



Private and Confidential

EVAREIUM (EVM)

Initial Token Offering

White Paper

Pre-ITO Offering

in relation to:

Evarei MENA Real Estate Investments L.P.

(to be formed in the Cayman Islands)

Prepared by:

Globalstate Limited

Q3 2017

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Evareium

Opportunity to invest in a new real estate asset management company launching and managing investment funds via blockchain tokens, starting with EVM

Targeting only lucrative off-market real estate asset acquisitions

With high capital growth and strong investment returns potential fundamentals

Giving instant liquidity through tokenized exchange via the blockchain – a first for the \$ 3 trillion+ real estate fund industry

An aerial night photograph of a city skyline, featuring several tall skyscrapers with illuminated windows and a multi-lane highway in the foreground. The image is in black and white, with the city lights providing the primary illumination.

The First Private Equity Real Estate Fund Incorporating Full Blockchain Token Exchange

A managed Fund 100% held for the
benefit of the investors themselves

And a substantial stake of the fund
management company also owned by EVM
holders – providing scalable upside

The Opportunity

Real estate private equity funds (REPEF) are formed to acquire choice real estate assets targeting only the highest returns for investors.

They provide a legal arrangement to quickly acquire real estate assets over traditionally slow fundraising-per-asset methods.

REPEF's constitute part of a **\$ 3 trillion+** real estate managed fund industry today, dominated by large financial institutions that have mainly emerged in the last 30-years. Some key highlights specifically within private equity real estate funds include:



\$743bn

Real estate assets under management reach \$743bn as of June 2015, up from \$605bn in December 2012.



\$107bn

Aggregate capital raised by the 177 private real estate funds closed in 2015.



\$103bn

Total capital distributions in H1 2015. Momentum continues from the record \$187bn distributed in 2014.



\$15.8bn

Capital raised by Blackstone Real Estate Partners VIII, the largest private real estate fund of all time, which closed in 2015.

Source: PERE survey report, 2016

REPEF's typically only include large investors (\$250,000+ minimum subscription), and lock-in their capital for 10-12 years however. In short, they offer no liquidity.

By offering the exact same fundamentals, but incorporating tokenized exchange, EVM will be a world first, setting a new precedent and paradigm in this huge global sector of wealth creation.



Managed by fund management professionals with 50+ years' expertise in real estate investment – remuneration being fundamentally performance-based

EVM adopts a fair and performance-based investment model embraced by more than 3,000 private equity real estate funds holding over USD 1 trillion of capital today – integrating all the advantages of blockchain token technology and instant exchange




Up to 150,000,000 EVM to be
issued over three release phases

EVM will be bonded to value-appreciating
and income producing real estate and
related ventures procured and managed by
a world-class team of professionals

ITO funds will be received by a licensed fiduciary.

The EVM Token Offering Summary

- Up to 150,000,000 EVM tokens to be issued in three distinct phases, firstly a pre-ITO then 2 more tranches via an ITO agent on the Waves platform.
- Par value USD 1 : 1 EVM (*subject to discounts and terms where applicable as described later in this document*).
- Net proceeds deployed into Evarei MENA Real Estate Investments L.P. – a private equity real estate fund (the “Fund”).
- Evarei Investment Management Ltd (the manager of the Fund) will manage and deploy the fund into asset-backed and cash-flow producing real estate assets in the Arabian Gulf region, growing cash flows by generating value post acquisition. This is not simply a vehicle set up to buy rent-yielding assets and pass through rent to token holders.
- 7-year expected time horizon for the Fund (maximum 10-years).
- 100% of proceeds from the Fund accrue to the Fund investors (minus the manager’s fees and carried interest).
- Additional upside: 20% of the founding share capital in the Fund manager shall be assigned to the benefit of EVM holders’ trustee bloc – providing substantial profit potential to EVM holders in perpetuity from all future funds launched.
- Tranching of the EVM offering:
 - Firstly, EVM shall be offered on an exclusive pre-ITO basis at 40% discount for a limited period of time.
 - Next up to 50,000,000 EVM on a reducing weekly discount, starting at 15% in week 1 of launch of this tranche, reaching 10% discount in closing week 4.
 - Final 90,000,000 EVM at par in a third tranche made available at least one month after finishing tranche two, sold until the overall target of USD 90 million is reached across all release phases.
 - All EVM tokens will be sold if subscribed to however; thereafter, whatever amount of EVM is not issued by the end of tranche 3 closing (if any) will be discarded.
 - 10,000,000 additional EVM tokens shall be retained by the issuer, of which 5,000,000 shall be distributed to executives, advisors and EVM fundraising promoters after the completion of the ITO, and the remaining 5,000,000 subject to a sale lock-in period of 5-years to align with long-term investor interests.
- EVM holders will get official, quarterly Fund performance reports.
- Unique characteristics of EVM:
 - Strong EVM token appreciation potential – based on the nature of the drawing down of proceeds into capital-appreciating assets with fundamentally positive long-term trajectory.
 - Net proceeds to be drawn down into income-producing real estate and related investments.
 - Fundamentally bonded to asset-backed projects.
 - Assets with the potential for the investment manager to enhance cash-flows and profit generation are the primary target.

An aerial, high-angle photograph of a dense urban skyline, featuring numerous tall skyscrapers and buildings. The image is in a desaturated, light blue-grey color palette. The perspective is looking down from a high altitude, showing the intricate patterns of the city's architecture and the way the buildings are packed together. The text is overlaid on the left side of the image, following the curve of the skyline.

A proven, multi-trillion-dollar
asset management model;
brought to the blockchain ...
offering EVM holders a
revenue model with
considerable growth and
scalability

The Evareium Road Map

September
2017
Pre-ITO
Launch

Q4 2017
Deploy
Investment
Funds into
Assets

2018
Deploy Funds
into Projects
and Assets

October 2017
ITO Launch
and EVM
issuance

Q1 2018
Final ITO
Release
All EVM issued

Q4 2018/
onwards
Deploy remaining
Funds, Manage
EVM Assets &
Launch Next
Tokenized Fund

Table of Contents

Section No.	Page No.
1. Evareium	12
1.1 Introduction	12
1.2 The Genesis of EVM	12
1.3 EVM Offering Summary.....	12
2. Term Sheet	13
3. EVM Issuance, Rate and Discounts.....	15
4. Investment Model – Summary of Key Information	16
5. Business Model Fundamentals	18
5.1 A Unique and Compelling, Asset-Backed Tokenised Offering	18
5.2 Asset-Backed Deployment Strategy	19
5.3 Business Model – Evolution and Core Milestones	19
6. The Private Equity Real Estate Fund.....	20
6.1 The Market Opportunity – a Dearth of Institutional Capital	20
6.2 Overall EVM strategy.....	20
6.3 How our Proposed Capital Appreciation Model Will Work.....	21
6.4 A REIT as an Exit for the Fund’s Investments	21
6.5 Key Fund Objectives	22
6.6 Investment Pipeline	24
7. The Fund Manager – Evarei Investment Management Ltd	25
7.1 Organization Chart	25
7.2 Key Executives and Advisors – Biography Summaries	26
8. Projected Financial Performance	28
9. Fund Investment Prospectus Summary	28
10.Contact Information.....	28

1. EVAREIUM

1.1 INTRODUCTION

This white paper (“White Paper”) sets out the vision, strategy, structure and investment potential of this Evareium (EVM) token offering, and illustrates the intended objectives and targets for the Fund – being the underlying enterprise driving direct value potential to EVM moving forward. This White Paper further outlines the team, proposition fundamentals and development scope of the affiliated current pipeline of prospective asset acquisitions.

