

# MASTERSWITCH 3 LTD

March 1, 2022

## Our Offer

1. Masterswitch 3 Ltd (“MS3”) are offering to a single partner (“the Partner”) the exclusive, in-perpetuity use of the intelligent content marketing intellectual property to be applied in the context of global immigration and national practice immigration operations, excluding Hong Kong (“the ICM Platform”).
2. We also offering the source code for our RIVeng case management software ‘as is’ at the date of the Transaction.
3. (1) and (2) of this Offer are collectively referred to hereafter as “the IP”.
4. The ICM Platform will be locked down for the exclusive use of the Partner for 3 calendar years from the date of the Transaction.
5. In order to assist the Partner to deploy the IP to maturity, the Transaction will also include the operational contribution of a 5-person MS3 Management Team for three calendar years on the following basis:
  - (a) Year 1 = 75% time
  - (b) Year 2 = 50% time
  - (c) Year 3 = 25% time
6. At the end of the 3-year lockdown period, the ICM Platform will once again be opened up for continuing monetisation by MS3 but with all immigration related usage reserved to the Partner in perpetuity thereafter.

## MS3 Management Team

Stephen Barnes – Hong Kong  
Martyn Penny – Hong Kong  
Jason Black – South Africa  
Konstantin Cherkozov – Bulgaria  
Alexandra Costas – Holland

## Transaction Documentation Anticipated

7. Exclusive License for the IP.
8. Document recording the terms of the Transaction.

## Next Steps

9. NDA, then guided review of the IP, *via*
10. Zoom discussion with Stephen Barnes, Martyn Penny & Jason Black

# MONOPOLY