry. LivLink may need to adapt to new platforms and technologies to maintain its relevance and reach its target audience. Failure to adapt could result in reduced audience ratings, lower revenue, or even the eventual cancellation of the series. Additionally, the company must ensure it can keep up with the technological advancements, which may require significant investments in technology and infrastructure.

Economic Factors

Macro-economic factors, such as economic downturns or fluctuations in currency exchange rates, may impact the entertainment industry and affect the production budget, distribution costs, or potential profitability of LivLink resulting in increased costs or a lower return on investment.

Market Saturation

Market saturation could occur simultaneously and may result in reduced interest in LivLink or make it difficult for it to stand out among its competitors.

Content Ratings and Censorship

LivLink may face challenges in obtaining the desired content ratings or may be subject to censorship in certain regions or countries. This could limit the potential audience, which may impact its creative integrity or appeal.

Sponsorship and Advertising

The success of the series may be reliant on sponsorships, advertising, and third-party integrations. Changes in advertising trends, sponsor preferences, or a lack of interest from potential partners could impact the revenue generated by the series.

Piracy and Unauthorized Distribution

The entertainment industry is vulnerable to piracy and unauthorized distribution of content. This could result in a loss of revenue and undermine the potential success of LivLink.

Negative Publicity

Public opinion can have a significant impact on the success of LivLink. Negative publicity, whether

related to the content, the production process, or the actions of bands and artists performing live, may harm the reputation of LivLink and adversely affect its potential for success.

Global Events and Political Climate

Unforeseen global events or changes in the political climate may impact the entertainment industry and affect the production, distribution, or reception of LivLink. For example, geopolitical tensions or trade restrictions may limit access to certain markets or disrupt the supply chain for necessary resources.

Environmental and Sustainability Concerns

The production process can generate environmental concerns, such as resource consumption, waste production, or impact on local ecosystems. Increased awareness of these issues may lead to increased scrutiny and regulation, which could affect the production process and associated costs.

Pre-Production and Pre-Revenue Status

As the company is currently in the pre-production phase and has not yet generated revenue, it may face additional risks and uncertainties. These could include difficulties in securing funding, obtaining necessary permits or licenses, assembling the production team, or establishing fan group adoption. The lack of an established track record and revenue stream may also make it more challenging to attract investors, partners, or key personnel. This early stage of development may increase the likelihood of delays, cost overruns, or other obstacles that could impact the ultimate success of LivLink.

Scaling Challenges

The success of scaling this platform out for thousands of users is heavily dependent on its ability to reach its target audience through various marketing and distribution channels. The company may face challenges in scaling to other jurisdictions or changes in the media landscape or the emergence of new technologies and distribution channels could impact the company's ability to effectively scale the platform or stream the live performances in a way customers appreciate and accept. The company may need to invest in additional marketing or advertising to promote the onboarding, events, and platform. Furthermore, the company may face regulatory or legal challenges related to live streaming or distribution, such as restrictions on mature content or use licensing requirements. These risks could impact the company's ability to generate revenue from the series and limit its potential for success.

Production Quality Issues

The production of live streaming is still in its infant stages and involves numerous stages and requires coordination among various departments, including writing, directing, production design, and post-production. Any breakdown in communication or quality control could impact the overall quality of the series and its potential for success. The company may face challenges in managing the production process and ensuring that the final product meets the expectations of its target audience. Unforeseen events, such as equipment failures, natural disasters, or personnel issues, may lead to delays, increased costs, or quality issues. In addition, the company may need to compete with other copy cats that pop up should this idea go viral. Failure to secure these copyrights, resources or to effectively manage the production process could impact the quality of the series and its potential for success.

Legal and Regulatory Compliance

The activities of LivLink are subject to various local, state, and federal regulations and guidelines. Non-compliance with applicable laws and regulations could lead to fines, penalties, or restrictions on LivLink. The company must comply with various laws and regulations, including but not limited to, those relating to labor and employment, health and safety, intellectual property, privacy, and environmental protection. The company may also be subject to legal disputes, including lawsuits, arbitration, or regulatory investigations, which could result in significant legal expenses and adverse outcomes.

Cybersecurity Risks

The entertainment industry is increasingly reliant on technology and digital platforms for production, distribution, and marketing. As such, the company faces the risk of cybersecurity breaches or cyber-attacks that could compromise sensitive data or disrupt operations. Cybersecurity incidents could result in the theft or loss of intellectual property, confidential information, or financial assets, as well as reputational harm or legal liability. The company must maintain robust cybersecurity measures, such as firewalls, encryption, and employee training, to mitigate the risk of cyber threats.

Force Majeure Events

LivLink may face unforeseen events beyond the company's control, such as natural disasters, pandemics, terrorist attacks, or political instability. These events could lead to delays, increased costs, or disruptions to the development or scaling process. Force majeure events could also impact the availability of key personnel or resources necessary for future funding.

Suppliers and Contractors

Our company relies on third-party infra-structures to operate our front and backends for smooth operations. If any one supplier or contractor does not provide the agreed-upon access or bandwidths during scaling to larger numbers of fans and bands using our solutions, our ability to meet our obligations to our customers may be adversely affected. The quality of our products may also be adversely impacted if companies that manufacture major components or subsystems for our integrated system's operations, or from whom we acquire such access or components, do not provide components that meet required specifications. Furthermore, if suppliers are unable to quickly recover from natural disasters and other events beyond their control, they may be subject to additional risks, such as financial problems that limit their ability to conduct their operations. The risk of these adverse effects may be greater in circumstances as we code out or around current resources resulting in a space where we rely on only one or two contractors or suppliers for a particular hard component. Our products may utilize custom components available from only one source. Continued availability of those components at acceptable prices, or at all, may be affected for any number of reasons, including if those suppliers decide to concentrate on the production of common components instead of components customized to meet our requirements or significantly raise the price for our custom requirements. The supply of components for a new or existing product could be delayed or constrained, or a key vendor could delay development or scaling protocol of completed products adversely affecting our business and results of operations.

Key Personnel

Our company is dependent on certain key personnel to conduct our development, integrations, and operations to execute our business plan. However, the company has not purchased any insurance policies with respect to those individuals in the event of their death or disability. Therefore, if any of these personnel die or become disabled, the company will not receive any compensation to assist with such person's absence. The loss of such person could negatively affect the company and our operations. We have no way to guarantee key personnel will stay with the company, as many states do not enforce non-competition agreements, and therefore acquiring key man insurance will not ameliorate all of the risk of relying on key personnel.

Regulation of Individual Data

The use of individually identifiable data by our business, our business associates, and third parties (bands and artists) is regulated at the state, federal, and international levels. The regulation of individual data is changing rapidly, and in unpredictable ways. A change in regulation could adversely affect our business, including causing our business model to no longer be viable. Costs associated with information security – such as investment in technology, the costs of compliance with consumer protection laws and costs resulting from consumer fraud – could cause our business and results of operations to suffer materially. Additionally, the success of our online operations depends upon the secure transmission of confidential information over public networks, including the use of cashless payments. The intentional or negligent actions of employees, business associates, or third parties may undermine our security measures. As a result, unauthorized parties may obtain access to our data systems and misappropriate confidential data. There can be no assurance that advances in computer capabilities, new discoveries in the field of cryptography or other developments will prevent the compromise of our customer transaction processing capabilities and personal data. If any such compromise of our security or the security of information residing with our business associates or third parties were to occur, it could have a material adverse effect on our reputation, operating results, and financial condition. Any compromise of our data security may materially increase the costs we incur to protect against such breaches and could subject us to additional legal risk.

Sarbanes-Oxley Regulations

The company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies. As a privately-held (non-public) company, the company is currently not subject to the Sarbanes Oxley Act of 2002, and its financial and disclosure controls and procedures reflect its status as a development stage, non-public company. However, this lack of regulatory oversight and financial controls could pose a significant risk to the company's operations. The absence of Sarbanes-Oxley regulations may expose the company to potential fraud or financial mismanagement, which could have a material adverse effect on the company's business, financial condition, and results of operations. The company's financial statements may not be audited by an independent accounting firm, and there may be limited public information available regarding the company's financial condition and performance. In addition, the absence of regulatory requirements and financial controls could make it more difficult for the company to attract investment and funding from investors, lenders, and other financial institutions. Potential investors may be hesitant to invest in

the company due to the lack of financial transparency and regulatory oversight, which could limit the company's ability to raise capital and execute its business plan. Furthermore, as the company grows and potentially becomes a public company, it will be subject to Sarbanes-Oxley regulations and other securities laws and regulations. The company may incur significant costs and expenses to comply with these regulations, which could impact its financial performance and profitability.

Inadequate Insurance Coverage

The company may be exposed to significant risks and liabilities that are not fully covered by insurance. The company plans to obtain insurance coverage for general liability, infringements, property damage, and workers' compensation, among other types of insurance. However, the coverage limits and terms of the insurance policies may not fully protect the company from potential risks and liabilities. In addition, there may be certain types of risks and liabilities that are not insurable or that are prohibitively expensive to insure. For example, the company may be exposed to claims related to mature content, copyright infringement, defamation, or invasion of privacy. The company may also be exposed to claims related to injuries or damages suffered by third parties while on the company's premises or in the area of production and its equipment. If the company is found to be liable for any such claims, the costs of defense and settlement or damages could be substantial and could exceed the limits of the company's insurance coverage. As a result, the company may be required to pay significant amounts out of pocket, which could have a material adverse effect on its financial condition and results of operations.

Lack of Diversification

The company's operations are currently focused on the development of a digital interaction tool that is highly dependent on the success of band onboarding and their fans adopting LinLink and its native Token as a means to their daily cycle. The lack of diversification in the company's operations and revenue streams could pose a significant risk to its business if any link in this automated chain breaks or does not gain traction for any number of reasons that are no fault or cause of LivLink or its founder, team, or the company, at all, and the company's financial performance and profitability may be significantly impacted. In addition, the company may face challenges in securing financing and attracting investors if it is overly reliant on the success of one product or service. To mitigate this risk, the company will add new layers and parallel revenue streams that may or may not pan out and so while we remain optimistic, there can be no guarantee that the company will be successful in diversifying its operations or generating additional revenue streams.

Litigation and Regulatory Proceedings

The company may be subject to litigation, regulatory proceedings, or other legal disputes that could have a material adverse effect on its business, financial condition, and results of operations. Legal disputes may arise from a variety of sources, including intellectual property disputes, breach of contract claims, employment disputes, and regulatory investigations. Litigation and regulatory proceedings can be costly, time-consuming, and disruptive to the company's operations. The outcome of any legal dispute or regulatory proceeding is uncertain, and there can be no guarantee that the company will be successful in defending itself or resolving the dispute.

Risks Related to the Offering

The company has not previously conducted offerings of Tokens or securities, so there is no risks that the company has not previously complied with all relevant state and federal securities laws. However, the complex nature of state and federal securities laws means that it is possible that the company may violate these laws in offerings, which could result in the company being required to offer rescission rights to investors in such offerings. If investors exercise their rescission rights, the company would be obligated to pay the investors an amount equal to the purchase price plus interest. The company may not have sufficient funds to pay the prior investors the amounts required, and there is a risk that proceeds from this Offering may be used to pay such amounts. Furthermore, if the company violated federal or state securities laws in connection with a prior offering and sale of its securities, it could face regulatory and legal actions, which could include substantial fines and even prohibition from selling securities in the future and fail to raise the necessary funding and the company could collapse causing investors to lose all of their investment money.

SEC DISCLAIMER

SEC Does Not Pass Upon the Merits of the Securities or Offering Terms

The U.S. Securities and Exchange Commission plays a vital role in regulating and overseeing the securities industry. However, it is important to note that the SEC does not pass upon the merits of the securities being offered or the terms of the offering. In other words, just because the Form C is accessible through the SEC's EDGAR filing system does not mean that the SEC approves, endorses, or guarantees compliance with the offering. Investors should not solely rely on the accessibility of the Form C through the SEC's website as a form of approval or endorsement.

Lack of Registration

The Offering and the Tokens have not been registered under federal or state securities laws. This means that no governmental agency has reviewed or passed upon the Offering or the Tokens. As a result, investors will not have access to the benefits available in registered offerings, such as audited quarterly and annual financial statements. Instead, investors must rely on the information provided in the Form C and accompanying exhibits to assess the adequacy of disclosure and fairness of the terms of the Offering.

Discretionary Use of Proceeds

Investing in a company through an Offering can be a great opportunity to help grow the business while also potentially earning a return on investment. However, it is important to consider that the company's management has broad discretion in how it uses the net proceeds of the Offering. The company has considerable discretion over how to allocate the funds. This means that investors may not have the opportunity to assess whether the proceeds are being used appropriately, making it important to carefully review the Form C and accompanying exhibits to understand how the company plans to use the funds.

Investor Limits Determined by Company

The company has the authority to restrict individual Investor commitment amounts based on its assessment of an Investor's sophistication and ability to assume the risk of the investment. As a result,

your desired investment amount may be limited or reduced based solely on the company's determination, and not in line with relevant investment limits set forth by Regulation CF rules. In addition, other Investors may receive larger allocations of the Offering based solely on the company's decision.

Offering Deadline Extension

The company has the right to extend the Offering Deadline beyond the date stated in this Form C. This means that your investment may continue to be held in escrow while the company attempts to raise the Target Offering Amount even after the Offering Deadline stated herein is reached. Although you have the option to cancel your investment if the company extends the Offering Deadline, if you choose to reconfirm your investment, your investment will not earn interest during this time and will simply be held until the new Offering Deadline is reached without the company receiving the Target Offering Amount. If the Target Offering Amount is not achieved, your investment will be returned to you without interest or deduction. If the Target Offering Amount is achieved, the company will receive the funds and issue the Securities to you.

Early Closing and Investment Timing

The company has the right to end the Offering early if the Target Offering Amount is met after 21 calendar days, but before the Offering Deadline. This means that your failure to participate in the Offering in a timely manner may prevent you from being able to invest in this Offering at all, and the company may also limit the amount of capital it can raise during the Offering by ending the Offering early.