1.2 THE GENESIS OF EVM

Spearheaded by leading professionals from the MENA real estate, hospitality, private equity, fintech and banking sectors with extensive professional expertise garnered from our combined 50+ years working for top tier institutions (including The Abraaj Group, HSBC, Bank Julius Baer, American Express and Tishman Speyer) in the MENA region, Europe and north America.

Our expertise includes establishing and managing private equity funds, real estate investment trusts (REITs) and making direct investments in landmark projects such as ENSHAA psc, developer and owner of a portfolio of assets including: Palazzo Versace Dubai, D1 residential tower and Emirates Financial Towers commercial complex, and the Capital Club Dubai, along with investments into contractors and other real estate development companies. Working on projects totaling more than USD 20 billion in value over the past three decades, we have developed an enviable track record in creating value and finding niche investment opportunities to outperform others in the investment management space.

We will procure, plan, finance and asset manage acquisitions for the benefit of the EVM holders, providing a compelling opportunity to token subscribers seeking benefit from a lucrative and tangible asset-backed business model whilst having the freedom of rapid token exchange through Waves.

1.3 EVM OFFERING SUMMARY

Globalstate Limited (BVI), as lead advocate (the “Advocate”) will form an investment fund in the Cayman Islands called **Evarei MENA Real Estate Investments Limited Partnership** (the “Fund”, or “Evarei MENA Real Estate Investments L.P.”), a holding company in Cayman Islands to manage the Fund and holding company called Evarei Investment Management Ltd (“EIM”).

Having consulted with world-class law firms such as Norton Rose Fulbright and Allen & Overy, the Advocate has replicated a fund structure adopted in an identical or similar fashion by many of the well over 40,000 private equity and similar funds registered in the Cayman Islands today.

Advocate is proposing to have issued up to 150,000,000 EVM tokens to acquirers, the proceeds from which will be provided as a limited partner bloc interest into the Fund, via one central EVM trustee. Managing the Fund, EIM will specialize in making and managing investments (principally) in Dubai and elsewhere in the United Arab Emirates and wider Arabian Gulf and potentially elsewhere with a particular orientation towards:

- business upgrade and repositioning/capital improvement opportunities;
- value-add acquisitions;
- when the opportunity arises, development projects with short-gestations and a clear timeline;
- assets where controlling interest is available; no minority equity stakes if control is not sufficient;
- ideally real estate assets where tenancy of fewer than 10 tenants is achievable; and
- long-dated leasing opportunities.

2. TERM SHEET

NAME

Evareium (EVM).

TOKEN NETWORK

Waves.

PLACEMENT

Proof of token ownership. Proportional stake in Evarei MENA Real Estate Investments Limited Partnership (the “Fund”) held through a trustee on behalf of all EVM holders (as one bloc).

MANAGER

Evarei Investment Management Ltd (the “Manager”) – proposed to be formed in the United Arab Emirates.

QUANTITY, OFFER RATE AND ACCEPTED CURRENCIES

Up to 150,000,000 EVM tokens to be issued at par value USD 1 per EVM (*subject to discounts where applicable as mentioned later in this document*). The minimum target (during the pre-ITO first tranche stage) is the issuance of 750,000 EVM. If this minimum amount is not raised then the EVM tokens will not be issued and funds returned to acquirers in full. Accepted digital currencies for the pre-ITO include Bitcoin, Litecoin, Ethereum and Ripple.

FUND RAISE

The amount raised will be equal to the sum collected from sale of EVM - for the second and third tranches, through a certified handling agent, by the closing date of the ITO. The issuer and subscription agent retain the right without liability of rejecting any EVM subscription request for whatever reason (which shall not necessarily be required to be cited).

CLASSES OF TOKENS

One class of tokens shall be issued (EVM).

KEY FUND PARTICULARS

- 10-Year private equity fund, Cayman Islands domicile (expected to complete all investments and return all capital and gains within 7-years).
- Targeting real estate assets with strong capital growth and exit value potential in Dubai, Abu Dhabi, the rest of the UAE, potentially other countries in the Arabian Gulf and elsewhere.

EVM BENEFITS

- 100% of the proceeds from the Fund’s investments shall accrue to Fund investors pro-rata to their stake holding (minus the Manager’s fees and carried interest as set out in this white paper).
- The beneficial interest in 20% of the founding share capital in the Manager of the Fund shall be provided to the EVM holding trustee bloc – to provide *substantial* upside to EVM holders in the form of ongoing distributed profits from all operations – including profits from future funds raised and managed by the Manager.

USE OF FUNDS

Proceeds from the first USD 2,000,000 equivalent raised shall be used to establish the Manager and the Fund. The proceeds from the balance of EVM issued (assuming the minimum target is exceeded) shall be used to subscribe to the Fund limited partnership, settle costs and fees and secure direct real estate interests through the Fund.

TOKEN REPURCHASE

Once the EVM net proceeds are returned to the trustee bloc by the Fund, the Manager intends to procure that the trustee bloc reinvest the capital into a new investment fund of similar or equitable terms, although the Manager may alternatively elect to buyback the EVM tokens at the original cost once all the gains are returned to investors.

FEES

The following shall be deducted from EVM issuance proceeds over and above the initial USD 2,000,000 equivalent raised:

- 2% one-off arrangement fee;
- 2% annual management fee for the duration of the Fund; and
- 20% carried interest on net realized gains on investment achieved by investments (hurdle rate 6%).

The Manager will also pay placement agents where required from the Fund proceeds, and the Fund shall settle fund administration costs and fees.

INVESTOR REPORTS

The EVM investors will be entitled to receive the quarterly reports on Fund progress and valuations as provided by the Manager via their intended administrator – **Maples Fund Services** in Dubai, UAE.

CURRENCY HOLDINGS

EVM proceeds may be converted by the manager into USD upon closing each tranche at the prevailing USD rate. The balance of funds raised shall be held in the currency of the ITO agent or Manager's discretion, acting diligently for EVM holders.

