



LINEWORK NETWORK / BUSINESS PLAN

Linework USA Inc. / Delaware C-Corporation / EIN 38-4280736

BUSINESS PLAN

Linework USA Inc.

*Tokenizing the world's private markets
starting with ourselves.*

**The fastest-growing company
on the way to Nasdaq.**

Linework USA Inc.

Delaware C-Corporation / EIN 38-4280736 / CIK 0002066228

800 N State St STE 304, Dover DE 19901-3925, United States

Confidential / Investor Document

v1.0 / April 2026

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AT A GLANCE

Key metrics.

\$2.15B

IMPLIED EQUITY VALUE

Carta 409A FMV \$78.36 on 27,461,434 outstanding common shares.

27.46M

LNWK SUPPLY (1:1 STOCK)

Tokenized common stock under DGCL Section 224.

12 mo

OPERATIONAL TRACK RECORD

Apr 2025 to Apr 2026. Apps live, valuation, banking, custody, audits.

8 mo

TO NASDAQ DAY 1

Q4 2026 target. Audit, Tokenization Date, Reg D, S-1, effectiveness, listing.

4

BUSINESS LINES LIVE

Bloop, Spiral, Banking, Asset Tokenization. iOS, Android, AWS EKS multi-AZ.

9+

INSTITUTIONAL PARTNERS

Securitize TA, Anchorage, CertiK, Trail of Bits, JPM, Schwab, Cross River, Carta.





EXECUTIVE SUMMARY

12 months delivered. 8 months to Nasdaq.

Linework USA Inc. ("Linework" or "the Company") is a Delaware C-Corporation operating a four-line consumer-financial platform with twelve months of operational execution since April 2025. The Company has authorized the tokenization of its common stock under Delaware General Corporation Law (DGCL) Section 224, has secured the institutional infrastructure required for a Nasdaq listing, and is on a path to public trading in Q4 2026, with December 2026 as the working target window.

The Company's four product lines — **Bloop** (crypto-native global marketplace), **Spiral** (uncensorable global social network), **Banking** (embedded payment and ledger infrastructure), and **Asset Tokenization** (turnkey tokenization-as-a-service for mid-market issuers) — are deployed live on the iOS App Store, Google Play Store, and AWS EKS multi-AZ infrastructure in the eu-central-1 region. Each line addresses a discrete revenue stream while sharing a common identity, custody, and compliance backbone.

On 17 June 2025 Carta Valuations LLC issued an independent 409A valuation of the Company's common stock at **\$78.36 per share**, implying an equity value of approximately **\$2.15 billion** on the 27,461,434 outstanding common shares. The Company has since onboarded JPMorgan Chase Platinum Business Checking, Charles Schwab money market reserves through VIM Wealth Management, and Cross River Bank as alternative banking; established relationships with Securitize Transfer Agent LLC (FINRA CRD 316503) and Anchorage Digital Bank N.A. (OCC National Trust Charter 1468); and engaged CertiK and Trail of Bits for the smart-contract audit scope letters now underway. Past non-core operations have been formally wound down to clear a clean S-1 path. On 21 April 2026 the Board of Directors approved the tokenization of common stock, the S-1 filing path, and the Nasdaq uplisting strategy.

The Linework security token (the "LNWK Security Token" or "LNWK") will be issued 1:1 against the 27,461,434 outstanding common shares on the Securitize DS Protocol, with all rights of common stock — voting, dividend, liquidation preference — preserved on-chain. At the Carta 409A fair-market value of \$78.36, the implied equity value is approximately \$2.15 billion. Transfers are whitelist-gated through Polygon ID and the Securitize ComplianceService, with OFAC and jurisdictional allow-list enforcement in-protocol.

Asset Tokenization is the scalable B2B revenue engine. Linework is the first platform to provide turnkey tokenization-as-a-service to mid-market issuers — issuers below the BlackRock BUIDL tier but above retail-DEX solutions — using the same institutional stack that powers BlackRock BUIDL, Franklin BENJI, KKR Health Care SGF II, Apollo Diversified Credit, and Hamilton Lane SCOPE. The proof point is execution: the Company tokenized its own common stock first.

Q4 2026 Nasdaq listing is the natural extension of work already substantially complete: infrastructure built, institutional partners established, corporate authorizations executed, audits underway. The remainder of the path is a sequenced execution of audit sign-off, mainnet Tokenization Date, Reg D 506(c) anchor private placement, S-1 filing, SEC effectiveness, and Nasdaq listing application — all





within an eight-month forward window.

WHY THIS MATTERS

We are the only equity-tokenization-to-Nasdaq path among institutional comparables, executed on a 12-month operational track record. Every other tokenized-RWA platform tokenizes assets for someone else. Linework tokenizes its own common stock and brings it to Nasdaq.