Multiple Closings

The company can conduct multiple closings during the Offering if it meets certain terms and conditions. This allows the company to draw down on a portion of Investor proceeds committed and captured in the Offering during the relevant period, subject to the terms of the Offering. Investors should note that this means they can make multiple investment commitments in the Offering, which may be subject to different cancellation rights. Additionally, if an intermediate close occurs and later a material change occurs as the Offering continues, Investors whose investment commitments were previously closed upon will not have the right to re-confirm their investment as it will be deemed to have been completed prior to the material change.

RISKS RELATED TO THE SECURITIES (Utility/Security Tokens)

Restrictions on the Transferability of Securities

The Tokens being offered in this Offering will not be freely trade-able under the Securities Act until one year from the initial purchase date. This means that the Securities may be subject to transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation Crowdfunding. Additionally, state securities regulations may also apply, so each Investor should consult with their attorney to understand the implications of transferring the Securities. Furthermore, Investors should be aware of the long-term nature of their investment in the company. There is not and likely will not ever be an exchange that will accept these Tokens and this may limit the

transferability (liquidity) of the Tokens and adversely affect the price that Investors may be able to obtain for them in a private sale.

Inspection Rights

Investors will not have the right to inspect the books and records of the company or to receive financial or other information from the company, other than as required by law. Other security holders of the company may have such rights. Regulation Crowdfunding requires only the provision of an annual report on Form C and no additional information. Additionally, there are numerous methods by which the company can terminate annual report obligations, resulting in no information rights, contractual, statutory or otherwise, owed to Investors. This lack of information could put Investors at a disadvantage in general and with respect to other security holders, including certain security holders who have rights to periodic financial statements and updates from the company such as quarterly unaudited financials, annual projections and budgets, and monthly progress reports, among other things.

Production Plans and Capital Reinvestment Risks

The company plans to produce multiple seasons of live performances, and it expects that it will be necessary to reinvest much, if not all, of the profits into the production and marketing of subsequent seasons. These further subject the company's capital to market risk, and there is no guarantee that the company will be able to generate sufficient revenues or become profitable. Investors should be aware that the company's production plans may require significant capital expenditures, which may reduce the company's cash position and limit its ability for buy-back recaptures of the Tokens. The company's continued investment in production and scaling is necessary to maintain and grow its audience, to remain competitive with other content producers and similar platforms, and to sustain the company's long-term growth prospects. The company's success will depend on a variety of factors, including the acceptance and popularity of its productions among viewers, the effectiveness of the company's marketing and promotional efforts, and the company's ability to scale as planned, on time and within budget. As a result, there can be no assurance that the company will be able to achieve profitability or generate positive cash flow from its operations.

Need for Additional Capital

The company's equity securities will be subject to dilution. The company may be required to issue additional equity others in amounts that are uncertain at this time, and as a consequence holders of equity will be subject to dilution in an unpredictable amount. Such dilution may reduce the Investor's control and economic interests in the company. Token holders will not participate in any vote and the company may depend upon several contingencies not foreseen at the time of this Offering. Generally, additional financing (whether in the form of loans or the issuance of other securities) will be intended to provide the company with enough capital to reach the next major corporate milestone. If the funds received in any additional financing are not sufficient to meet the company's needs, the company may have to raise additional capital at a price unfavorable to their existing investors, including the holders of the Securities. The availability of capital is at least partially a function of capital market conditions that are beyond the control of the company. There can be no assurance that the company will be able to

accurately predict the future capital requirements necessary for success or that additional funds will be available from any source. Failure to obtain financing on favorable terms could dilute or otherwise severely impair the value of the Tokens or future Stocks.

Limited Inspection Rights and Information Disparity

Investors in this offering will not have the right to inspect the company's books and records or receive financial or other information beyond what is required by law. This lack of information could put investors at a disadvantage compared to other security holders who have more extensive rights to information. The company can also terminate its obligation to provide an annual report, which would further limit investors' access to information.

Dissolution or Bankruptcy

Investors should be aware that in the event of the dissolution or bankruptcy of the company, they are not considered debt holders and therefore are unlikely to recover any proceeds. Instead, the holders of Tokens will not be entitled to any distributions. This means that there is a risk that Token holders may not receive anything in return for their investment, or may receive only a fraction of the amount they invested, or nothing at all. Therefore, investors should carefully consider the risks associated with investing in this Token and the possibility of losing some or all of their investment.

Issuance of Senior Securities

The company may choose to issue other classes of securities in the future, including preferred stock or debt securities, which may or may not have a senior status to the Tokens offered in this Offering in regards to repurchase or conversion options. This means that the holders of such securities will have a higher priority of claims on the company's assets and earnings compared to the holders of Tokens hoping for a buy-back for the company to recapture Tokens for platform liquidity or otherwise. The company is not required to obtain the approval of Token holders before issuing additional securities, which may further dilute the ownership interest of the holders of Tokens.

No Guarantee of Return

Investing in the company involves a high degree of risk and there is no guarantee that any Investor will realize a return on their investment or that they will not lose their entire investment. The company is still in the early stages of development and has a limited operating history. Therefore, the likelihood of success must be considered in light of the risks, expenses, delays, and problems encountered in connection with the development of a new business in a rapidly evolving market. Investors should carefully review all information provided in this Form C and its exhibits and consult with their attorney and business advisor before making any investment decision. Additionally, each Investor should be prepared to bear the economic risk of their investment in the company for an indefinite period of time and should not plan to resell their Securities for the foreseeable future. The company cannot guarantee that Investors will be able to sell their Securities when desired or that there will be any market for the Securities in the future. It is important that Investors understand that they may lose their entire investment and that they should only invest an amount of money that they can afford to lose without changing their lifestyle.

IN ADDITION TO THE RISKS LISTED ABOVE, RISKS AND UNCERTAINTIES NOT PRESENTLY KNOWN, OR WHICH WE CONSIDER IMMATERIAL AS OF THE DATE OF THIS FORM C, MAY ALSO HAVE AN ADVERSE EFFECT ON OUR BUSINESS AND RESULT IN THE TOTAL LOSS OF YOUR INVESTMENT.

TAX RISKS & LIABILITIES

Token & LLC Entity Structure Risks

1. Entity Structure and Taxation Risk

The company is currently structured as a **Colorado limited liability company (LLC)**. Investors should be aware that LLCs are typically treated as pass-through entities for U.S. federal income tax purposes. This means that **any income, gains, losses, deductions, or credits may be allocated to investors**, regardless of whether the company makes cash distributions.

The company **intends to convert into a Delaware C-Corporation** during the first year of operations to accommodate future equity financing, optimize tax structure, and streamline compliance. However, there is **no guarantee of timing or tax neutrality** in this conversion. Changes in structure may affect investor rights and tax obligations.

2. LLNK™ Token Regulatory Risk

The LLNK™ tokens are **intended to function as utility tokens** within the company's platform. They **do not represent equity, ownership, voting rights, or claims on assets or profits** of the company. However, the **regulatory landscape for digital assets in the U.S. is uncertain and evolving**.

It is possible that, now or in the future, **regulatory authorities (such as the SEC or CFTC) could determine LLNK™ tokens to be securities**, subject to registration or additional compliance. If this occurs, it could result in enforcement actions, fines, limitations on the token's use or trading, and material impacts to the company's operations or financial condition.

3. Token Delivery and Lock-Up Risk

LLNK™ tokens will be **delivered only after the closing of this offering** and are **subject to a 12-month lock-up period** from the date of issuance. During this period, **tokens may not be sold, transferred, or exchanged**, except under limited circumstances (e.g., death or regulatory exceptions). This restriction limits liquidity and resale options for early holders.

Furthermore, **team allocations are subject to an 18-month vesting schedule**, which may impact market circulation and token availability during the early growth phase.

4. Optional Conversion Feature (Exit Scenario)

The company may, at its discretion, **offer LLNK™ token holders the option to convert their tokens into equity** of the company (e.g., common stock in the C-Corp entity) as part

of a strategic liquidity event in Year 5 (such as acquisition or public listing). This conversion is **not guaranteed**, and the mechanics, valuation, and tax treatment of such a transaction will be determined at the time of the event and may be subject to legal, financial, and regulatory constraints.

5. Future Compliance and Platform Use Risks

While the LLNK™ token is designed for use on the company's proprietary platform, there is **no assurance that such use will generate expected value**, nor that user adoption will meet projections.

Additionally, any future legal interpretations of token utility, transferability, or platform monetization models may require **significant structural or operational changes**, or may impair the company's ability to deliver or support LLNK™ token functionality as currently intended.

SAFTs or Convertible Notes

“In the event of future financing rounds, the company may issue LLNK™ tokens or token-related investment instruments under separate agreements (e.g., SAFTs or convertible notes). Such instruments may carry different terms, rights, and risk exposures compared to those in this offering.”

C Corporations, Generally

As a C-corporation, the company's tax structure has both advantages and disadvantages for investors. On the one hand, the C-corporation status provides liability protection to shareholders, who are generally not personally liable for the debts and obligations of the company. On the other hand, the C corporation status entails certain tax risks and implications that investors should be aware of before making an investment decision.

Double Taxation

Because of the company's planned conversion into a C-corporation, returns for early investors may be subject to double taxation even though the Tokens were purchased during the company's LLC status. This means that the company is subject to federal and state income tax on its profits, and then the shareholders are also subject to income tax on any distributions or dividends they receive from the company. This can result in an overall tax liability that may be higher than other tax structures, such as pass-through entities like partnerships or S corporations.

Distributions & Dividends

Tokens do not extend any equity rights to the holder and therefore shall not receive any distributions or dividends.

Maintaining Basis and Capital Gains

Investors should also be mindful of the importance of maintaining their individual bases in any stock of the company held by them. This is relevant because, upon payment of cash or property by the company to shareholders, such payments are treated as a return of capital to the extent the shareholder has a

positive adjusted basis in the stock held. Any remaining amount may be treated as a capital gain, subject to specific rules and limitations.

Qualified Small Business Stock

It is not expected that any Tokens will be held for the time period required to be “qualified small business stock” (“QSBS”) under Section 1202 of the Internal Revenue Code of 1986, as amended (the “Code”).

THE FOREGOING TAX RISKS ARE INTENDED TO BE A BRIEF SUMMARY ONLY AND DO NOT PURPORT TO BE A COMPLETE ANALYSIS OF ALL TAX CONSIDERATIONS THAT MAY BE RELEVANT TO AN INVESTOR’S DECISION TO PURCHASE THE SECURITIES. EACH INVESTOR SHOULD CONSULT THEIR OWN TAX ADVISOR WITH RESPECT TO THE TAX CONSEQUENCES OF AN INVESTMENT IN THE SECURITIES, INCLUDING THE APPLICATION OF STATE, LOCAL, AND FOREIGN TAX LAWS, AS WELL AS POSSIBLE CHANGES IN TAX LAWS THAT COULD AFFECT THE INVESTMENT. THE company MAKES NO REPRESENTATION REGARDING THE TAX CONSEQUENCES OF AN INVESTMENT IN THE SECURITIES OR ANY PARTICULAR TAX TREATMENT THAT MAY BE AVAILABLE TO INVESTORS, INCLUDING THE AVAILABILITY OF ANY TAX BENEFITS ASSOCIATED WITH AN INVESTMENT IN QUALIFIED SMALL BUSINESS STOCK.

Intermediary Fee

The portal will receive 6% of the proceeds raised in this Offering.

Administrative, Accounting, Legal and Back Office

The company will be required to pay for operating costs related to legal, administration, human resources, legal and other services, which may be paid for by hiring staff internally or outsourcing such services to third party providers or contractors.

Marketing & Advertising

The company will pay for advertising costs associated with the Offering and with respect to advertising the project as a whole.

Testing of the Waters

Pursuant to Rule 241 of Regulation Crowdfunding, the company has not made use of written communication and scripts for testing the waters.

How to Make an Investment

Information about our products, services, and business plan can be found on the company's profile page on the Intermediary's website at [https://\[profile.address\]](https://[profile.address]). Prospective investors can use the Deal Page to ask questions to the company, view updates to this Form C, and access general announcements. It is recommended that you visit the Deal Page when considering making an investment commitment. Updates on the status of this Offering will also be available on the Deal Page. If the offering reaches the target offering amount prior to the deadline, we may elect to do an initial closing of the offering and then continue to raise funds up to the maximum amount up to the deadline or until the maximum is

raised. Upon closing, a notice will be sent to each investor confirming the amount of securities purchased. Investors may access their investments in their applicable user account.

Material Changes

In case of any material change related to the Offering before the current Offering Deadline, the company will notify investors and request reconfirmation from those who have already committed. Investors who do not reconfirm their commitment within five (5) business days after being notified of a material change will have their commitment canceled and funds returned without interest or deductions.

How to Cancel an Investment Assignment

Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials. The intermediary will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five (5) business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment. If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be canceled, and the committed funds will be returned.

Economic Terms

The Securities entitle the holder to receive liquidation preference, together with other holders from all three funding phases. Should the Token price not reach \$1.00 adoption as expected, other exit strategies may be used to correct this loss for our investors. Some of the options may or may not include repurchases or stock conversions.

Voting

Tokens do not extend any right or entitlement to vote on company matters. Investors in this Offering will not have any voting rights. This means that Investors will not be able to vote on matters such as the election of the Board of Directors, amendments to the company's organizational documents, or other matters that may be otherwise submitted to a vote of a company's stockholders. Investors will be largely powerless to influence decisions made by the company's management or to voice their opinion on key issues. Additionally, in the event of a corporate action such as a merger, acquisition or sale of substantially all assets, Investors will have little or no say in the outcome, which could result in a decision with which they disagree. This lack of voting rights could result in a lower level of investor engagement and satisfaction with the company's operations, which could in turn harm the company's reputation and future ability to raise capital. Investors should consider this lack of voting rights when making their investment decision.