OFFERING AND EXECUTIVE MANAGEMENT TEAM**EXECUTIVE MANAGEMENT TEAM – 'MANAGER' OF THE FUND (proposed)**

- Stefan Hickmott BA (Hons) – CEO and Founder
- Mark Wilson (MSc) – Principal of Investments
- Negath Manzoor – Group Financial Director – Finance and Administration
- Matthew Ranson BSc (Hons) ACIBSE – Brand and Commercial Strategy Advisory
- Andrew Rowstone – Investor Relations Manager

EVM PROMOTION AND ASSET ISSUANCE TEAM, AND ADVISORY BOARD

- Peerchemist – the Peercoin project
- Tom Le – Technical Advisor – executive director of GE
- Justen Bontekoe - Technical Advisor
- Steve Rowstone – Advisory Associate
- Gaurav Sinha – Insignia Worldwide Group

CONSULTANTS, SERVICES PROVIDERS AND ASSOCIATIONS

- Maples and Calder – Lead Cayman Islands legal counsel
- Jones Lang Lasalle – transaction advisory in real estate
- CBRE – quantity surveying, land valuations, hotel and commercial real estate valuation
- PWC – proposed auditors of the Company
- AECOM – development and construction consultants
- IBREA – international blockchain real estate association
- OSCRE – real estate and technology standards organization

3. EVM ISSUANCE, RATE AND DISCOUNTS

TOTAL ISSUANCE – TRANCHES, DISCOUNTS

A total of up to 150,000,000 EVM are proposed to be issued in three tranches on the following basis:

- **Firstly, EVM** will be offered on an exclusive pre-ITO basis for USD 0.60 equivalent (representing a 40% discount to the par value of USD 1 equivalent per EVM token). *(note: if this pre-ITO phase is well-received, then it may be extended to allow as much EVM to be acquired as desired and the second and/or third tranche total offering volumes altered pro-rata at the Proponents' sole discretion).*
- **Secondly, up to 50,000,000 EVM** will be issued at a 15% discount to the 1 USD par value in week one of launch of this second tranche, reducing by 1.25 percentage points each week to 10 per cent in the closing week.
- **Thirdly, up to 90,000,000 EVM** will be issued at the 1 USD par value until the USD 90 million equivalent of funding target is reached across all phases *(the Manager shall retain the right to take subscriptions beyond the USD 90 million target if phases are oversubscribed, until all 150 million EVM have been issued).*
- Whatever EVM tokens that are then left unsold (if any) will be discarded.

ACQUISITION

The EVM token will be offered initially as a private placement and be made available in exchange for Bitcoin, Litecoin, Ethereum and Ripple. Following the pre-ITO first tranche, EVM will be issued via an official ITO agent to subscribers on the Waves platform.

Exchange capability and dynamics on Waves may be activated only post the pre-ITO process once the EVM tokens are distributed to subscribers following completion of the EVM issuance phase in question, and possibly subject to applicable actions regarding securities exchange laws, including (where required) SEC adherence, being therein implemented.

OFFERING RATE

1 EVM : USD 1 equivalent is the par value, subject to applicable discounts and terms as herein described.

One EVM will be exchanged for equivalent USD rate to Bitcoin, Litecoin, Ethereum and Ripple.

ISSUER'S EVM HOLDINGS

10,000,000 of the total proposed 150,000,000 EVM shall be retained by the Manager (or their nominee), 5,000,000 of which shall be distributed to executives, advisors and EVM fundraising promoters after the completion of the ITO, and the remaining 5,000,000 being subject to a lock-in period on their sale of 5-years from the date of issuance, to align the issuer's interests with those of the EVM subscribers.

Note: during the pre-ITO (first tranche) sale, the Manager shall distribute a prudent amount of the overall EVM reserved by them in accordance with the general needs of the Manager to compensate advisors and promoters in line with the pre-ITO funds raised.

4. INVESTMENT MODEL – SUMMARY OF KEY INFORMATION

DOMICILE

- Holding company and Fund established in the Cayman Islands (exempt of withholding taxes).
- Operating office initially in Dubai, UAE.

USE OF EVM PROCEEDS

- EVM proceeds will be availed by the Fund as a limited partner subscription interest – managed by the trustee of the EVM bloc.

PROPONENTS

- Seasoned professionals with 40+ years combined investment and asset/fund management expertise in the UAE/GCC region (50+ years globally, combined with blockchain experts and leading token asset issuance professionals).

INVESTMENT STRATEGY

- acquire lucrative real estate assets in Dubai/regionally with leverage (e.g. 10x earnings acquisition price = 10% yield);
- hold for 3-5 years, grow cash flows and pay-down debt – enhancing shareholder equity substantially;
- bring up to full ‘investment grade’ standards; and
- exit at a vastly stronger valuation (e.g. 13.3 x earnings/7.5% yield) by virtue of exit into a listed real estate investment trust (REIT) the Manager intends to establish (if viable), potentially incorporating a tokenised structure into the REIT as a new offering (e.g. ‘EVMGOLD’ token).

TARGET MANAGED FUNDS

- Up to USD 100 million of equity assets under management (AUM) within the first year of operation.

KEY INVESTMENT THEMES

- Real estate (commercial, retail, residential, light industrial etc), hotels, leisure projects, schools/academic facilities, healthcare facilities, completion capital, build to suit, sale & leaseback, value-add and niche asset opportunities, land-owner JV's and (potentially) tech/media projects.

INVESTMENT HORIZON

- 4- to 5-years holding/gestation period per individual investment.

PREFERRED / TARGET EXIT ROUTE

- Establishment of real estate investment trusts (REITs), to acquire the Fund's investment assets by 'swapping shares' to provide listed REIT units.
- The Manager will then return all net proceeds to the EVM trustee bloc entity and intends to reinvest the original capital or return it to the EVM holders by way of a buy back (at Manager's discretion).
- Potential creation of REIT tokens at a later date by the Manager, as an alternative/addition to a traditional-space REIT offering mentioned above.

INITIAL INVESTMENTS

- Multiple potential projects identified – all projects undertaken will be fully structured, due diligenced, documented & secured by the Manager for Fund acquisition.

INDICATIVE EVM HOLDERS' RETURNS POTENTIAL

- Estimated **370% to 500% capital return** – as well as **unbounded upside profit potential** from EVM Holders' **20% stake** in the fund management company at the outset.

FEE STRUCTURE AND DETAILS

- Annual Management Fee: 2% of total funds under management as an annual management fee – this will be used by the Manager to fund all operations to source, acquire and manage assets for the investors, and create value.
- Arrangement/Subscription Fee: 2% of total funds under management as a one-off arrangement/subscription fee. This will be used by the Manager to cover carrying costs of this project to date – to pay advisors, partners and acknowledge general costs incurred by the management team leading to the EVM issuance.
- Carried Interest: 20% share of net proceeds of each investment upon exit of the managed assets into the REIT (or other form of exit), provided a minimum hurdle rate of 6% IRR is achieved for EVM investors on the investment in question – calculated from the time the investment is drawn down by the fund to the time requisite funds are returned back to the fund from the investment. This is a performance-based incentive fee for the Manager – if a minimum threshold return is not achieved by the Manager for EVM holders, then this profit share for the Manager is not applicable – therefore incentivizing the manager and aligning interests with the EVM holders to generate and maintain optimum value in the portfolio of assets.

The Manager shall also settle placement fees where applicable on behalf of and paid by the Fund, as will fund administration fees and charges.

