



PRIVATE AND HIGHLY CONFIDENTIAL VIA FIRST CLASS MAIL/ELECTRONIC MAIL

This letter serves to confirm the retention by USI-TECH Limited (the “Company”) of Hart David Carson LLP to provide our legal opinion regarding the viability and market strategy regarding a derivative based software platform presented in order to trade bitcoin on forex-related markets.



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In rendering our opinion, we have reviewed and examined the following documents, documentation, legal sources (including but not limited to precedential case law), and regulatory notices, transcripts, and publications.



Forex Software

The principal product offering of USI-TECH is a proprietary algorithmic software add-on platform (“USI-TECH Software” or “Software”) that is specifically tailored to the MetaTrader 4 (“MT4”) FOREX platform and model¹. The MT4 platform provides participants with real-time news and commentary from their internal global research team, real time data with out the use of “auto syncs”, total lot size flexibility, and free hosting²

The USI-TECH Software is offered and sold to the User in the form of a non-exclusive perpetual license which is purchased with a fourteen (14) day “money back guarantee”. Each non-exclusive perpetual license is sold at a price of €600.00; however, is not required to be purchased by the User in order to participate in the business model. The USI-TECH Software requires the association of the User with a licensed broker, broker/dealer, or investment professional, who is able to effectuate trades in Bitcoin on behalf of the USI-TECH User. Through the use of the USI-TECH Software, the User is able to track real time news and trade data along with all the additional applications of the MT4 FOREX platform.



BTC Package

The secondary product offering of USI-TECH is the “BTC Package” (“BTCP”) which derives its value from USI-TECH’s non-exclusive interest in a series of Bitcoin mining contracts. Cloud mining” contracts or “cloud hashing” contracts, enable pools of Users the ability to purchase portions of server capacity within a data center server farm. The principal selling point of a Bitcoin mining contract is that it enables Users who would not otherwise have the means to purchase such server space, the ability to mine for Bitcoin. Additionally, these contracts enable users without the, *inter alia*, technological knowledge, software, electricity, or bandwidth to functionally mine for Bitcoin.

3. In practice, a Bitcoin mining contract, also known as “Cloud mining” contracts or “cloud hashing” contracts, enable pools of Users the ability to purchase portions of server capacity within a data center server farm. The principal selling point of a Bitcoin mining contract is that it enables Users who would not otherwise have the means to purchase such server space, the ability to mine for Bitcoin. Additionally, these contracts enable users without the, *inter alia*, technological knowledge, software, electricity, or bandwidth to functionally mine for Bitcoin. “



Accordingly, we render the following legal opinions:

1) USI-TECH LIMITED, Registration No. ICC20160282, is an International Business Company duly formed, validly existing, and - based solely on the Good Standing Certificates - is in good standing under the laws of Ras Al Khaimah International Corporate Centre Business Companies Regulations 2016, (b) has all requisite power and authority to carry on its business as now conducted, and (c) is qualified to do business in, and is in good standing in, every jurisdiction where such qualification is required;



Accordingly, we render the following legal opinions:

2) We are aware of no claim, litigation, action, or proceeding pending, threatened against, or otherwise affecting USI-TECH that involves the possibility of any judgment of liability not fully covered by insurance or that may result in a materially adverse change in condition, financial or otherwise, of the USI-TECH organization;



Accordingly, we render the following legal opinions:

3) USI-TECH LIMITED are in compliance with and actively endeavor to comply with those regulations currently in place by the Federal Trade Commission (FTC).



Accordingly, we render the following legal opinions:

4) USI-TECH is reflective of a validly existing and compliant multi-level marketing business model, adherent to the restrictions and allowances provided by *Koscot Interplanetary Inc.*, 86 F.T.C. 11106 (1975) and *In re Amway*, 93 FTC 618 (1979).