Transfer Restrictions

The security Tokens being offered may not be transferred by any purchaser during the one year period beginning when the securities were issued, unless such securities are transferred: (1) to the issuer; (2) to an accredited investor; (3) as part of an offering registered with the U.S. Securities and Exchange Commission; or (4) to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

NOTE: The term “accredited investor” means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person. The term “member of the family of the purchaser or the equivalent” includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term “spousal equivalent” means a cohabitant occupying a relationship generally equivalent to that of a spouse.

DESCRIPTION OF THE COMPANY’S SECURITY TOKEN

LLNK™ Token Classification: Utility with Security Compliance

The LLNK™ token is a **utility-based digital asset** designed to facilitate engagement, interaction, and monetization within the **LivLink platform**. Users can utilize LLNK™ tokens to:

- Tip artists and performers during live shows
- Participate in real-time raffles and contests
- Vote in competitions and artist selection events
- Unlock exclusive digital content or merchandise
- Gain access to premium features or early content drops

These features position LLNK™ as a **functional in-app currency**, enabling dynamic, gamified, and community-driven experiences for fans, artists, and event organizers.

Regulatory Position: Sold as a Security under U.S. Law

While the LLNK™ token is intended and designed for **utility use**, its initial offering to the public is conducted **under Regulation Crowdfunding (Reg CF)** in accordance with the U.S. Securities and Exchange Commission (SEC) guidelines.

This decision reflects the SEC's current stance that **any digital asset offered in exchange for capital**—particularly when the purchaser may reasonably expect a return based on the efforts of the issuing entity—**may be considered a security**, regardless of its eventual utility.

Accordingly, the LLNK™ token is offered as a security in this Reg CF campaign to ensure full legal compliance, transparency, and investor protection.

Important Disclaimers for Purchasers

- **LLNK™ does not represent equity, ownership, or voting rights** in LivLink or Lightnin' Stik Productions.
- **LLNK™ does not entitle holders to dividends, profit-sharing, or fixed returns.**
- Tokens may **not be transferred, traded, or resold** for at least **12 months** from the close of the Reg CF offering, or longer if required by law.
- The value of LLNK™ is **not guaranteed** and will depend on the adoption, usage, and engagement within the LivLink platform.

Token Lock & Usage Statement

- All LLNK™ tokens issued in Phase 1 are **locked for 12 months** post-issuance.
- Prior to unlock, tokens are **utility-based only** and may be used within the LivLink ecosystem (raffles, tipping, media access, voting, etc.).
- There is **no guarantee** that LLNK™ will be listed on any third-party exchange or gain liquidity beyond its use in LivLink™.
- LLNK™ is not an equity security and confers no ownership, profit, or governance rights.

TOKENOMICS: CONTROLLED VELOCITY & SUSTAINABLE SUPPLY

Total Token Supply: 100,000,000 LLNK (Fixed) - No future minting. Ever.

Token Allocations

Category	Tokens	% Allocation	Purpose
Ecosystem Development	40,000,000	40%	Partnerships, onboarding, admin, deployment
Initial Token Offering	19,333,333	~19.3%	Reg CF raise (over 36 months)
Post-ICO Token Sales	10,666,666	~10.7%	Strategic raises, vesting
Team & Founder	20,000,000	20%	Locked + vested over 3 years
Liquidity & Reserve	10,000,000	10%	Liquidity pools, emergency reserves

No Token Burn — Only Token Recycling

Instead of deflating supply via burns, which limits future flexibility, LivLink uses a **token reclaim strategy**, where tokens are:

- **Purchased** by users for platform access

- **Redeemed** for participation (votes, gated content)
- **Recycled** into:
 - Reward pools for uploaded content
 - Artist incentive programs or competition prizes
 - Sponsorship activation for partnership building and increased support
 - Future sales or liquidity provisions for platform users

This creates healthy **token velocity** while preserving total supply.

Forward-Looking Token Utility Expansion

The LLNK™ token is designed to increase in **utility and demand** over time as the platform scales. As more fans and artists engage with the system, token usage is expected to rise, particularly through:

- Weekly and monthly contests
- Platform-exclusive offers
- User-generated event voting
- Token-recycling mechanisms that maintain supply control

Although LLNK™ may never be listed or traded on any external exchange, its value is tied directly to **user participation and platform growth**, aligning investor interest with the long-term success of the ecosystem.

Category	Classification
Token Name	LLNK™ (LivLink Token)
Token Type	ERC-20 Utility Token
Blockchain	Polygon
Offered As	Security under Reg CF
Intended Use	In-platform engagement & access
Transferability	Locked for 12 months (min.)
Investor Rights	No equity, no dividends

TOKEN PURCHASE AGREEMENT (LLNK™)

LLNK Limited

By: Richard A. Williams

Founder & CEO

Date: _____

This Token Purchase Agreement (the “Agreement”) is entered into by and between:

- **LLNK Limited**, a Colorado limited liability company (the “company”), with its principal place of business at 12943 E Briarwood Avenue, Centennial, CO 80112, and
- The undersigned investor (the “Purchaser” or “Investor”).

This Agreement governs the purchase of **LLNK™ utility tokens** (“Tokens”) offered by the company under **Regulation Crowdfunding (Reg CF)**, pursuant to Section 4(a)(6) of the Securities Act of 1933.

1. Purchase and Sale of Tokens

1.1. Purchase Amount

Subject to the terms of this Agreement, the Purchaser agrees to purchase, and the company agrees to issue, a specified number of LLNK™ Tokens at the applicable offering price, as follows:

Phase	Price per Token	Tokens Purchased	Total Purchase Amount
Phase 1	\$0.10	[Insert #]	[\$Insert Amount]

1.2. Minimum Purchase Requirement

The minimum investment amount per Purchaser is **\$100 USD**, unless otherwise waived by the company.

1.3. Token Issuance

Tokens will be delivered to the Purchaser’s designated **non-custodial wallet address** within a reasonable time following:

- The closing of the offering, and
- Completion of all KYC/AML checks.

Tokens will be issued via the Ethereum or Polygon blockchain (or compatible chain selected by the company).

2. Token Rights and Restrictions

2.1. Nature of Tokens

LLNK™ Tokens are **utility-based digital assets** designed for use within the LivLink™ platform ecosystem. Tokens:

- Do **not represent equity**, voting rights, or ownership interests,
- Are **not redeemable for cash**, and
- Are **not debt instruments** or profit-sharing vehicles.

2.2. Use of Tokens

Tokens may be used for platform functions including, but not limited to:

- Artist tipping,
- Access to premium content,

- Fan voting and contest participation,
- Digital media purchases.

2.3. Transfer Restrictions

All Tokens purchased under this Agreement are subject to the **12-month transfer restriction** as required by **Reg CF Rule 227.304**. Tokens may not be sold, transferred, or otherwise disposed of except as permitted by law.

2.4. Lock-Up Period

The transfer of Tokens is restricted until **12 months from the date of issuance**. The company will enforce this lock-up through platform-based restrictions and smart contract-level compliance, where applicable.

3. Risks and Disclosures

3.1. Risk Acknowledgment

The Purchaser acknowledges and understands that:

- The company is in an **early stage of development** and may never become profitable,
- The Tokens may **not be liquid** or tradable on any exchange,
- There is **no guarantee of token appreciation** or return on investment,
- There are **significant legal and regulatory risks**, including potential SEC classification of the Tokens as securities beyond Reg CF.

3.2. No Guarantees

The company does not guarantee:

- Any resale market for Tokens,
- Any token-to-equity conversion (though such a path may be offered at the company's discretion),
- The functionality, availability, or security of the platform.

4. Token-to-Equity Conversion (Optional Future Right)

4.1. Non-Binding Consideration

The company may, at its sole discretion and subject to legal and regulatory approval, offer Purchasers an opportunity to **convert Tokens into equity shares** of a successor C-Corporation entity.

4.2. Separate Agreement Required

Any future conversion opportunity will be offered under separate written terms and will include specific details regarding:

- Valuation,
- Share class,

- Tax treatment, and
- Investor eligibility.

Participation in any such conversion is **voluntary** and subject to Purchaser election.

5. Representations and Warranties of Purchaser

Purchaser represents and warrants that:

- They are at least 18 years old and have the legal capacity to enter this Agreement.
- They are acquiring the Tokens for personal use or investment, and **not for immediate resale**.
- They understand the speculative nature of the investment and can afford a complete loss of funds.
- They have reviewed the **Form C offering materials**, including risks, use of funds, and legal disclosures.

6. Compliance and KYC/AML

6.1. Reg CF Compliance

The Purchaser certifies they are investing within applicable **Reg CF investment limits**, based on income or net worth, as defined by SEC rules.

6.2. Identity Verification

The Purchaser agrees to provide necessary documentation to complete KYC (Know Your Customer) and AML (Anti-Money Laundering) procedures as required by law or the company's chosen funding portal.

7. Miscellaneous

7.1. Governing Law

This Agreement shall be governed by and construed under the laws of the **State of Colorado**, without regard to conflict of law principles.

7.2. Entire Agreement

This Agreement, together with the Reg CF offering documents, constitutes the **entire agreement** between the parties.

7.3. No Waiver

No waiver of any right shall be deemed effective unless in writing signed by both parties.

7.4. Amendments

This Agreement may be amended or modified only by written agreement of both parties.

SIGNATURES

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth below:

company

INVESTOR / PURCHASER

Name: _____

Email: _____

Wallet Address: _____

Signature: _____

Date: _____

FREQUENTLY ASKED QUESTIONS (FAQs)

Q1: What is the LLNK™ token?

A: LLNK™ is a utility/security token built on the Polygon blockchain, designed to power fan engagement and monetization within the LivLink platform.

Q2: What rights do LLNK™ token holders have?

A: Tokens provide access and utility within the LivLink ecosystem only. LLNK™ holders do not have equity ownership, dividends, or voting rights in the company.

Q3: How can I purchase LLNK™ tokens?

A: LLNK™ tokens are sold exclusively through Regulation Crowdfunding portals, following KYC/AML verification of eligible investors.

Q4: When will I receive my tokens?

A: Tokens will be delivered post-campaign to your non-custodial wallet within a reasonable time-frame after the offering closes.

Q5: Can I transfer my tokens immediately?

A: No, transfers outside the LivLink platform are restricted for at least 12 months to ensure regulatory compliance and platform stability.

Q6: How will LivLink use the funds raised?

A: Funds will primarily be allocated to the uses outlined in the Use of Funds section.

Q7: What are the risks of investing?

A: Risks include regulatory changes, market volatility, limited liquidity, and operational challenges detailed in the Risk Factors section. Be sure to read all of the risks involved in this offering in the Risks Section.

Q8: What is the exit plan for investors?

A: The company has a 5-year operational roadmap following our initial fundraising year, making this effectively a 6-year plan from launch to exit. Our planned exit strategies include a strategic acquisition, platform sale, or token liquidity events. These pathways are designed to deliver strong investor returns based on platform growth, user adoption, and ecosystem value.

Note: While the full platform exit is projected within six years, certain token liquidity opportunities may be explored earlier, subject to regulatory compliance and market conditions.

Q9: What if you raise all of the funding in less than 12 months?

A: The offering described herein may remain open for up to 12 months as permitted under Regulation Crowdfunding; however, the issuer reserves the right to close the offering earlier if the minimum funding goal is met and all closing conditions are satisfied. Additionally, the company may pursue subsequent fundraising rounds (including under other exemptions such as Regulation D or begin Phase 2 funding campaign) following the close of this offering, which may affect dilution, token distribution, or strategic direction.

Q10: What if you do not raise \$124,000 within 12 months?

A: There is no guarantee that the minimum funding goal will be met within the 12-month offering period. If the offering does not close successfully, funds committed by investors will be returned according to the platform's escrow policies, and the company may need to seek alternative financing options or delay planned operations.

MANAGEMENT DISCUSSION & ANALYSIS (MD&A)

Current Stage:

LivLink is in the **final stages of MVP development**, with a fully functional backend and successful validation through early testing. As we transition from product build-out to **go-to-market execution**, our focus shifts toward scaling within the **live music and fan engagement ecosystem**, securing key partnerships, and positioning the platform for rapid adoption and revenue generation.

Revenue Model:

Revenue will derive from a 20% fee on all platform transactions, including tipping, merchandise sales, and token-powered engagement activities.

Growth Strategy:

- Year 1: Onboard 20 bands, each performing 24 shows with 50 fans per show, targeting steady user adoption.
- Year 2: Expand to 50 bands and scale user engagement via SMS campaigns and token incentivization.
- Subsequent years: Diversify into additional live event verticals (sports, education, comedy) and broaden platform monetization to about 200 bands.

Use of Crowdfunding Proceeds:

- Accelerate platform legal compliance and structuring
- Development and UX improvements.
- Build marketing campaigns to drive artist and fan onboarding.

- Establish liquidity pools to support token utility and secondary market activity.

Financial Outlook:

LivLink anticipates initial operating losses as investments in growth outpace revenue. Profitability is expected by Year 2 with a funding gap in Year 4 as Initial Offering Funding ceases. Fortunately, we anticipate the accumulative net operating income will bridge this gap and carry the company forward into Year 5 with a solid annual profit margin as platform and token adoption increase overall.

Risks and Mitigations:

The management team actively monitors regulatory developments, employs secure smart contract audits, and prioritizes user acquisition to reduce adoption risk.

How may the rights of the Securities be materially limited, diluted or qualified by the rights of any other class or securities identified above?

Nearly 10,000,000 Tokens are allocated for Investor over three years. Another 40,000,000 Tokens are allocated for use on the platform that could dilute the percentage interest of a holder of the Securities. An additional 10,000,000 Tokens is allocated to Team and Founder that could also dilute the initial offering Tokens.

What are the differences between the Securities being offered and Fan related tokens?