“Not only will 100% of the proceeds from EVM holders’ investment into the Fund accrue back to EVM holders (minus the Manager’s fees and carried interest), EVM holders will also have at the outset a 20% stake in the management company of the Fund – providing perpetual income from all distributable earnings of the fund manager as its assets under management grow by a potential 2,000% over 10- to 15-years following the success of this first Fund. This has the potential to propel an additional substantial increase in the value of EVM in a rapid timeframe – such valuation and upside potential to EVM holders is therefore considerable and unrestricted”

5. BUSINESS MODEL FUNDAMENTALS

5.1 A UNIQUE AND COMPELLING, ASSET-BACKED TOKENISED OFFERING

- **By leveraging blockchain-based funding, we are enabling token-holders to access the benefits that exist in specific segments of the real estate sector in vibrant growth markets.**
- Instead of investors injecting their capital directly into a single real estate asset, investors can avail the substantial benefits of managed diversity through the EVM offering – and accessing otherwise unattainable assets and value-creation potential.
- Each owned token can be independently exchanged, which creates a lower point of entry to own a stake in a real estate asset and far greater liquidity potential, compared to traditional means. The private equity model whilst lucrative, traditionally lacks the ability for investors to trade their interests – and this becomes fully resolved by the tradability of EVM tokens, opening the doorway to trillions of USD of capital today that would fundamentally prefer such a liquid investment model over traditional private equity funds.
- The proposed business model will replicate in its core the classic private equity investment management model (akin to the likes of Blackstone, The Abraaj Group, Oaktree, TPG Capital) – with EVM holders having the benefit of 20% in such potentially lucrative management business model at the outset.
- The Fund will secure, via special purpose vehicles (SPVs) it established, cash-producing (or near cash-producing) real estate assets to amass a high-quality, managed portfolio.
- Evarei Investment Management Ltd (the “Manager”) is a new firm to be established post-token issuance closing that will exclusively manage the Fund.
- The Manager will mature each real estate investment under a fee-based income model, with fees accruing to the Manager being heavily weighted on a performance incentive basis (carried interest calculated on a per-investment basis).
- Up to USD 100 million of Assets Under Management is planned within the first year of operation – raise via the EVM ITO offering and potentially additional ITO’s and traditional investor sources.
- The Manager is intended to be established and based in Dubai and will be the sole manager and fiduciary of the entire Fund’s operations.
- Unique approach: the Fund will avail strong deal flow due to its unique investment approach to:
 - a) acquire existing and nearly-built assets with private equity and leverage;
 - b) deploy world-class management to stimulate positive capital growth opportunities; and
 - c) avail 200-400 basis points positive yield compression by transferring such ‘REIT investment grade’, matured real estate assets into our publically-listed investment vehicle which is expected to be formed and listed – providing an ‘assured’, valuable exit route for investors.
- The proprietary exit route for all Fund investments will be a REIT(s). The Manager intends to also potentially introduce a model whereby these real estate investments can be sold in the form of a further token offering (i.e. EVMGOLD). There is also the opportunity however to sell individual or collections of assets on an alternate basis through trade sales or other means, acting in the best interest of investors.

5.2 ASSET-BACKED DEPLOYMENT STRATEGY

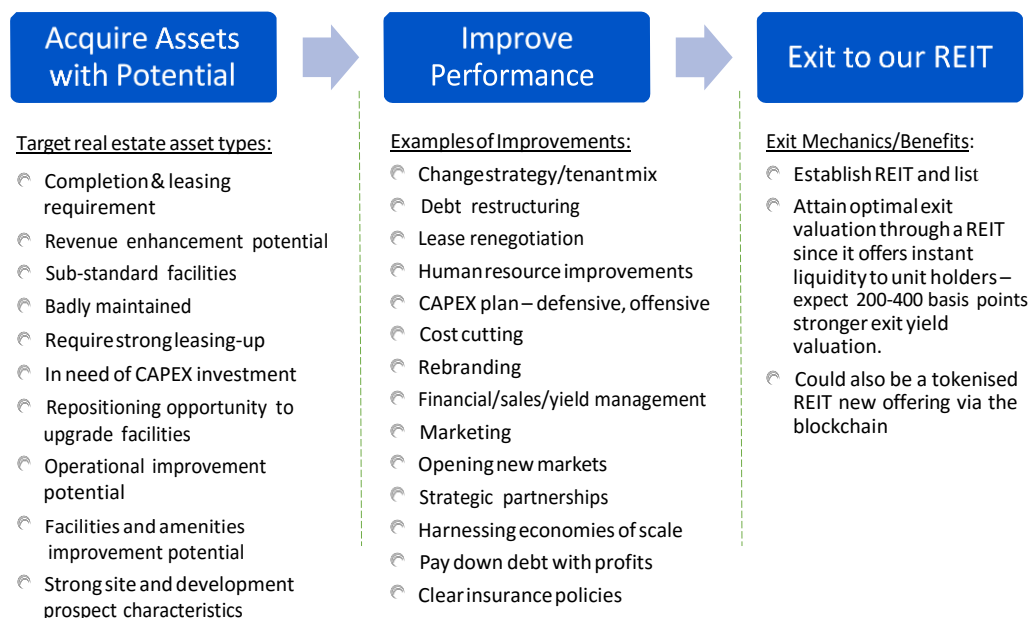
- EVM offers an opportunity to break new ground and embrace new emerging technologies in the blockchain – predicted to hold 10% of global GDP by 2027.
- The Fund will provide a compelling opportunity for EVM holders spearheaded by executive expertise and substantial work to date on this programme – with the vast majority of EVM holders’ proceeds being deployed into fully tangible, asset-backed, cash-flow and profit-producing assets.
- The primary strategy is to target core-plus, value-add and opportunistic real estate assets in Dubai as well as the GCC and South Asia region which display attractive, risk-adjusted returns potential.
- The EVM holder will benefit from availing a lucrative business model and core investment management team to address a new and unique aspect of the GCC real estate sector – and one which is abundant with opportunity.
- **The potential long-term growth trajectory profile of the EVM token is therefore substantially greater than for other, third-party token offerings to date, given the fundamentally asset-backed and cash-flow backed nature of EVM.**

5.3 BUSINESS MODEL – EVOLUTION AND CORE MILESTONES

Three distinct evolutionary phases of the business model are envisaged post EVM-issuance:

1. Acquisition and management of a lucrative portfolio of real estate assets.
2. Maturation of assets and holdings.
3. Exit into a real estate investment trust (REIT).

Our Business Model



The Fund will then naturally liquidate the underlying portfolio and either: reinvest the returned EVM capital (vesting with the trustee) into new private equity funds the Manager establishes, or buy back the EVM token as a means of fully returning capital and investment gains to token-holders (solely at the Manager’s discretion at the time).

6. THE PRIVATE EQUITY REAL ESTATE FUND

6.1 THE MARKET OPPORTUNITY – A DEARTH OF INSTITUTIONAL CAPITAL

“If Dubai, the UAE and wider region’s real estate markets are to mature akin to most Developed economies, USD 2 trillion of institutional capital needs to emerge in the real estate sector over the coming decades”

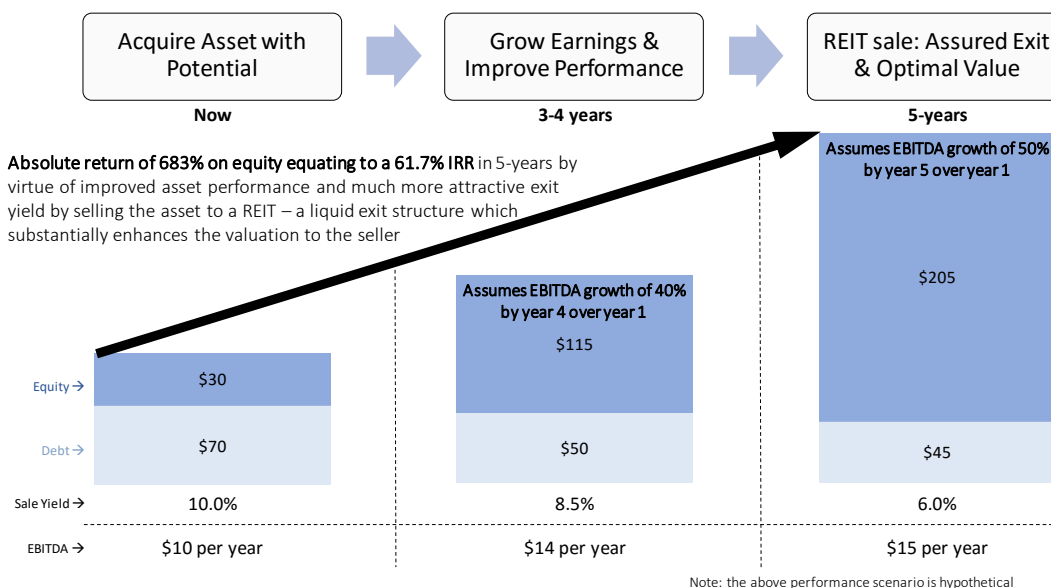
- Today, the regional Gulf Cooperation Council (GCC) real estate sector is substantially under institutionalized resulting in a fragmented capital structure and weak, disjointed ownership fundamentals, together with a wide variation in the quality of product and service offerings and general lack of disciplined management as well as high-quality product and safety standards.
- If the GCC is to become like other Developed economies, and institutionalize its real estate sector, USD 2 trillion of institutional capital needs to emerge in the RE sector over the coming decades, presenting a compelling ‘big-picture’ M&A opportunity.
- Further, some sharp rises or declines witnessed in the GCC real estate sector have been due, to a substantial degree, to a heavy predominance on pre-selling real estate and individual retail owners who are not typically institutional nor necessarily in the market for the long-game – more institutional capital will help strengthen and mature the market exponentially.
- Combining strong executive management, proven private equity fund model principles and the inherent security of blockchain-based contracts with a tokenised-based offering, we can legitimately minimize risks and bring enhanced value to EVM holders while also allowing non-traditional investors to take part in the private equity and REIT model we uniquely have structured.

6.2 OVERALL EVM STRATEGY

- Evarei Investment Management Ltd (EIM) is aiming to be at the forefront of the institutional evolution of the GCC real estate sector by investing private equity into risk-adjusted real estate investments and exiting investments into institutional REIT(s) integrating tokenised structures – providing both disciplined, institutional management to enhance asset values, and availing significant yield-compression from maturing assets from illiquid to highly-liquid investment form (i.e. private equity to publically listed) through a markedly scalable model.
- Our Fund can acquire ‘regular’ GCC real estate assets with leverage at fair value, ‘institutionalize’ their practices and quality to enhance earnings, and avail strong yield compression by exiting such ‘investment grade’ assets into the REIT that we establish – a three-fold business model deployment strategy which is expected to result in a minimum 2 to 3 x capital return every time per asset, plus presents a large-scale deal flow opportunity where any cleanly-transactable asset becomes a potentially viable target.
- By buying and selling the EVM tokens, investors are - in a way - buying and selling fractions of the underlying property asset investments that will be linked to them.
- The Waves platform will provide a fast, reliable and freely exchangeable means for EVM holders to avail and relinquish EVM token assets.

6.3 HOW OUR PROPOSED CAPITAL APPRECIATION MODEL WILL WORK

Our Value Creation Model at Work — *leverage, capital growth & yield compression provide the mechanics for high returns*



Key: EBITDA = earnings before interest, taxation, depreciation and amortization. IRR = internal rate of return.

- In the diagram above, our EVM holders will have the benefit of being the Fund's ultimate beneficiaries, knowing that the asset that the Fund invests in (a) will be expected to improve in value quickly (protecting their capital); and (b) has a 'guaranteed' exit in the form of a REIT we will establish, the transfer to which at a highly attractive valuation will be subject only to:
 - Bringing the asset into 'REIT investment grade' standards of operation, accounting, tenancing, leasing, insurance, financial management, health and safety etc, which we will do during the holding period (therefore fully de-risking the investment);
 - Showing stabilised/secured long-term cash flows/performance (minimum 3-years); and
 - Fair market valuation.
- So, the FUND investor knows they have the exit in place. And the REIT Investor then knows they are getting 'REIT investment grade', properly managed and performing assets at fair valuation. It's a win-win eco-system formula.

6.4 A REIT AS AN EXIT FOR THE FUND'S INVESTMENTS

- A REIT is a type of security that invests in real estate through property or mortgages and often trades on major exchanges like a stock.
- REITs provide investors with an extremely liquid stake in real estate. They typically offer high dividend yields compared to stocks.
- REITs are an investment vehicle for real estate that is comparable to a mutual fund, allowing both small and large investors to acquire ownership in real estate ventures, own and in some cases, operate commercial properties such as apartment complexes, hospitals, office buildings, warehouses, hotels and shopping malls.
- REITs are required by constitution and law to maintain dividend payout ratios of (typically) 90%, making them a favourite for income-seeking investors. Many REITs have dividend reinvestment plans (DRIPs), allowing returns to compound over time.
- **With zero corporate withholding tax being prominent across most GCC nations, regional REITs are an attractive proposition to global investors seeking strong returns potential.**

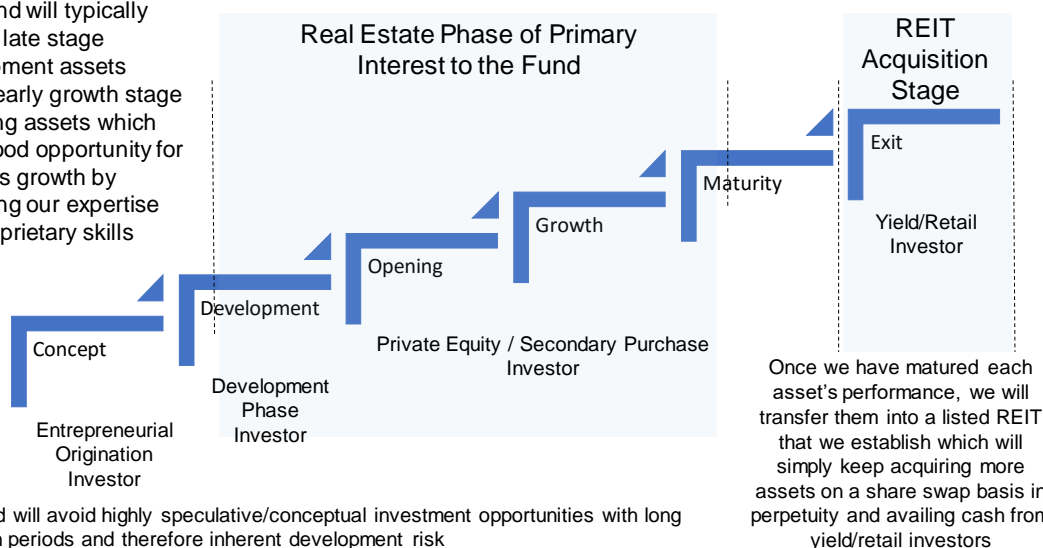
6.5 KEY FUND OBJECTIVES

A major strength of our investment model is flexibility to acquire ‘any’ type of real estate asset across all sectors – from healthcare to residential, hospitality to industrial, and be they existing businesses, newly completed or even still under development.