All Tokens carry a 12-month lock from initial transfer. Fans Token sales will begin after investor sales and would be Year 4 before these Tokens would unlock. This provides early investors the advantage of re-selling and we anticipate that fans will spend their Tokens on the platform to unlock access and participate within their fan groups. Investor Tokens are at wholesale, while Fan Tokens are at retail prices. Still, Tokens do not provide a right to vote on company matters; holders may only vote inside the platform participating in the LivLink experiences.

How could the exercise of rights held by the principal shareholders affect the purchasers of the securities being offered?

There are no existing token or share holders for this company and Token holders have no equity or right to vote.

How are the Securities being valued?

The Securities are priced at \$0.10 per Token based on a pre-money valuation of the company. The founder has determined the price based on research and formulations of multiple hypothetical scenarios using multiple models to reach the current valuation, which is then broken mathematically into increments (Tokens) with the earlier investors receiving Tokens at lower prices.

Risks of purchasers of Securities being minority shareholders

Purchasers of Tokens will not be entitled to a vote. The reasoning for this is to allow the company to operate efficiently, without obtaining consent from a large number of investors. However, this means that Investors will be subject to the decisions of the other shareholders.

Additional Issuance of Securities

The company is free to issue or re-issue Tokens without the consent of Token holders.

Issuer Repurchase

Investors are free to hold and resell Tokens without the consent of LivLink and issuer repurchases or conversion into company stock is at this time one option for an early exit that may or may not be pursued by the company. The decision to pursue or not to pursue this option may be made without the consent of Token holders.

Sale of the company

The company may sell, liquidate, dissolve or wind-up the business without the consent of Token holders.

Transactions with Related Parties

The investor should be aware that there will be occasions when the company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management of the company will be guided by their good faith judgment as to the company's best interests. The company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length but will be in all cases consistent with the duties of the management of the company to its interest holders or its note holders (if any, with respect to the note holders). By acquiring the Tokens, the investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

Material Debt of the company

The company has no debt.

No Previous Offerings

During the previous three years, the company has sold no securities.

Financial Conditions of the Company

The company was formed on September 11, 2025, and does not have an operating history. The company has not previously raised capital and has no meaningful operating history upon which investors can rely for past performance. Audited financials from inception to January 1, 2026 are provided and attached below. Please note that the information provided above regarding raising capital is accurate and the company has no debt as of the date of this Offering.

Financial Condition

- Pre-revenue, cash raised will fund platform legal compliance, restructuring, marketing to onboard bands, and initial operations
- Projected annual gross revenue by **Year 5 = \$15,940,000**
- Detailed financial statements attached below
- No conflicts; founder will receive market-rate compensation as CEO; platform payments made via API to Venmo/PayPal

OTHER MATERIAL INFORMATION

All information that is material as determined by the company's management team has been disclosed herein. Investors are encouraged to thoroughly review all information contained herein, together with all attachments and exhibits.

TAX MATTERS EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH THEIR OWN TAX AND ERISA ADVISOR AS TO THE PARTICULAR CONSEQUENCES TO THE INVESTOR OF THE PURCHASE, OWNERSHIP AND SALE OF THE INVESTOR'S SECURITIES, AS WELL AS POSSIBLE CHANGES IN THE TAX LAWS. TO ENSURE COMPLIANCE WITH THE REQUIREMENTS IMPOSED BY THE INTERNAL REVENUE SERVICE, WE INFORM YOU THAT ANY TAX STATEMENT IN THIS FORM C CONCERNING UNITED STATES FEDERAL TAXES IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING ANY TAX-RELATED PENALTIES UNDER THE UNITED STATES INTERNAL REVENUE CODE. ANY TAX STATEMENT HEREIN CONCERNING UNITED STATES FEDERAL TAXES WAS WRITTEN IN CONNECTION WITH THE MARKETING OR PROMOTION OF THE TRANSACTIONS OR MATTERS TO WHICH THE STATEMENT RELATES. EACH TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

Potential Investors who are not United States residents are urged to consult their tax advisors regarding the United States federal income tax implications of any investment in the company, as well as the taxation of such investment by their country of residence. Furthermore, it should be anticipated that distributions from the company to such foreign investors may be subject to United States withholding tax.

EACH POTENTIAL INVESTOR SHOULD CONSULT THEIR OWN TAX ADVISOR CONCERNING THE POSSIBLE IMPACT OF STATE TAXES.

ONGOING REPORTING

Following the first sale of the Tokens as securities, the company will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than 120 days after the end of the company's fiscal year. Once posted, the annual report may be found on the company's website at www.llnklimited.com.

The company has not previously failed to comply with the ongoing reporting requirement of Regulation CF. The company must continue to make filings with the SEC:

- **Form C-U updates** at 50% and 100% of raise completion
- **Annual reports (Form C-AR) within 120 days of fiscal year-end for at least two years after offering**

ADDITIONAL INFORMATION

The summaries of, and references to, various documents in this Form C do not purport to be complete

and in each instance reference should be made to the copy of such document which is either an appendix to this Form C or which will be made available to Investors and their professional advisors upon request. Investors may also receive certain perks tied to how much such Investor invests in this offering such as additional Tokens for beta-phase testing access. Prior to making an investment decision regarding the Securities described herein, prospective Investors should carefully review and consider this entire Form C. The company is prepared to furnish, upon request, a copy of the forms of any documents referenced in this Form C. The company's representatives will be available to discuss with prospective Investors and their representatives and advisors, if any, any matter set forth in this Form C or any other matter relating to the Securities described in this Form C, so that prospective Investors and their representatives and advisors, if any, may have available to them all information, financial and otherwise, necessary to formulate a well-informed investment decision. Additional to protect trade secret and operational information and materials concerning the company, we will only make available to prospective Investors and their representatives and advisors, if any, information that is required by law.

SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C has been signed by the following persons in the capacities and on the dates indicated.

/s/Richard A. Williams
Richard A. Williams
Director
October 1, 2025

Instructions.

1. The form shall be signed by the issuer as principal executive officer, principal financial officer, principal accounting officer, and person performing similar functions as the board of directors.
2. The name of each person signing the form shall be typed or printed beneath the signature. Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

REG CF – SECURITY TOKENS RECAPTURED AS PLATFORM UTILITY

Overview

The LLNK™ Token is a **utility token offered as a security under Regulation Crowdfunding (Reg CF)**. While the token grants functional access to features within the LLNK™ ecosystem, it is being offered under securities laws to comply with federal regulations regarding the sale of digital assets.

LLNK™ tokens do not represent equity, ownership, or profit-sharing rights. Returns for token investors are not guaranteed as potential appreciation of token value is driven by demand, platform adoption, and optional future liquidity events.

Token Offering Structure

Phase	Token Price	Tokens Issued	Capital Raised	Lockup Period
Phase 1	\$0.10	1,240,000	\$124,000	12 months
Phase 2	\$0.20	7,500,000	\$1,500,000	12 months
Phase 3	\$0.30	10,593,333	\$3,176,000	12 months
Total	—	19,333,333	\$5,000,000	—

All tokens are subject to a 12-month lockup as required under Reg CF regulations and are non-transferrable during that period, except as permitted by law.

Projected Token Value Growth

LLNK™ tokens are expected to increase in utility and potential market value as the platform scales. Value is derived from:

- Access to fan voting, artist rewards, and premium streaming events
- Fixed supply (100M total tokens, no inflation)
- Increased user demand and adoption across 20+ U.S. markets
- Expansion of token-based experiences (NFTs, loyalty tiers, exclusive content)

Year	Platform Stage	Estimated Token Demand	Projected Token Value
Y1	Legal Setup, MVP Build	Low	\$0.10
Y2	Beta Launch, Onboarding	Moderate	\$0.20–\$0.30
Y3	Scale to 100+ Bands	High	\$0.40–\$0.50
Y4	Full Market Rollout	Very High	\$0.60–\$0.80
Y5	National Reach / Exit Path	Peak Demand	\$1.00+

Note: Projected values are for illustrative purposes only and are not guarantees of future performance.

Example Token ROI (Based on Appreciation)

Although the tokens are not equity, investors who participate early benefit from entry at a discounted price. As token demand increases with platform utility, appreciation may result in potential returns:

Entry Price	Hypothetical Exit Price	ROI Multiple
\$0.10	\$1.00	10×
\$0.20	\$1.00	5×
\$0.30	\$1.00	3.3×

This appreciation reflects market dynamics driven by supply/demand and platform usage, not dividends or profit-sharing.

Liquidity & Exit Opportunities

While there is no guaranteed resale market, LLNK™ plans to consider multiple optional exit paths for early token buyers:

- **Token Buyback**
- **Stock Conversion**
- **Platform Utility Use**
- **Secondary Market Listings**
- **Fan Token Incentives**

All tokens remain subject to securities regulations and platform policies regarding resale, use, and transferability.

Investor Risk & Disclosures

- **LLNK™ tokens are securities** offered under Reg CF, but they do not represent equity, voting rights, or ownership.
- **There is no guaranteed market for resale**, and token value depends on adoption and platform demand.
- **All tokens are locked for 12 months** post-issuance per SEC rules.
- Investors are not entitled to dividends, profit shares, or residuals from company operations.

Strategic Exit Path

LLNK™ is pursuing multiple strategies to create long-term token demand and investor ROI:

1. **National platform rollout (200+ onboards)**
2. **Monetization from live events, post-show sales, and media licensing**
3. **Brand partnerships and fan contest sponsorships**

4. Optional investor buyout or token redemption programs (Year 5+)

5. Potential acquisition by a media, streaming, ticket sales, or music-tech company

Summary for Reg CF Investors

The LLNK™ token model gives early investors the opportunity to participate in the platform's growth by securing discounted access to a limited-supply, utility-based digital asset. Although LLNK™ tokens do not grant equity, their structured scarcity, multi-use functionality, and scaling platform demand present a meaningful opportunity for token value appreciation and strategic liquidity.

FORM C – ROI / INVESTOR RETURN SECTION

Investor Return and Token Value Potential

Investors in this offering will receive LLNK™ tokens, which are utility-based digital assets that serve functional purposes within the LLNK™ platform ecosystem. While these tokens are sold as securities under Regulation Crowdfunding (Reg CF), they do not represent equity, ownership, or voting rights in the company. Token holders are not entitled to dividends, profit sharing, or residual interest in the business.

The LLNK™ tokens may increase in utility and demand as the platform grows. As a result, the market or perceived value of the token may rise over time. The issuer intends to support future liquidity through potential token redemption programs, use-based incentives, or listings on legally compliant secondary trading platforms, subject to applicable laws and regulations. However, there is no guarantee of any resale market, and investors should not assume they will be able to sell their tokens at a profit or at all.

All tokens are subject to a 12-month transfer restriction in accordance with SEC regulations under Reg CF. Investors are encouraged to review the associated risks and understand that any return on investment is speculative and based solely on potential changes in token utility and market demand.

LLNK™ TOKEN-TO-EQUITY CONVERSION (Optional)

Alternative Exit Strategy for Token Holders

As part of our continued commitment to maximizing the value and flexibility of your investment, LLNK™ is planning a strategic corporate restructuring from a limited liability company (LLC) to a Delaware C-Corporation. This transition will enable us to offer equity shares and unlock additional potential return pathways for token holders.

What This Might Look Like

- Your LLNK™ tokens, originally issued as utility tokens and sold as securities under Regulation Crowdfunding (Reg CF), will become eligible for **conversion into company stock**.

- The stock may include **voting rights, dividend eligibility**, and **equity ownership** in LLNK, Inc.
- Conversion is **voluntary** and will be offered under clear and investor-aligned terms.

Valuation and Conversion Formula

We are committed to offering a **fair, transparent** mechanism for token conversion. Key elements include:

1. Company Valuation

- The conversion valuation will be based on the most recent **independent 409A valuation**, or a mutually agreed valuation at the time of conversion.
- Example: If the company's post-money valuation is \$15 million, that will serve as the conversion benchmark.

2. Conversion Price per Share

- Price per share =
$$\frac{\text{Company Valuation}}{\text{Total Authorized Shares Post-Restructuring}}$$
- Example:
\$15M valuation ÷ 10M authorized shares = **\$1.50 per share**

3. Token-to-Stock Exchange Rate

- Formula:
$$\text{Shares Received} = \frac{\text{Tokens Held} \times \text{Token Purchase Price}}{\text{Conversion Share Price}}$$
- Example:
 - Token purchase price = \$0.10
 - Conversion price = \$1.50/share
 - Tokens held = 10,000
 - Shares received = $(10,000 \times 0.10) \div 1.50 = \mathbf{666.67 \text{ shares}}$

4. Additional Terms

- **Lockup Period:** Converted shares may be subject to a lock-up for market stability.
- **Token Utility Migration:** Tokens converted to shares will be retired or reassigned for limited utility on the platform.

- **Stock Class:** Converted shares may be **common stock** or **non-voting preferred stock**, depending on corporate structure.

Important Considerations

- **Optional Participation:** Conversion is entirely voluntary and will require token holder election.
- **Conversion Window & Terms:** Specific instructions, deadlines, and documentation will be shared before conversion opens.
- **Tax Implications:** This may constitute a taxable event. We strongly advise consulting your tax advisor.
- **Token Retention Option:** Investors who do not convert will retain their tokens with continued access to LLNK™ platform features, but without equity rights.
- **Terms May Evolve:** Final terms are subject to legal review, SEC compliance, and potential investor input.

IMPORTANT Notice Regarding Token-To-Equity Conversion

LLNK™ tokens, offered pursuant to Regulation Crowdfunding (Reg CF), are **utility tokens sold as securities**. These tokens **do not** confer equity, voting, dividend, or ownership rights in LLNK™, LLC or any successor entity.

The Company is currently evaluating a conversion to a Delaware C-Corporation (the “Restructuring”), which may enable an **optional program** allowing token holders to exchange LLNK™ tokens for company stock (the “Conversion”).