This is based on our unique investment philosophy: – to acquire, grow and sell assets that have excellent yield compression potential for our ultimate REIT exit:

Real Estate Acquisition Strategy and Evolution Model

The Fund will typically acquire late stage development assets and/or early growth stage operating assets which have good opportunity for earnings growth by deploying our expertise and proprietary skills



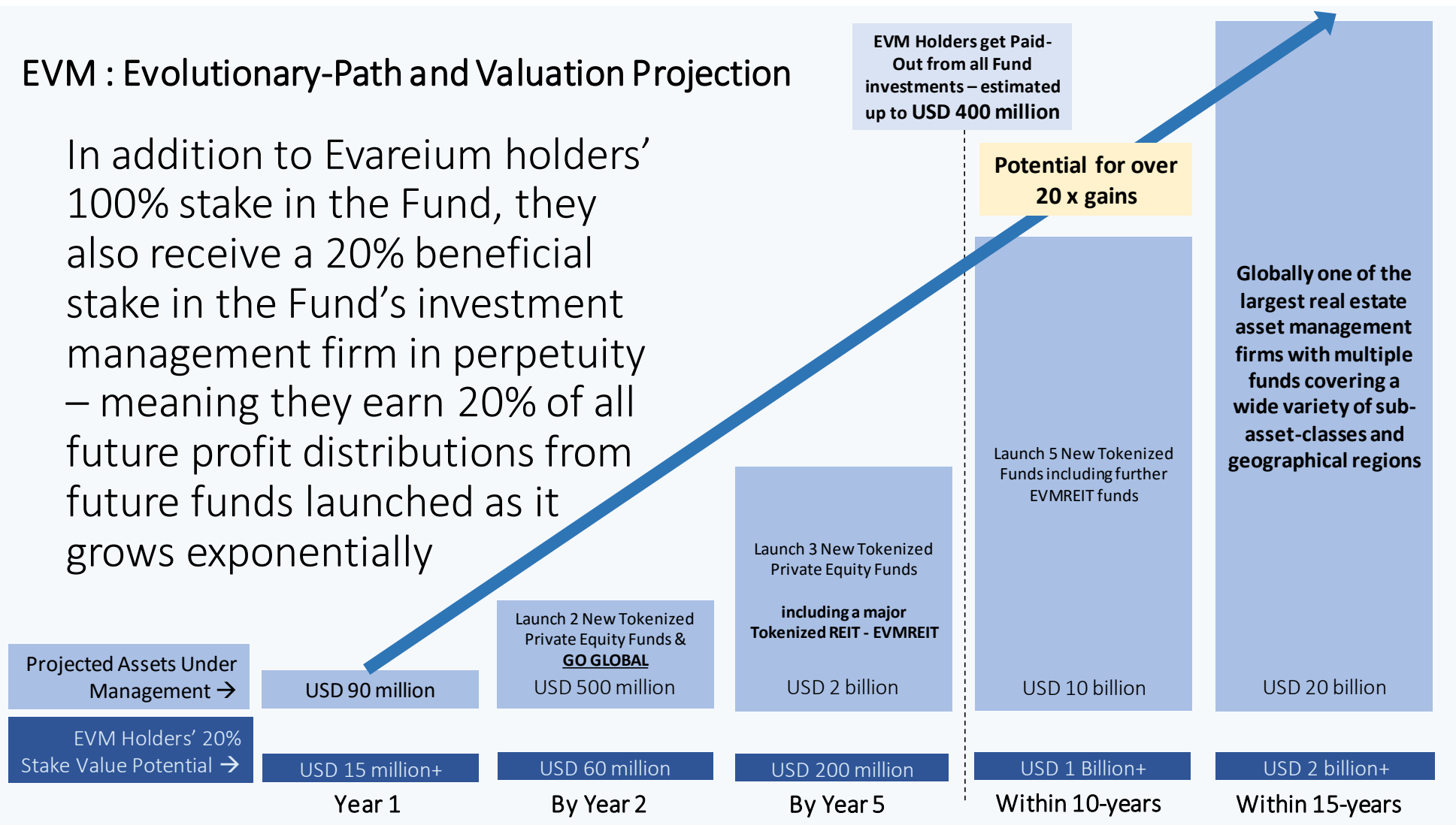
The Fund will avoid highly speculative/conceptual investment opportunities with long gestation periods and therefore inherent development risk

Targets investments for the Fund will include:

- Residential and Commercial – whole buildings which can be upgraded and repositioned.
- Distressed assets – seeking rapid sales.
- Healthcare & education projects and assets.
- Affordable housing.
- Staff accommodation.
- Hotels and hospitality projects.
- Serviced apartments.
- Conversions from existing use to create higher-rental, better-yielding real estate use.
- Retail malls/strips/precincts with short gestation periods and rapid exit horizons.
- Sale and leaseback – existing owners seeking to exit from direct ownership and avail sale and leaseback arrangements, whereby we can acquire with leverage, finalize the lease, stabilize operations and exit quickly to the REIT/further tokenized offering.
- Operational turnaround assets – underperforming assets with clear turnaround/investment scope.
- Growth and pre-IPO capital for real estate businesses (where sufficient control over our investment can be attained).
- Media and tech/app firms (related or unrelated to real estate).

EVM : Evolutionary-Path and Valuation Projection

In addition to Evareium holders' 100% stake in the Fund, they also receive a 20% beneficial stake in the Fund's investment management firm in perpetuity – meaning they earn 20% of all future profit distributions from future funds launched as it grows exponentially



6.6 INVESTMENT PIPELINE

Potential Project Pipeline— Illustrative Example of Select Projects



Surf Dubai

Type: mixed-use leisure and hotel project
Size: Up to 1,000,000 sq ft of land
Tenure: freehold / long leasehold
Location: Dubai South or Dubailand
Opportunity: to develop an integrated man-made surfing park, hotel, F&B and leisure facilities
Holding period: 4-6 years
Investment size: US\$ 30 million of equity
IRR potential: 25%+



Dubai South – Freezone Logistics

Type: land acquisition
Size: 50,000 to 1,000,000 sq ft
Tenure: long-lease
Availability: immediate
Opportunity: to develop built-to-suit warehousing and light industrial logistics facilities for long-term tenants
Holding period: 3-4 years
Investment size: US\$ 30 million of equity
IRR potential: 20%+



TECOM – Residential Building

Type: outright building acquisition
Tenure: freehold
Availability: immediate
Opportunity: develop quality residential apartments in a key residential area, to a standard higher than comparable offerings to command a price premium
Holding period: 3-5 years
Investment size: US\$ 20 million of equity
IRR potential: 20%+



Dubai Investments Park – Staff Housing

Type: outright building acquisition
Tenure: freehold
Price: AED 55 million / AED 664 per sq ft
Opportunity: buy a 252-unit staff accommodation full building, suitable for leasing to single or multiple long-term commercial tenants
Holding period: 3-4 years
Investment size: US\$ 10 million of equity
IRR potential: 20%+



Meydan – 3 Residential Buildings

Type: outright building acquisition
Size: 150,000 sq ft
Price: AED 132 million / AED 880 per sq ft
Tenure: freehold; a available immediately
Opportunity: lease high-quality tenanted accommodation on a full, secure community basis.
Holding period: 3-5 years
Investment size: US\$ 25 million of equity
IRR potential: 20%+



Hotel Apartment Tower – JBR

Type: outright building acquisition
Size: 320,000 sq ft
Price: AED 440 million / AED 1,375 per sq ft
Tenure: freehold
Opportunity: acquire a prime hotel apartments property in a major tourist area of Dubai
Holding period: 3-5 years
Investment size: US\$ 55 million of equity
IRR potential: 20%+

Potential Project Pipeline— Illustrative Example of Select Projects



Premium Brand Beach Resort

Type: hotel resort development
Size: Up to 480,000 sq ft of land
Tenure: freehold / long leasehold
Location: beachfront or waterside, Dubai/UAE
Opportunity: to assist in developing a world-class hotel resort for this prominent, new brand
Holding period: 4-6 years
Investment size: US\$ 40 million of equity
IRR potential: 20%+



Dubai Investments Park – Warehousing

Type: warehousing unit complex acquisition
Size/Price: 210,000 sq ft / AED 342 per sq ft
Tenure: freehold
Availability: immediate
Opportunity: partially convert to offices; meet demand for the growing Dubai World Central/Expo area
Holding period: 3-5 years
Investment size: US\$ 15 million of equity
IRR potential: 20%+



International City – Staff Housing

Type: full building acquisition
Size: 90,000 sq ft
Price: AED 45 million / AED 500 per sq ft
Tenure: freehold
Opportunity: provide good-quality residential apartments to long-term commercial tenants
Holding period: 2-4 years
Investment size: US\$ 5-7 million of equity
IRR potential: 20%+



Dubai TechnoPark – Warehousing

Type: outright building acquisition
Tenure: freehold
Price: AED 55 million / AED 166 per sq ft
Opportunity: leasing this expansive warehousing and office space to prime tenants – close to Expo 2020
Holding period: 3-4 years
Investment size: US\$ 10 million of equity
IRR potential: 22%+



Dubai Healthcare City

Type: full building acquisition – multiple available
Price: from AED 105 million to AED 120 million
Tenure: freehold
Opportunity: to lease the property to healthcare clients, office tenants and their employees and related, quality tenants – from AED 900 / sq.ft approx.
Holding period: 2-4 years
Investment size: US\$ 17.5 mil of equity each building
IRR potential: 20%+



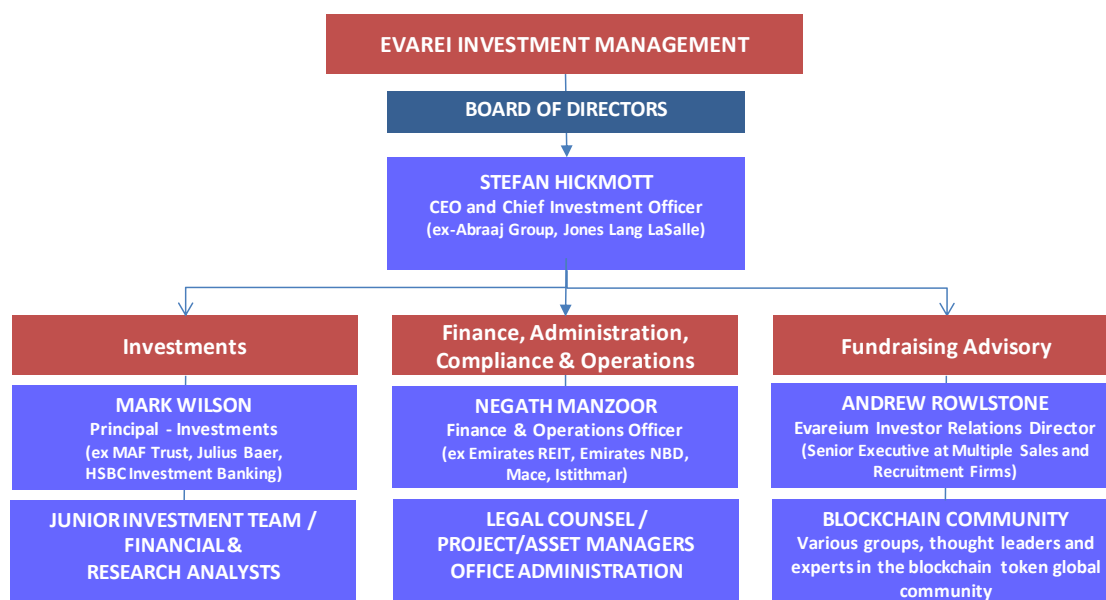
Dubai Lagoon, DIP – affordable housing

Type: outright building acquisition
Size: 55,800 sq ft
Price: AED 45 million / AED 806 per sq ft
Tenure: freehold
Opportunity: acquire a quality 46-unit building in Dubai Investment Park for corporate lease for staff
Holding period: 3-4 years
Investment size: US\$ 7 million of equity
IRR potential: 20%+

7. THE FUND MANAGER – EVAREI INVESTMENT MANAGEMENT LTD

7.1 ORGANIZATION CHART

Evarei Investment Management Ltd – ultimately proposed to be established in Dubai (parented in the Cayman Islands) – will be established as the exclusive Manager of the Fund. The immediate organization chart for the Manager for 2017 is anticipated as follows:



- Stefan Hickmott (CEO), Ms. Negath Manzoor (Finance and operations - ex Emirates REIT) and Mark Wilson (Principal – Investments) are the three core executives at the Manager.
- Stefan will spearhead the entire company and strategic development of the firm.
- Mark will be principally in charge of investment procurement and management activities, as well as liaising with traditional-space investment groups and sources.
- Negath Manzoor will cover the key positions (as required) of assistant Compliance Officer, Money Laundering Reporting Officer and Finance Officer as per the rulebook requirements (we propose to cover these important and essential functions primarily with one recruit initially and utilising outsourcers).
- Peerchemist is an expert blockchain and cryptocurrency advisor and intends to join the Manager as senior advisor to the executive team.
- Tom Lee is a cyber security and crypto expert and Executive Director of Cyber for GE Digital, with a strong skill set and reputable presence in the crypto-currency and ITO scene globally.
- As Evarei MENA Real Estate Investments L.P. achieves greater funds under management, the team head count will be increased in line with the volume of funds and assets under management and other factors.
- An **investment committee** and **independent advisory board** will also be appointed.