Key Disclosures & Risks:

1. No Guaranteed Conversion

The Conversion is not guaranteed and may be modified, delayed, or canceled at the Company’s sole discretion.

2. Subject to SEC and State Compliance

Conversion will comply with applicable federal and state securities laws and may require additional registration or exemption filings.

3. Valuation and Exchange Terms May Vary

Share price, valuation, and share class will be determined at the time of conversion and may differ materially from the token purchase price.

4. Taxable Event

The conversion may trigger capital gains or other taxes. Investors should consult their tax advisor.

5. **Stockholder Risk**

Any equity received will be subject to dilution, transfer restrictions, and lack of market liquidity. Equity investing is inherently risky.

6. **Retention of Utility Tokens**

Token holders who do not convert will retain access to platform benefits, but will not receive equity participation.

7. **No Warranty of Future Value**

The Company does not guarantee future token or stock value, market performance, or liquidity.

By purchasing LLNK™ tokens, you acknowledge and accept these risks and the **non-equity** nature of your original investment. Participation in any future Conversion program is voluntary and subject to separate documentation and regulatory approval.

FOUNDER INTELLECTUAL PROPERTIES (IP) ASSIGNMENT

Equity Recognition Agreement

With the exception of third-party properties, the founder owns all of the backend (node.js) and frontend (html) coding that facilitates the function-ability of the platform, its peripheral segments, applications, and operations of the ecosystem known as LLNK LivLink . Much of the coding and develop IP moving forward will be the collaboration of developers skilled in the coding languages required to expand and grow this platfom and tokenization components with the founder at the reins.

The Founder hereby agrees to legally transfer all of the existing and moving forward development IP to the new C-Corp and to personally obtain and stand responsible for the legal transfer of all coding and development owned by the development team upon restructuring. In exchange, the C-Corp shall provide the founder legal protections and compensation for IP and sweat equity contributions prior to taking a salary. Compensation shall be in the form of 20% of the total max cap LLNK supply and sixty-percent of the company's common stock at the time of restructuring.

INTELLECTUAL PROPERTY ASSIGNMENT AND FOUNDERS EQUITY AGREEMENT

This Agreement is entered into as of the filing of this plan, by and between:

- **Richard Williams** ("Founder"), an individual residing in Denver, Colorado, and
- **LLNK, Inc.**, a Delaware corporation (the "Company"), with its principal place of business at to be determined upon restructuring.

1. Assignment of Intellectual Property

1.1 Assigned IP:

Founder hereby irrevocably assigns, transfers, and conveys to the Company all right, title, and interest

in and to all intellectual property (including but not limited to source code, backend systems, algorithms, data structures, trademarks, copyrights, processes, documentation, business methods, and designs) developed or created by Founder for the LLNK™ platform (the “Assigned IP”), whether before or after the date of this Agreement.

1.2 **Scope:**

This assignment includes:

- All current and future rights under patent, copyright, trade secret, and trademark law
- All derivative works, improvements, or modifications
- All associated goodwill

1.3 **Representations:**

Founder represents and warrants that:

- They are the sole author and owner of the Assigned IP
- The IP does not infringe any third-party rights
- No part of the Assigned IP has been previously assigned or encumbered

2. **Equity Compensation in Exchange for IP and Contribution**

2.1 **Equity Grant:**

In consideration for the IP assigned above and for substantial prior contributions to the development of the Company (including but not limited to unpaid labor, strategic outreach, platform development, and business formation), the Company agrees to issue to Founder:

[X] shares of Common Stock, representing 60% of the total issued and outstanding shares of Common Stock of the Company on a fully diluted basis as of the date of this Agreement.

2.2 **Vesting Schedule**

- **[X] 20%** LLNK tokens shall vest over 18 months beginning with the date of incorporation as a Limited Liability Company.
- **[X] 10%** of C-Corp shares shall vest immediately upon signing over the legal rights expressed inside this agreement with another 50% vesting over four years (12-month cliff, then monthly).

2.3 **Tax Matters:**

Founder understands that equity compensation may have tax consequences and agrees to consult with his personal tax advisor. Founder may elect to file an **IRS Section 83(b) election** within 30 days of the grant if applicable.

3. Confidentiality & Non-Disclosure

3.1 Confidential Information:

Founder agrees to keep all confidential information of the Company strictly confidential, including any business plans, codebases, strategic materials, investor information, or proprietary data.

3.2 Non-Disclosure:

Founder shall not disclose or use any Company confidential information for any purpose outside the scope of their role unless authorized in writing.

4. Additional Provisions

4.1 Governing Law:

This Agreement shall be governed by the laws of the State of Delaware.

4.2 Entire Agreement:

This Agreement constitutes the entire understanding between the parties concerning the subject matter and supersedes all prior discussions or agreements.

4.3 Binding Effect:

This Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, legal representatives, successors, and assigns.

4.4 Further Assurances:

Founder agrees to execute any additional documents or instruments reasonably necessary to perfect or record the assignment of IP or equity issuance.

IN WITNESS WHEREOF:

The parties have executed this Agreement as of the Effective Date written above.

LLNK, Inc.

By: _____

Name: Richard Williams

Title: CEO/Founder

Date: _____

LLNK™ TOKEN VESTING (20%) – PRE-CORP IN LLC

Timeline for the Founder (Team Member)

- Lockup start date is set to **January 1, 2026**
- Founder is a team member allocated a total of **20,000,000 tokens**

Here's what happens:

Date	Event	Vested Amount	Transferable?
Jan 1, 2026	Lockup start date	0	No
Jan 1, 2027	Cliff ends	0	No
Feb 1, 2027	1st month of vesting begins	~833,333	Yes (this amount only)
Mar 1, 2027	2nd month of vesting	~1,666,667	Yes (total vested)
...	...	...	...
Jan 1, 2029	Fully vested	20,000,000	Yes (all vested tokens)

Vesting math:

20,000,000 tokens ÷ 24 months = 833,333 tokens vest per month after the 1-year cliff.

Can the founder sell before Jan 1, 2027?

No. Due to the 1-year cliff, **no tokens are considered vested** until **after** January 1, 2027.

Can the founder sell vested tokens each month after that?

Yes, the founder can **transfer/sell vested tokens monthly** as they unlock, provided he hasn't already transferred more than what's vested.

Summary

Milestone	Date	Outcome
Lockup Begins	Jan 1, 2026	All team and investor tokens locked
Cliff Ends	Jan 1, 2027	Team vesting begins
First Vested Tokens	Feb 1, 2027	~833k tokens transferable
Fully Vested	Jan 1, 2029	Full 20M tokens transferable

Founder Vesting & Transfer Timeline

The founder is eligible for all 20,000,000 LLNK™ tokens that are subject to a 3-year vesting schedule starting from the official lockup date and will be split according to contractual or performance based agreements between the founder and team members. Tokens vest after a 12-month cliff, followed by linear monthly vesting over 24 months. Vested tokens become eligible for transfer immediately upon vesting, in accordance with the token smart contract's transfer restrictions.

EQUITY (STOCK) VESTING – POST-CORP RESTRUCTURE

An option for restructuring as a **Delaware C-Corp** is one path that the founder would like to accomplish with the Phase 1 funding. Once the restructure is complete, the founder will receive **equity (shares)** for his IP and sweat equity. This provides early investors with another potential exit or dual partnership in the Company while allowing the founder to maintain control of the company.

Vesting Terms:

- **Total Equity Stake:** 60% of the company post-restructure
- **Immediate Vesting:** 10% of shares upon signing IP assignment
- **Time-Based Vesting:** 50% over 4 years

Recommended 4-Year Schedule:

- **Cliff:** 12 months
- **Post-Cliff Vesting:** Monthly over remaining 36 months
- **Result:**
 - Year 1: 12.5% of equity vests at end of Year 1 (cliff)
 - Years 2–4: 1.04% of equity vests each month for 36 months

This is the **typical Silicon Valley vesting schedule committed to building long-term.**

Summary of Founder Vesting Plan

Asset Type	Total %	Vesting Structure	Vesting Period
LLNK Tokens	20%	Monthly vesting of 1.11M/month	18 months
C-Corp Equity	60%	- 10% immediate upon IP assignment- 50% over 4 years (1-year cliff, monthly thereafter)	4 years total

The founder's 20% LLNK™ token allocation vests over 18 months starting from LLC formation. Upon restructuring into a C-Corp, the founder will receive a 60% equity stake in recognition of the assigned IP and pre-funding contributions — 10% vests immediately upon IP assignment, with the remaining 50% vesting over 4 years (1-year cliff, then monthly). This schedule ensures long-term commitment while protecting early investor value.”

PART 1: Post-Restructure Cap Table (C-Corp Scenario)

Assumption	Value
Total Authorized Shares	10,000,000
Founder Equity	60% of total shares
Token Investors (conversion)	15%
Option Pool (Team/Advisors)	10%
Future Preferred Round	15% (reserved for Series A)

Cap Table – LLNK, Inc. (Post-Corp Restructure)

Shareholder Group	Shares	% Ownership	Notes
Founder	6,000,000	60%	10% vested immediately; 50% over 4 years
Token Investors	1,500,000	15%	Convertible from utility tokens via optional program
Team & Advisors Pool	1,000,000	10%	To incentivize early hires, developers, contributors
Reserved for Series A	1,500,000	15%	Reserved for future equity fundraising (preferred shares)
Total	10,000,000	100%	Fully diluted

PART 2: Form C Language (Token-to-Equity + Founder Equity Disclosure)

Token-to-Equity Conversion Program (Optional)

LLNK™ tokens offered through this Reg CF campaign are utility tokens registered as securities. While tokens do not initially convey ownership or voting rights, the Company may, at its discretion and subject to regulatory compliance, offer a one-time optional conversion program in the event of a corporate restructuring into a C-Corporation.

Under this program, token holders may convert their LLNK™ tokens into equity shares of LLNK, Inc., based on a fair-market valuation determined at the time of conversion. Conversion ratios will reflect each investor's token purchase price and the Company's post-money valuation. Participation in this program is voluntary and subject to additional legal disclosures and agreements.

Founder Equity and IP Assignment

Upon completion of the Company's transition from an LLC to a C-Corporation, the founding member will assign all intellectual property, backend software, codebases, and platform rights to LLNK, Inc. In exchange for this IP and pre-funding contributions including technical development, strategic outreach, and brand establishment, the founder will be issued common stock totaling **sixty-percent (60%)** of the authorized shares.

The founder's equity will vest as follows:

- **10% vested immediately** upon IP assignment and stock issuance
- **50% subject to time-based vesting** over a 4-year schedule, with a 12-month cliff and monthly vesting thereafter

This arrangement reflects standard early-stage startup equity structures and ensures long-term founder commitment while aligning with investor protections.

Capitalization Table (Post-Reorganization)

The anticipated capitalization table post-restructuring is as follows:

- **Founder:** 60% of common shares (IP & sweat equity; subject to vesting)
- **Token Investors:** Up to 15% of common shares (via optional token conversion)
- **Team/Advisors:** 10% of common shares (reserved for future grants)
- **Future Preferred Round:** 15% reserved for Series A or similar fundraising.

PART 3: FINANCIAL PROJECTION VARIABLES

Metric	Year 1	Year 2	Year 3	Year 4	Year 5
Bands Onboarded	20	50	100	150	200
Shows per Band per Year	24	24	36	48	60
Average Fans per Show	150	200	250	300	350
Total Fan Interactions	72,000	240,000	900,000	2,160,000	4,200,000
Average Tip/Donation (\$)	20	20	20	20	20
Average Tipping Fans (30%)	24,000	80,000	300,000	720,000	1,400,000
Gross Transaction Volume	\$480,000	\$1,600,000	\$6,000,000	\$14,400,000	\$28,000,000
LivLink Fee (20%)	\$96,000	\$320,000	\$1,200,000	\$2,880,000	\$5,600,000
Media Revenues	\$0	\$0	\$2,400,000	\$4,800,000	\$9,600,000
Token Revenues	\$0	\$2,500,000	\$4,200,000	\$7,200,000	\$10,000,000
Operating Expenses	\$124,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000
Marketing & Growth Spend	\$0	\$200,000	\$300,000	\$400,000	\$500,000
Net Operating Income	\$28,000	\$1,620,000	\$6,500,000	\$13,480,000	\$23,700,000
Token Income (offerings)	\$124,000	\$1,500,000	\$3,336,000	\$0	\$0
Net Balance	\$152,000	\$3,120,000	\$9,836,000	\$13,480,000	\$23,700,000

Key Assumptions:

- Bands perform an average of 24 shows/year.
- Each show exposes the platform to 150-350 fans, scaling over time.
- Minimum tip/donation per fan is \$20 from a targeted 30% of the fans.
- LivLink retains 20% of gross transaction volume.
- Operating expenses include development, legal, salaries, and infrastructure.
- Marketing investments scale with platform growth.
- Net income turns positive in Year 4 and grows substantially thereafter.

Fan Interactions Formula:

$\text{Bands} \times \text{Shows per Band} \times \text{Fans per Show}$

Net Operating Income

$\text{NOI} = \text{LivLink Fee} - \text{Operating Expenses} - \text{Marketing}$

Net Roll-Over Income (5 year example):

Year	Net Income	Cumulative Net Balance (Roll-Over)
------	------------	------------------------------------

Y1	\$152,000	\$152,000
----	-----------	-----------

Y2	\$3,120,000	\$3,272,000 (Y1 + Y2)
----	-------------	-----------------------

Y3	\$9,836,000	\$12,956,000 (Y2 + Y3)
----	-------------	------------------------

Y4	\$13,480,000	\$23,316,000 (Y3 + Y4)
----	--------------	------------------------

Y5	\$23,700,000	\$37,180,000 (Y4 + Y5)
----	--------------	------------------------

Cumulative Net Balance = Sum of Net Operating Income and prior roll-over balances (excludes one-time token income offerings).

Year	Total Revenue	5× Valuation
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Y1	\$96,000	\$480,000
----	----------	-----------

Y2	\$356,000	\$1,780,000
----	-----------	-------------

Y3	\$3,840,000	\$19,200,000
----	-------------	--------------

Y4	\$8,760,000	\$43,800,000
----	-------------	--------------

Y5	\$18,440,000	\$92,200,000
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PART 4: MEDIA & OPERATIONAL EXPENSES

1. Media Crew Estimate – 20 U.S. Cities (40 shows annually)

Crew (Lean Team)

Role	Count	Day Rate (Est.)	Notes
Videographer	1	\$400–\$600	Filming shows + B-roll
Audio/Tech Engineer	1	\$300–\$500	Sound capture, mics
Content Producer/Manager	1	\$400–\$600	Interviews, tokens, fan signups, post-edit coordination
Driver / Support (opt)	1	\$250–\$400	Setup, transport, logistics (if not handled by others)
Crew Total per Day: ~\$1,350–\$2,100 (x40 days/year = \$80,000)			

Equipment (One-Time or Rented)

Item	Buy Cost	Notes
6x Mirrorless Cameras (4K)	\$6,000	Panasonic HC-VX870K 4K Ultra HD
Portable Video Encoder	\$3,000	AVMATRIX Shark S8X
Audio Kit (mics, cables)	\$2,000	Rode Kit, SM58s, Beta 57s kit, cables
Live Audio Recorder	\$1,500	Midas MR18, Tablet (or snake, VS 2400/2480)
Audio PA / Monitors	\$10,000	Powered Subs, Mains, Monitors
Lighting / Fill / On-cam LED / Fogger / Fans	\$1500	Simple, portable
Mobile Editing / Storage	\$2,000	SSDs, laptop
Streaming Simulcastor	\$2,000	To stream shows live
Total Equipment (Buy): ~\$25,000–\$30,000		

Travel Costs (Ballpark, 20 Cities, Twice Each Annually)

Cost Type	Low Estimate	Mid-Range Estimate	Notes
Van & Trailer Rental / Fuel	\$24,000	\$36,000	40 weeknds, ~15,000+ miles
Flights (if not driving)	\$10,000	\$16,000	For flying key crew city-to-city
Hotels (2–3 crew x 40 nights)	\$12,000	\$18,000	~\$100/night average
Per Diem / Meals	\$4,000	\$8,000	~\$50/day per person
Travel Total: \$50,000 – \$70,000 (3-crew x 40 weekends = \$70,000)			

Total Estimated Cost – 20-City Media Tour

Scenario	Crew	Equipment	Travel	Total
Lean Budget	\$54,000	Buy (~\$28,000)*	\$50,000	~\$132,350
Mid-Tier	\$84,000	Buy (~\$28,000)*	\$70,000	~\$182,000

**Initial costs are estimated at ~\$200,000 annually, with equipment purchases of ~\$28,000 annually to scale with audience growth.*

Revenue Projection: Example for 20-City Tour

Revenue Stream	Units/Engagement	Price/Unit	Estimated Revenue
Live Main-Event	200 views/show × 40 shows × 80	\$10 per view	\$6,400,000
Streams (Pay-per-view)	bands = 640,000 views		
Post-Show Streams / Shows	200 views/show x 40 shows = 80 bands = 640,000 views	\$5 per view	\$3,200,000
Estimated Annual Revenue by Year 5	<i>*think 200 bands on scale out*</i>		\$9,600,000

2. Team & Operational Expenses

Beginning in **Year 2**, we plan to expand our team to support the company's growth and product development efforts. The projected team composition and associated operational costs over a **four-year period (Years 2–5)** are as follows:

- **Administrative Personnel:**

One full-time administrative employee will be hired to manage day-to-day business operations, scheduling, and internal coordination. This role is critical for ensuring operational efficiency as the team scales.

- **Media & Marketing Specialist:**

One full-time media employee will be responsible for content creation, social media management, branding, and user engagement strategies to grow our community and enhance market presence.

- **Software Development Team:**

We will employ two stack developers:

- **One full-time in-house developer** to lead core product development and maintenance.
- **One freelance developer** to support specific development tasks and projects on a contract basis, allowing us flexibility in managing technical workloads.

These roles will support product scaling, user acquisition, and operational growth. Compensation for each role is forecasted based on market rates and adjusted for inflation and anticipated growth. Overall, the **Team and Operations expenses** are projected to increase incrementally year over year, with careful budgeting to ensure sustainability and strategic hiring based on milestone achievements.

Team and Operations Expenses (Years 1–5)

Role	Type	Year 1	Year 2	Year 3	Year 4	Year 5	4-Year Total
Admin Staff	Full-time	\$0	\$50,000	\$52,500	\$55,125	\$57,881	\$215,506
Media Employee	Full-time	\$0	\$55,000	\$57,750	\$60,638	\$63,670	\$237,058
Stack Developer 1	Full-time	\$0	\$90,000	\$94,500	\$99,225	\$104,186	\$387,911
Stack Developer 2	Freelance (PT)	\$0	\$45,000	\$47,250	\$49,613	\$52,093	\$193,956
Total Annual Cost		\$0	\$240,000	\$252,000	\$264,601	\$277,830	\$1,034,431

Notes:

- Salaries begin in **Year 2**.
- Annual increases of **5%** are applied to each role.
- Freelance developer is budgeted at ~50% of a full-time salary.
- Totals reflect **only salaries** (no taxes, benefits, or overhead).

- This format aligns with a **5-year financial projection** model that assumes ramp-up begins in Year 2.

3. Team, Operations & Media Expenses – Summary for Investors

As part of our five-year financial model, we have carefully structured our **operating expenses** to remain lean, scalable, and responsive to growth. Our **annual operating expense cap is set at \$1,000,000**, beginning in **Year 2**, with actual projected use falling significantly below that figure in early years.

This approach allows us to:

- Build a high-quality core team without unnecessary overhead
- Maintain the ability to **scale efficiently** with new hires, freelancers, or equipment purchases as needed
- Avoid operational bottlenecks due to a "bootstrapped" mentality, while preserving strong fiscal discipline

Why the \$1,000,000 Cap (Despite Lower Expenses)?

While our current **team and operations plan** projects only ~\$400K–\$480K (both media and operations) annually in direct salaries, we’ve intentionally set a **\$1M ceiling** to provide **budgetary headroom** for:

- **Strategic hires** (freelancers, part-time staff, technical specialists)
- **Additional infrastructure or software tools**
- **Unforeseen opportunities or operational needs**
- **Media production**, streaming, salaries, travel, hardware costs, equipment replacement

This flexibility is not just contingency planning — it's a growth enabler.

Team & Operational Expenses (Years 1–5)

Role	Type	Year 1	Year 2	Year 3	Year 4	Year 5	4-Year Total
Admin Staff	Full-time	\$0	\$50,000	\$52,500	\$55,125	\$57,881	\$215,506
Media Employee	Full-time	\$0	\$55,000	\$57,750	\$60,638	\$63,670	\$237,058
Stack Developer 1	Full-time	\$0	\$90,000	\$94,500	\$99,225	\$104,186	\$387,911
Stack Developer 2	Freelance (PT)	\$0	\$45,000	\$47,250	\$49,613	\$52,093	\$193,956
Total (Team Only)		\$0	\$240,000	\$252,000	\$264,601	\$277,830	\$1,034,431

Note: Salaries begin in **Year 2** and reflect a 5% **annual increase** for worker retention.

Freelance developer is estimated at ~50% of a full-time role. Salaries do **not include benefits, taxes, or overhead**, which are absorbed within the broader \$1M cap.

Media & Streaming Operations: Scalable, Cost-Efficient

We plan to implement a **20-city media tour** (40 shows annually) beginning in Year 2, covering:

- **Live production and post-show streaming**
- **Crew travel, lodging, and equipment**
- **On-site fan engagement & content capture**

4. Key Advantages of Our Media & Operations Expense Model

- **Controlled Growth:** Salaries, media, and operations scale only as milestones are met
- **Budget Headroom:** Flexible reserves for unplanned needs or accelerated growth
- **Investor Confidence:** Cap discipline ensures costs will never exceed \$1M annually
- **Self-Sustaining Media Layer:** By Year 5, media revenues alone are projected at **\$9.6M annually**

VERY IMPORTANT NOTE

Our disciplined but flexible approach to operational expenses allows us to move fast, scale smart, and obtain costly overreach where needed to deliver on the performance expectations projected. The headroom removes the risks of under-funding operations with extreme price variables, for example, traveling fuel costs could double one year or scaling may over-exceed expectations and require two more full time developers. This flexibility is required to navigate foreseen and unforeseen risks, difficulties, and other radicals that could expose themselves adhering to such aggressive revenue and user growth as is laid out here. We are confident that this structure provides the financial clarity investors require, while giving our team the freedom to operate at full potential as the opportunity demands.

THIRD-PARTY SUBSCRIPTION FEE STRUCTURE OVERVIEW

1. Transaction-Based Revenue Model

Our platform operates on a commission-based model, capturing **20% of each successful transaction** processed through the system. This serves as our core revenue stream and aligns our incentives with the growth and success of our users.

2. Third-Party Payment Processing Fees

As part of the transaction workflow, we rely on third-party payment processors (e.g., PayPal, Stripe, U.S. Bank, etc.), which impose standard industry fees:

	Processor	Fee (Typical)	Notes
PayPal		2.89% + \$0.29	For direct card transactions
Stripe		2.9% + \$0.30	Applies to most card-based

Processor	Fee (Typical)	Notes
Buy Now, Pay Later (BNPL) (e.g., PayPal Pay Later, Klarna)	Up to 4.99% + \$0.49	payments Higher risk and deferred revenue model
Invoicing / Manual Card Entry	3.49% or higher	Risk-adjusted pricing
These costs are deducted at the time of each transaction and reduce the net revenue we retain from our 20% share.		

3. SaaS & Infrastructure Stack (Recurring Expenses)

To support a live, scalable backend platform, we rely on third-party SaaS and infrastructure providers who charge \$1–\$10/month per phone number + ~\$0.0075 per SMS text message. To avoid these charges at startup, we plan to use push notifications until we expand into user communications and automated notifications. These fees will be tracked and potentially passed through to users or partners via updated platform pricing models as the platform matures.

4. Optional Platform Fees (Currently Deferred)

While our long-term model includes the introduction of additional **platform service fees** (e.g., monthly SaaS subscriptions, per-feature charges, SMS pass-through costs, and premium support tiers), **we have currently elected to defer these charges during the platform’s startup phase** to minimize onboarding friction and encourage early adoption.

PART 5: INVESTOR ROI TABLE

Year	Investment	Entry Valuation	Ownership	Exit Value (Y5 @ \$92.2M)	ROI Multiple
Y1	\$500k	\$5M	10%	\$9.22M	18.44×
Y2	\$500k	\$10M	5%	\$4.61M	9.22×
Y3	\$500k	\$20M	2.5%	\$2.305M	4.61×

PART 6: DISCOUNTED CASH FLOW (DCF)

Year	Total Revenue	Notes
Y1	\$96,000	Initial onboarding, light usage
Y2	\$356,000	Scaling up, token activation begins
Y3	\$3,840,000	Full platform activity + token sales
Y4	\$8,760,000	Market expansion
Y5	\$18,440,000	Peak performance + liquidity prep

Net Margin Assumption: 50% net margin.

PART 7: NET CASH FLOW (50% Margin Applied)

Year	Revenue	Net Margin	Net Cash Flow
Y1	\$96,000	50%	\$48,000
Y2	\$356,000	50%	\$178,000
Y3	\$3,840,000	50%	\$1,920,000
Y4	\$8,760,000	50%	\$4,380,000
Y5	\$18,440,000	50%	\$9,220,000

PART 8. DISCOUNTED CASH FLOW TABLE (30% Discount Rate)

Standard present value (PV) factors for a **30% discount rate**:

Year	Net Cash Flow	PV Factor @ 30%	Discounted Value
Y1	\$48,000	0.7692	\$36,921
Y2	\$178,000	0.5917	\$105,313
Y3	\$1,920,000	0.4552	\$874,000
Y4	\$4,380,000	0.3501	\$1,533,438
Y5	\$9,220,000	0.2693	\$2,482,246

Total 5-Year Discounted Cash Flow = \$5,031,918

Terminal Value Calculation (3× Final Year Cash Flow):

- Y5 Net Cash Flow = \$9,220,000
- Terminal multiple = 3×
- Raw terminal value = \$27,660,000
- Discounted terminal value = $\$27.66\text{M} \times 0.2693 = \$7,447,538$

Final DCF Valuation

Component	Value
Discounted Cash Flows (5 yrs)	\$5,031,918
Discounted Terminal Value	\$7,447,538
Total DCF Valuation	\$12,479,456

Summary So Far:

- **New 5-Year Total Revenue:** \$31.492M
- **New Total Net Cash Flow (50% margin):** \$15.746M
- **Discounted 5-Year Value:** \$5.03M

- **Discounted Terminal Value:** \$7.45M
- **Total DCF Valuation:** ~\$12.48M
- **Supports early valuation of \$5M–\$15M**

DCF Valuation

Step 1: Net Cash Flows (from your table)

We'll use your **Net Operating Income** for each year:

Year Net Operating Income (Net Cash Flow)

Y1	\$28,000
Y2	\$1,620,000
Y3	\$6,500,000
Y4	\$13,480,000
Y5	\$23,700,000

Step 2: Present Value (PV) Factors @ 30% Discount Rate

$$PV = \frac{1}{(1 + 0.30)^n}$$

Year PV Factor

Y1	0.7692
Y2	0.5917
Y3	0.4552
Y4	0.3501
Y5	0.2693

Step 3: Discounted Cash Flows

Year	Net Cash Flow	PV Factor	Discounted Cash Flow
Y1	\$28,000	0.7692	\$21,538
Y2	\$1,620,000	0.5917	\$958,554
Y3	\$6,500,000	0.4552	\$2,958,800
Y4	\$13,480,000	0.3501	\$4,719,348
Y5	\$23,700,000	0.2693	\$6,381,810

Step 4: Terminal Value (3× Year 5 Cash Flow)

$$\text{Terminal Value} = 23,700,000 \times 3 = 71,100,000$$

$$\text{Discounted Terminal Value} = 71,100,000 \times 0.2693 = 19,139,230$$

Final DCF Valuation Summary

Component	Value
Discounted Cash Flows	\$15,040,050
Discounted Terminal Value	\$19,139,230
Total DCF Valuation	\$34,179,280

Interpretation:

This DCF model values your business at **\$34.18M** using a **30% discount rate**, **3× terminal**, and your **real net income** figures. This is a **conservative but strong valuation**, given your projected NOI growth and relatively lean expense model.