7.2 KEY EXECUTIVES AND ADVISORS – BIOGRAPHY SUMMARIES

Stefan Hickmott – Founder and Chief Executive Officer (and Chief Investment Officer)



Stefan is the owner of Globalstate Limited and has senior professional expertise and experience spanning 23-years in the private equity, investment, advisory and management consulting sectors, specializing in hospitality, leisure and real estate, and is the former vice president of investment for real estate and hospitality projects at **The Abraaj Group** in Dubai, U.A.E, the region's pre-eminent private equity firm. Stefan has considerable expertise as a principal in the direct investment space and has developed a successful track record in deployment of capital into well-structured, risk-adjusted investment opportunities with clear growth and exit potential.

Stefan has been instrumental in the investment and planning of many major real estate, hospitality and leisure development projects spanning the past 3 decades, including the creation of **Enshaa psc** in Dubai, developer of the mixed-use commercial/residential project **Emirates Financial Towers**, as well as the **Palazzo Versace Dubai** hotel and **D1** residential tower.

As a senior executive, Stefan also helped establish Jones Lang LaSalle MENA in Dubai in 2004. Stefan has completed more than 500 investment advisory, planning, business valuation, asset management and investment projects covering almost every type of real estate business.

Mark Wilson MSc – Principal – Investments



Mark has 15-years of experience in corporate finance advisory, corporate development and asset management. He has worked as the Senior Equities Associate with a UAE-based family office responsible for an internal equity portfolio, fund manager due diligence and selection, and asset allocation within the private and public equities fund manager space.

Previously, he was an Associate Director with **Julius Bär's Client Advisory Group (CAG)** in Dubai as a Buy-Side Equities Analyst for the **ONYX MENA Fund**, an absolute return fund advised by **Julius Bär CAG** and managed by **Blackpearl Capital**.

Within corporate finance/development, he was the Senior Investment Analyst within acquisitions and investments-based business development at a subsidiary of **Qatar Holding**, one of the operating arms of the **Qatar Investment Authority** targeting the consumer food and agribusiness sector, and prior to moving the GCC, Mark spent four and a half years with **HSBC's Investment Banking** division in London working on corporate finance advisory mandates covering debt finance advisory, equity raisings and mergers and acquisitions, primarily with the consumer staples, leisure and retail sector coverage team.

Negath Manzoor – Finance and Operations Officer

Negath is a UK qualified Chartered Certified Accountant (ACCA) with over seventeen years of experience, undertaking a wide range of roles in various finance functions. Negath has wide ranging international funds-related expertise accumulated through her roles and responsibilities with private equity funds and real estate funds operating out of London, the Cayman Islands, Luxembourg, New York, and since 2007, in Dubai.



Negath possesses significant expertise in real estate fund accounting, having worked with major real estate investment and private equity entities such as the **Pradera European Real Estate Fund**, **AIG Global Real Estate Investment**, **Tishman Speyer Properties**, **Istithmar**, **NBD Sana Capital Limited** and most recently **Emirates REIT (CEIC) Limited**. Before focusing more on real estate and private equity funds, Negath held various finance positions in the hospitality sector with the **Marriott Group** and the media sector with **Sportsworld Media Group**. She was admitted as a fellow to the Association of Chartered Certified Accounts in March 2008, and has been an authorised Compliance and Money Laundering Reporting Officer.

Matthew Ranson BSc (Hons) ACIBSE – Commercial Strategy Administration and Brand Enterprise

Matthew has senior, professional expertise and experience spanning 21-years in corporate strategy, branding and communications across multiple sectors including real estate, hospitality and travel, consumer brands and retail, building services, financial services, utilities, education, healthcare, government services, technology, transportation, NGOs and non-profit organizations.

Matthew has lived and worked in the Middle East for over 15-years.

Matthew's brand and corporate advisory portfolio includes: brand portfolio strategy and brand architecture creation for **Italian Hospitality Collection**, Italy; brand strategy, portfolio strategy and brand architecture for **Shurooq** (Sharjah Investment & Development Authority), UAE; brand development (including market positioning, customer journey mapping and naming) for a large mixed use development, **Zubair Corporation**, Oman; brand strategy and employee engagement for **Mubadala Petroleum**, UAE; brand strategy, portfolio strategy and brand architecture for **Meydan Hotels & Resorts**, UAE; and, brand strategy, portfolio strategy and brand architecture for **Al Ghurair Real Estate**, UAE.

Matthew is able to leverage his expertise to assist the Manager in optimizing the success of bespoke brand and corporate strategies to maximum commercial impact of investments the Fund makes.

Andrew Rowstone – Evareium Investor Relations Director

Andrew has 14-years' professional experience gained across multiple senior executive positions held in London, Qatar and the United Arab Emirates. Andrew has held senior management positions for leading international companies whilst also being a successful investor and trader in blockchain technology in the past months.

Andrew's main area of expertise include client procurement and customer relationship management within the corporate sales environment.

Combining Andrew's sales background with his investment and client management experience, Andrew is responsible for managing the pre-ITO and full ITO stages of the EVM offering. Andrew is scheduled to join the team as Evareium Investor Relations Director post EVM launch – a position that plays significant importance in managing the interests of the EVM investors and ensures an important level of continuity in relationship management moving forward along the EVM evolutionary road map.

Peerchemist – Technical Advisor

Peerchemist is a respected member of crypto-currency community. Since 2016 he has led the Peercoin project and invented the PeerAssets token protocol. Peerchemist strives to improve the crypto-currency scene by increasing real-life use cases like tokenization and blockchain-based governance and organization. Peerchemist advises executive management on all technical matters regarding Evareium as well as token offering and structuring strategies to adopt to reflect the expectations of the discerning token investor in this dynamic investment space.

Tom Le – Technical Advisor

Tom is a cyber security and crypto expert. He currently serves as the Executive Director of Cyber for GE Digital, protecting industrial infrastructure, supply chains and the industrial internet of things.

Tom has spent over 25 years in executive cyber and IT roles, including being CTO for BT Security, VP Engineering for Counterpane, and VP IT for Pure Markets. Tom has also been an executive consultant to numerous Fortune 500 companies and government entities and has filed several patents relating to digital signal processing and time series analysis.

8. PROJECTED FINANCIAL PERFORMANCE

EVM token holders will have the same proportional (pro-rata) right to the Fund's generated net gains and profits, as and when distributed to token holders.

Indicative Returns Potential (10-year horizon):

- Estimated **370% to 500% capital return** on the Fund.
- **Plus: returns potential on EVM holders' 20% stake in the Manager: over potentially 1,000% gain**
(assuming USD 2 to 5 billion of assets under management is achieved – similar to other fund management models)

9. FUND INVESTMENT PROSPECTUS SUMMARY

Provided as an additional PDF document – available upon request.

10. CONTACT INFORMATION

Contact	: Stefan Hickmott – CEO
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Join Telegram Group	: Evareium (EVM) ← click the link
Join Slack Group	: Evareium (EVM) ← click the link
Website	: www.evarei.com/evareium/
	: www.evareium.capital
	: www.evareium.io