Investor ROI Outlook (Based on \$34.18M Exit Value in Year 5)

Year	Investment	Entry Valuation	Ownership %	Exit Value @ \$34.18M	ROI Multiple
Y1	\$500,000	\$5,000,000	10.00%	\$3,418,000	6.84×
Y2	\$500,000	\$10,000,000	5.00%	\$1,709,000	3.42×
Y3	\$500,000	\$20,000,000	2.50%	\$854,500	1.71×

Notes:

- These ROI multiples assume **no dilution** and **no additional funding rounds** beyond the investor's entry year.
- This scenario uses the **DCF valuation of \$34.18M** as your exit in **Year 5**.
- These are **realistic and attractive multiples** given your lean cost base, high platform margin, and token-layer revenue.

PART 9: Scenario Analysis: Optimistic vs. Conservative Revenue Outcomes

Optimistic Scenario

Assumes:

- **Higher fan token adoption** (up to 20% of fan base)
- **Faster media revenue growth** due to licensing and partnerships
- **No increase in base operating costs** (lean scaling)
- Strong user growth & cross-vertical expansion (sports, comedy, etc.)

Metric	Y4	Y5
Fan Token Revenue	\$6,480,000	\$12,000,000
Media Revenue	\$6,000,000	\$12,000,000
LivLink Fee	\$2,880,000	\$5,600,000
Total Revenue	\$15,360,000	\$29,600,000
Operating Expenses	(\$1,000,000)	(\$1,000,000)
Marketing Spend	(\$400,000)	(\$500,000)
Net Operating Income	\$13,960,000	\$28,100,000

Conservative Scenario

Assumes:

- Only 5% fan token adoption
- **Media monetization delayed** by 1 year
- Modest marketing ROI, slower growth curve
- Platform hits saturation slower than projected

Metric	Y4	Y5
Fan Token Revenue	\$1,080,000	\$2,000,000
Media Revenue	\$2,400,000	\$5,000,000
LivLink Fee	\$2,880,000	\$5,600,000
Total Revenue	\$6,360,000	\$12,600,000
Operating Expenses	(\$1,000,000)	(\$1,000,000)
Marketing Spend	(\$400,000)	(\$500,000)
Net Operating Income	\$4,960,000	\$11,100,000

Commentary

	Optimistic	Conservative
Revenue Growth	Doubles between Y4–Y5	Grows ~2× more slowly
Token Adoption Rate	15–20% of fanbase	5% of fanbase
Media Monetization	Full-scale by Y4	Delayed 1 year
NOI Margin	~90% in Y5	~88% in Y5 (still lean)
Exit Outlook	>\$100M valuation range	~\$40–60M conservative cap

EBITDA Summary (Years 1–5)

Year	Revenue (All Sources)	Operating Expenses + Marketing	EBITDA (≈ NOI)
Y1	\$96,000 + \$124,000	\$124,000 + \$0	\$28,000
Y2	\$320,000 + \$2,500,000	\$1,000,000 + \$200,000	\$1,620,000

Year	Revenue (All Sources)	Operating Expenses + Marketing	EBITDA (≈ NOI)
Y3	\$1,200,000 + \$2.4M + \$4.2M	\$1,000,000 + \$300,000	\$6,500,000
Y4	\$2.88M + \$4.8M + \$7.2M	\$1,000,000 + \$400,000	\$13,480,000
Y5	\$5.6M + \$9.6M + \$10M	\$1,000,000 + \$500,000	\$23,700,000
5-Year Total EBITDA: \$45,328,000			

Exit Strategy Overview

Target Exit: End of Year 5

Primary Options:

- **Acquisition** by a streaming, live event, or blockchain-based platform
- **Public offering (IPO)** or listing of tokenized equity
- **Strategic merger** with another media-tech or creator economy platform

Valuation Basis:

Use a **SaaS/Platform multiple (5× to 7× EBITDA)**

Multiple EBITDA Exit Valuation Estimate

5×	\$45.3M	\$226,640,000
7×	\$45.3M	\$317,296,000

Investor ROI Outlook

Entry Year Entry Valuation Ownership % Exit Value (at 5× EBITDA) ROI Multiple

Year 1	\$5M	10%	\$22.66M	45.3×
Year 2	\$10M	5%	\$11.33M	22.6×
Year 3	\$20M	2.5%	\$5.66M	11.3×

At a 7× multiple, these ROI multiples increase by ~40%.

Roll-Over Net Balance Table (Years 1–5)

Year Starting Balance Net Balance (Current Year) Ending Balance (Cumulative)

Y1	\$0	\$152,000	\$152,000
Y2	\$152,000	\$3,120,000	\$3,272,000
Y3	\$3,272,000	\$9,836,000	\$13,108,000
Y4	\$13,108,000	\$13,480,000	\$26,588,000
Y5	\$26,588,000	\$23,700,000	\$50,288,000

Explanation:

- **Starting Balance** each year = prior year's **Ending Balance**

- **Net Balance (Current Year)** from your provided table
- **Ending Balance** = Starting Balance + Net Balance (Current Year)

PART 10: 5-Year Projected Balance Sheet (Simplified)

Metric	Year 1	Year 2	Year 3	Year 4	Year 5
Assets					
Cash & Cash Equivalents	\$152,000	\$3,272,000	\$13,108,000	\$26,588,000	\$50,288,000
Other Assets (est.)	\$500,000	\$700,000	\$1,000,000	\$1,200,000	\$1,500,000
Total Assets	\$652,000	\$3,972,000	\$14,108,000	\$27,788,000	\$51,788,000
Liabilities					
Short-term Debt	\$50,000	\$40,000	\$30,000	\$20,000	\$10,000
Long-term Debt	\$400,000	\$350,000	\$300,000	\$250,000	\$200,000
Total Liabilities	\$450,000	\$390,000	\$330,000	\$270,000	\$210,000
Equity					
Retained Earnings	\$202,000	\$3,582,000	\$13,778,000	\$27,518,000	\$51,578,000
Total Liabilities & Equity	\$652,000	\$3,972,000	\$14,108,000	\$27,788,000	\$51,788,000

Note: Other Assets and Debt numbers are illustrative placeholders—let me know if you want me to adjust or add more details.

5-Year Projected Cashflow Statement (Simplified)

Metric	Year 1	Year 2	Year 3	Year 4	Year 5
Cash Flows from Operations					
Net Operating Income	\$28,000	\$1,620,000	\$6,500,000	\$13,480,000	\$23,700,000
Token Income (Offerings)	\$124,000	\$1,500,000	\$3,336,000	\$0	\$0
Operating Expenses	-\$124,000	-\$1,000,000	-\$1,000,000	-\$1,000,000	-\$1,000,000
Marketing & Growth Spend	\$0	-\$200,000	-\$300,000	-\$400,000	-\$500,000
Net Cash from Operations	\$28,000	\$1,920,000	\$8,536,000	\$12,080,000	\$22,200,000
Cash Flows from Investing					
Capital Expenditures (CapEx)	-\$50,000	-\$50,000	-\$50,000	-\$50,000	-\$50,000
Cash Flows from Financing					
Debt Repayment	-\$60,000	-\$60,000	-\$60,000	-\$60,000	-\$60,000
New Debt Raised	\$100,000	\$0	\$0	\$0	\$0
Equity Raised	\$500,000	\$0	\$0	\$0	\$0
Net Change in Cash	\$518,000	\$1,810,000	\$8,426,000	\$11,970,000	\$22,090,000
Beginning Cash Balance	\$0	\$518,000	\$2,328,000	\$10,754,000	\$22,724,000
Ending Cash Balance	\$518,000	\$2,328,000	\$10,754,000	\$22,724,000	\$44,814,000

Optimistic Scenario

- Assumptions:
 - Bands Onboarded grows 10-20% faster annually.
 - Average Fans per Show increases 10-15% more than baseline.
 - Average Tip/Donation rises to \$25 (from \$20).
 - Average Tipping Fans rate improves to 35%.
 - Media and Token Revenues grow 15-20% faster.
 - Operating Expenses and Marketing costs grow moderately (slightly higher).

Metric	Year 1	Year 2	Year 3	Year 4	Year 5
Bands Onboarded	22	60	120	180	240
Shows per Band per Year	24	26	40	52	65
Avg Fans per Show	165	230	290	345	400
Total Fan Interactions	87,120	358,800	1,392,000	3,220,800	6,240,000
Avg Tip/Donation (\$)	25	25	25	25	25
Avg Tipping Fans (35%)	30,492	125,580	487,200	1,127,280	2,184,000
Gross Transaction Vol.	\$762,300	\$3,139,500	\$12,180,000	\$28,182,000	\$54,600,000
LivLink Fee (20%)	\$152,460	\$627,900	\$2,436,000	\$5,636,400	\$10,920,000
Media Revenues	\$0	\$0	\$2,760,000	\$5,760,000	\$11,520,000
Token Revenues	\$0	\$2,900,000	\$5,040,000	\$8,640,000	\$12,000,000
Operating Expenses	\$150,000	\$1,200,000	\$1,200,000	\$1,200,000	\$1,200,000
Marketing Spend	\$0	\$250,000	\$350,000	\$450,000	\$600,000
Net Operating Income	\$200,460	\$2,077,900	\$9,786,000	\$18,386,400	\$33,720,000

Conservative Scenario

- Assumptions:
 - Bands Onboarded grows slower (5-10% less).
 - Average Fans per Show growth slows by 10-15%.
 - Average Tip/Donation drops to \$15.
 - Average Tipping Fans dips to 25%.
 - Media and Token Revenues grow slower or flat.
 - Operating and Marketing Expenses slightly lower.

Metric	Year 1	Year 2	Year 3	Year 4	Year 5
Bands Onboarded	18	45	90	135	180
Shows per Band per Year	22	22	32	42	55
Avg Fans per Show	135	170	210	255	300
Total Fan Interactions	53,460	168,300	604,800	1,444,500	2,970,000
Avg Tip/Donation (\$)	15	15	15	15	15
Avg Tipping Fans (25%)	13,365	42,075	151,200	361,125	742,500
Gross Transaction Vol.	\$200,475	\$631,125	\$2,268,000	\$5,416,875	\$12,375,000
LivLink Fee (20%)	\$40,095	\$126,225	\$453,600	\$1,083,375	\$2,475,000
Media Revenues	\$0	\$0	\$1,920,000	\$3,840,000	\$7,680,000
Token Revenues	\$0	\$1,800,000	\$3,360,000	\$5,760,000	\$8,000,000
Operating Expenses	\$100,000	\$800,000	\$800,000	\$800,000	\$800,000
Marketing Spend	\$0	\$150,000	\$250,000	\$350,000	\$450,000
Net Operating Income	-\$59,905	\$74,025	\$4,130,400	\$8,430,625	\$15,905,000

Step 1: ROI Multiples

Assumptions:

- Investment per year: \$500k
- Entry Valuation and Ownership based on previous multiples (or I can adjust if you want)
- Exit Valuation = Net Operating Income (NOI) * SaaS multiple (say 5× conservatively, 10× optimistically)

Optimistic Scenario ROI Table

Year	Investment	Entry Valuation	Ownership %	Exit Value (NOI × 10×)	ROI Multiple (Exit / Investment)
Y1	\$500,000	\$1,500,000	33.3%	\$2,004,600	4.01×
Y2	\$500,000	\$2,500,000	20%	\$20,779,000	41.56×
Y3	\$500,000	\$9,700,000	5.15%	\$97,860,000	195.72×
Y4	\$500,000	\$18,300,000	2.73%	\$183,864,000	367.73×
Y5	\$500,000	\$33,700,000	1.48%	\$337,200,000	674.40×

Ownership % = Investment / Entry Valuation

Exit Value = NOI × 10× multiple (optimistic)

Conservative Scenario ROI Table

Year	Investment	Entry Valuation	Ownership %	Exit Value (NOI × 5×)	ROI Multiple (Exit / Investment)
Y1	\$500,000	\$600,000	83.3%	-\$299,525	Negative (Loss)
Y2	\$500,000	\$1,200,000	41.7%	\$370,125	0.74×

Year	Investment	Entry Valuation	Ownership %	Exit Value (NOI × 5×)	ROI Multiple (Exit / Investment)
Y3	\$500,000	\$4,100,000	12.2%	\$20,652,000	41.30×
Y4	\$500,000	\$8,400,000	6.0%	\$42,153,125	84.31×
Y5	\$500,000	\$15,900,000	3.1%	\$79,525,000	159.05×

Step 2: Rollover Net Balance Table

Year	NOI	Token Income	Previous Balance	Net Balance (NOI + Token + Previous)
Y1	\$200,460	\$150,000	\$0	\$350,460
Y2	\$2,077,900	\$2,900,000	\$350,460	\$5,328,360
Y3	\$9,786,000	\$5,040,000	\$5,328,360	\$20,154,360
Y4	\$18,386,400	\$0	\$20,154,360	\$38,540,760
Y5	\$33,720,000	\$0	\$38,540,760	\$72,260,760

Notes:

- You can swap in your own Token Income and NOI numbers for each scenario.
- We assume Token Income stops after Year 3 in this optimistic example.
- This rollover net balance is cumulative cash or value available for distribution or reinvestment.

Conservative Rollover Net Balance Table

Year	NOI	Token Income	Previous Balance	Net Balance (NOI + Token + Previous)
Y1	\$28,000	\$124,000	\$0	\$152,000
Y2	\$1,620,000	\$1,500,000	\$152,000	\$3,272,000
Y3	\$6,500,000	\$3,336,000	\$3,272,000	\$13,108,000
Y4	\$13,480,000	\$0	\$13,108,000	\$26,588,000
Y5	\$23,700,000	\$0	\$26,588,000	\$50,288,000

Summary so far:

- **Optimistic ROI multiples** are much higher due to higher NOI and multiples.
- **Conservative ROI multiples** are lower but still very attractive by Year 3+.
- **Rollover balances** provide a nice cash accumulation view for both cases.

Detailed Valuation Estimation

Inputs & Assumptions:

- **Revenue multiples:** 5× (SaaS-style, conservative), 8× (optimistic)
- **NOI multiples:** 10× (typical for healthy recurring cash flow businesses)

- **Discount rate:** 12% (used later for NPV if needed)
- **Exit Year:** Year 5

Valuation Calculations:

Year	Total Revenue	5× Revenue Valuation	8× Revenue Valuation	NOI	10× NOI Valuation
Y1	\$96,000	\$480,000	\$768,000	\$28,000	\$280,000
Y2	\$1,620,000	\$8,100,000	\$12,960,000	\$1,620,000	\$16,200,000
Y3	\$6,500,000	\$32,500,000	\$52,000,000	\$6,500,000	\$65,000,000
Y4	\$13,480,000	\$67,400,000	\$107,840,000	\$13,480,000	\$134,800,000
Y5	\$23,700,000	\$118,500,000	\$189,600,000	\$23,700,000	\$237,000,000

5-Year Projected Balance Sheet & Cash Flow Statement (Simplified)

Year	Assets (Cash + Net Balance)	Liabilities (Operating Expenses + Marketing)	Equity (Net Balance)	Cash Flow (NOI - Expenses)
Y1	\$152,000	\$124,000	\$28,000	\$28,000
Y2	\$3,272,000	\$1,200,000	\$2,072,000	\$1,620,000
Y3	\$13,108,000	\$1,300,000	\$11,808,000	\$6,500,000
Y4	\$26,588,000	\$1,400,000	\$25,188,000	\$13,480,000
Y5	\$50,288,000	\$1,500,000	\$48,788,000	\$23,700,000

Exit Strategy Details

- **Target Exit:** Year 5 based on valuation multiples and cash flows.
- **Exit Options:**
 - **Acquisition:** Selling the company to strategic or financial buyers at or above the valuation multiples.
 - **IPO:** If growth sustains and market conditions allow, a public listing.
 - **Secondary Sale:** Selling investor shares to new investors if company isn't ready for full exit.
 - **Valuation Basis at Exit:** Combination of revenue and NOI multiples, projected to be between \$118M to \$237M depending on scenario.
 - **Expected ROI:** Based on initial investments and exit valuations, ROI multiples could range from 5× to 20× depending on entry timing and ownership.

Investor ROI Table (at Exit Year 5)

Year of Investment	Investment Amount	Entry Valuation	Ownership %	Exit Valuation (Conservative, 5× Revenue)	Exit Valuation (Optimistic, 8× Revenue)	Exit Valuation (NOI Multiple)	Exit Value to Investor (Conservative)	Exit Value to Investor (Optimistic)	Exit Value to Investor (NOI Multiple)	ROI Multiple (Conservative)	ROI Multiple (Optimistic)	ROI Multiple (NOI)
Year 1	\$500,000	\$5,000,000	10%	\$118,500,000	\$189,600,000	\$237,000,000	\$11,850,000	\$18,960,000	\$23,700,000	23.7×	37.9×	47.4×
Year 2	\$500,000	\$10,000,000	5%	\$118,500,000	\$189,600,000	\$237,000,000	\$5,925,000	\$9,480,000	\$11,850,000	11.85×	18.96×	23.7×
Year 3	\$500,000	\$20,000,000	2.5%	\$118,500,000	\$189,600,000	\$237,000,000	\$2,962,500	\$4,740,000	\$5,925,000	5.93×	9.48×	11.85×
Year 4	\$500,000	\$40,000,000	1.25%	\$118,500,000	\$189,600,000	\$237,000,000	\$1,481,250	\$2,370,000	\$2,962,500	2.96×	4.74×	5.93×
Year 5	\$500,000	\$50,000,000	1%	\$118,500,000	\$189,600,000	\$237,000,000	\$1,185,000	\$1,896,000	\$2,370,000	2.37×	3.79×	4.74×

Explanation:

- **Ownership %** = Investment / Entry Valuation
- **Exit Valuation** = Year 5 valuation under different multiples
- **Exit Value to Investor** = Ownership % × Exit Valuation
- **ROI Multiple** = Exit Value to Investor / Investment Amount

FLOW CHART DESCRIPTIONS

Platform Flow:

1. **Bands onboard** → input show dates + locations
2. **Fans discover & attend** → donate/tip + buy fan tokens
3. **Tips processed** → LivLink takes 20% fee
4. **Token marketplace** → fans resell, bands issue collectibles
5. **Media partners** → license show content
6. **Revenue streams** → LivLink + bands earn on engagement
7. **Investors** → token equity rises with platform success

Growth Summary: Key Drivers

- **Band Acquisition:** More bands = exponential content = more fans
- **Fan Engagement:** Recurring tips, token purchases, and community ownership
- **Token Economy:** Controlled supply, emotional ownership, scarcity-driven value
- **Media Licensing:** Turning live content into long-tail monetization
- **High Margin:** Low fixed costs, scalable infra

Valuation Estimation Explanation

Traditional SaaS/Platform Valuation Multiples

(Usually 4–6× revenue for recurring, high-margin models)

Media Revenues

- Large and scalable (especially with rights/licensing deals)
- Potential for **royalty-based recurring revenue**
- Could be 2×–3× LivLink fees

Fan Token Revenues

- Strong community monetization
- Emotional, collectible, and potentially **secondary market royalty income**
- Can be highly profitable (low cost to mint, high perceived value)

Financial Statement for Self-Certified Reg CF Offering

Company: LLNK™ Limited

Prepared For: Regulation Crowdfunding Offering – Pre-ICO Phase

Reporting Period: July 1 – Sept 30, 2025 (Quarterly)

Filing Type: Self-Certified Financial Statement under Rule 201(t)(2)

Balance Sheet (as of December 30, 2025)

Assets	Amount (\$)
Cash (from Pre-ICO Raise)	\$124,000
Equipment / Inventory	\$0
Other Current Assets	\$0
Total Assets	\$124,000
Liabilities & Equity	Amount (\$)
Accounts Payable	\$0
Long-Term Liabilities	\$0
Total Liabilities	\$0
Owner's Equity	\$0
Retained Earnings (Loss)	\$0
Net Income (Loss)	\$0
Total Equity	\$124,000

Income Statement (July 1 – Dec 30, 2025)

Revenue	Amount (\$)
Investor Contributions (CF Raise)	\$124,000
Product / Token Sales	\$0
Total Revenue	\$124,000
Expenses	Amount (\$)
Founder Salary (12 months @ \$2,666/mo)	\$32,000
Travel & Lodging (pre-launch)	\$22,000
Legal & Admin (Form C, LLC, filings)	\$12,000
CPA Prep / Audit Readiness	\$8,000
Marketing & Pre-Launch Outreach	\$30,000
Tech / Tools / Subscriptions	\$10,000
Reserve / Operating Buffer	\$10,000
Total Expenses	\$124,000
Net Income (Loss)	\$0

Cash Flow Statement (Q3 2025)

Activity	Amount (\$)
Operating Activities	
Net Income (Loss)	\$0
Adjustments	-
Net Cash Flow (Ops)	\$0
Financing Activities	
CF Investment Received	\$124,000
Ending Cash Balance	\$124,000

Owner Certification Statement

I, **Richard Williams**, founder and manager of **LLNK™ Limited** certify that these financial statements are true and complete to the best of my knowledge and are submitted in accordance with SEC Regulation Crowdfunding, Rule 201(t)(2).

Signature: _____

Date: _____

Name: Richard Williams

Title: Founder / Managing Member

List of Potential Cities for Operations

City	Why It's Strong for Live Rock / Underserved Scene	How LivLink Could Thrive There	Accessibility from Denver
Richmond, VA	Strong indie / DIY scene; less saturated than big East Coast hubs.	Easier to build local super-fan communities; good for smaller venue testing.	Nonstop flights from Denver; ~3h20-3h30 flight. FlightConnections+2Travelmath+2
Durham, NC	Growing indie rock presence; part of larger NC arts communities.	Could leverage nearby Chapel Hill / Raleigh markets; cross-promo opportunity.	One or more connections likely; not major hub, so slightly less accessible.
Providence, RI	Compact, arts-driven town; strong venue presence for rock / punk / indie.	High local engagement; less overhead; test streaming & merch.	Usually via connecting flights (likely through Boston).
Boise, ID	Emerging music festivals (Treefort etc.), growing local fan interest.	Less competition; strong for testing emerging tech & platforms.	Non-stop flights from Denver; ~2 hours. Direct Flights

City	Why It's Strong for Live Rock / Underserved Scene	How LivLink Could Thrive There	Accessibility from Denver
Tucson, AZ	Rich cultural mix; active local music scene; loyalty among fans.	Good for outdoor & indoor hybrid shows; niche fan loyalty pillars.	Likely direct or one-stop; moderate flight time.
Columbus, OH	Big enough market with many venues but often overshadowed by larger cities.	Strong regional draw; cheaper artist bookings; attract touring acts.	Probably 1-stop flights; accessibility decent but less direct than coastal cities.
Madison, WI	University town; lively local scene; relatively less expensive.	Active student base; good for tech adoption; festivals & events possible.	Usually 1-stop; moderate cost.
Athens, GA	Legacy of indie rock; dedicated fanbase; strong culture around music.	Great for authenticity; intimate shows; strong word of mouth.	Likely connecting via ATL or similar hubs.
Denton, TX	Lots of bands, music schools, and strong local support.	Good for building a regional presence; strong for live content.	Probably 1 stop; Texas more accessible than East Coast in many cases.
Provo, UT	Close enough to big scenes (Salt Lake), smaller scale; up-and-coming.	Good testing of local promotion models; possibly cheaper venue & living costs.	Very accessible from Denver (short flights or driving).
Omaha, NE	Rich indie heritage; arts-driven; not saturated.	Probably lower cost to run; fan loyalty; good testing grounds.	Likely short flight / possibly direct or 1-stop.
Kansas City, MO	Underrated in many polls; good venue infrastructure; central geography.	Good for Midwest touring circuits; cross-regional potential.	Many flights; likely 1 stop; fairly accessible.
Modesto, CA	Hidden gem in California; less expensive than Bay Area / LA; active local shows.	Could pull from both locals and tourists; fewer competitors.	Longer flight (~3-4h + possible stop); more remote but doable.
Birmingham, AL	Historically musically rich; room to grow; strong local culture.	Good partnerships with venues and promoters; cost of operations lower.	Generally requires connection; maybe via ATL or other hubs.
Spokane, WA	Less spotlight than Seattle; good small-venue culture; dedicated local audiences.	Could build loyal fanbase; easier for tours through Northwest.	Usually requires at least one connection; travel times moderate.
Rochester, NY	Strong local colleges & arts communities; enough size to support live music.	Good niche for indie & alternative genres; strong local press.	Likely 1 or 2 stops; less direct.
Asheville, NC	Arts / bohemian vibe;	High engagement; strong	Flight/connection via ATL or

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	festivals; fan-friendly scene.	for curated events and experiential content.	Charlotte etc.; decent access.
San Luis Obispo, CA	Coastal charm; tourism + local community; smaller but passionate audiences.	Could combine music + experience; merch & live streaming possibly profitable.	Less direct; may require connection via LAX or SFO.
Fargo, ND	Far from major hubs; small but tight community; underserved by big touring acts.	Good for proving concept in low competition; high local loyalty.	Likely 1 stop; travel interest somewhat limited, but possible.

Note: Denver is centrally located to all destinations.

Sample In-Show Push Notification Prompts

1. "Support the band right now?"

- YES → Link to **Digital Tip Jar** (preset \$20, \$50, \$100, and "other" as options)
- NO → Close message
- Emotionally timed = high-conversion moment

2. "Want to own tonight's set list as a digital album for \$20?"

- YES → Instant **digital download** checkout
- NO → Close
- Easy digital merch offer — high impulse value (maybe contains shout-out from stage)

3. "Grab a framed cover art picture now for \$25?"

- YES → Checkout for **physical pickup at merch table**
- NO → Close
- Visual merch = strong appeal at live shows

4. "Get a shoutout from the band on Instagram after the show?"

- YES → Donate **\$50 or more** to our Tip Jar
- NO → Close
- Adds social incentive to tip

5. **"Want a private link to an unreleased track?"**
 - YES → Buy 100 LLNK = **exclusive content**
 - NO → Close
 - Exclusive offer creates urgency
6. **"Get your name on the band's website?"**
 - YES → \$20 donation = name listed online or printed
 - NO → Close
 - Recognition = strong emotional driver
7. **"Tip the drummer for that insane solo?"**
 - YES → Direct to tip jar (custom or fixed)
 - NO → Close
 - Personalizes tipping to specific moment
8. **"Want a discount on merch tonight?"**
 - YES → \$15 off digital bundle or merch code
 - NO → Close
 - Incentivizes purchase now vs later
9. **"Vote: Should we drop a secret song tonight?"**
 - YES / NO → YES leads to "Tip to unlock"
 - Engages audience + links to a pay-to-unlock surprise
10. **"Want to meet the band (virtually) after the show?"**
 - YES → \$20+ supporter gets invite to a **private video message**
 - NO → Close
 - **Great for VIP fan interaction with no physical access**