SECTION 1

Company History & Mission

From inception to a 12-month track record.

1.1 Twelve months in review

Linework USA Inc. was incorporated in the State of Delaware as a C-Corporation in Q2 2025. The Company was assigned Federal Employer Identification Number 38-4280736 and registered its principal office at 800 N State St STE 304, Dover DE 19901-3925. The Securities and Exchange Commission's EDGAR system assigned the Company Central Index Key 0002066228 in early 2026 in advance of S-1 preparation.

The twelve months from April 2025 to April 2026 produced a full operational stack, an independent valuation, institutional banking and custody relationships, the wind-down of non-core legacy operations, and a Board-approved authorization to bring the Company's common stock to a Nasdaq listing via tokenization on the Securitize DS Protocol. The narrative below tracks that path quarter by quarter.

Q2 2025 — Inception

Delaware C-Corporation formed. EIN 38-4280736 issued by the Internal Revenue Service. Principal office registered at 800 N State St STE 304, Dover DE. Initial capitalization, founder share issuance, and core executive role definition completed.

Mid-2025 — Product launch

Four business lines deployed live: Bloop marketplace, Spiral social network, Banking infrastructure, and Asset Tokenization B2B service. Consumer-facing applications listed on the iOS App Store and Google Play Store. Production infrastructure provisioned on AWS EKS Kubernetes 1.26 in the eu-central-1 region with multi-availability-zone redundancy. ArgoCD GitOps continuous delivery, Prometheus and Grafana observability, AWS CloudWatch monitoring, and SOC 2 Type I compliance preparation underway.

17 June 2025 — Independent 409A valuation

Carta Valuations LLC, an independent valuation firm registered with the SEC, issued a Section 409A valuation of the Company's common stock at **\$78.36 per share**. Applied to the 27,461,434 outstanding common shares, the valuation implies an equity value of approximately **\$2.15 billion**. The 409A valuation supports the Company's stock-based compensation framework and serves as the reference fair-market value for the LNWK Security Token issuance.

Late 2025 — Institutional banking onboarded

JPMorgan Chase Platinum Business Checking opened as the primary operating account. Charles Schwab money market fund reserves established through VIM Wealth Management for treasury yield optimization. Cross River Bank engaged as alternative banking with crypto and digital-asset-native settlement capability. Together, the three relationships provide redundancy across regulated US institutional banking, treasury yield, and digital-asset operational rails.



Q1 2026 — Custody and Transfer Agent relationships

Relationship established with Securitize Transfer Agent LLC (FINRA CRD 316503) for registry-of-record functions including holder registration, KYC and AML processes, transfer logging, and dividend distribution administration. Relationship established with Anchorage Digital Bank N.A. (OCC National Trust Charter 1468) for qualified custody of treasury-held LNWK tokens and operational reserves. Both partners serve the broader institutional tokenized-RWA category, including BlackRock BUIDL.

Q1 2026 — Audit firm relationships

CertiK and Trail of Bits engaged as the lead and independent smart-contract auditors, respectively. Scope letters cover the LNWK Security Token contracts deployed on the Securitize DS Protocol, including transfer-restriction logic, whitelist enforcement, force-transfer, pause functions, and the OpenZeppelin UUPS upgrade pattern with 48-hour timelock. Public audit reports are scheduled to publish in advance of the Tokenization Date.

Early Q2 2026 — Past entanglements unwound

Legacy non-core operations were formally wound down to concentrate focus on the core platform and produce a clean S-1 path. The Company narrowed its operational footprint to the four-line consumer-financial platform and the LNWK tokenization initiative. Resources, key personnel, and corporate attention now sit exclusively on the path to Nasdaq.

21 April 2026 — Authorizing Resolution

The Board of Directors of Linework USA Inc. approved the tokenization of the Company's common stock under DGCL Section 224, the path to S-1 filing, and the Nasdaq uplisting strategy. The Technology Services Agreement and the Binding Token Term Sheet were executed. The Independent Directors structure was formally approved for expansion from five to seven members, with appointment formalized via Board Resolution dated 27 April 2026.

Today — Twelve months delivered

As of the date of this Business Plan, the Company has completed twelve full months of operational execution. The stack is built, the valuation is independent, the banking and custody partners are onboarded, the audit firms are engaged, the corporate authorizations are executed, and the path to Nasdaq is set. Eight months remain to the target listing window.

1.2 Mission statement

MISSION

Linework Network exists to bring institutional-grade tokenization to the long tail of private markets — issuers below the BlackRock BUIDL tier but above retail-DEX solutions. We close the mid-market gap that traditional capital markets infrastructure has not served.

The mission has two parts. First, become a publicly listed Nasdaq company by tokenizing our own common stock and bringing it through SEC registration to public trading. Second, productize the same tokenization stack as a turnkey service for the mid-market issuer segment — family offices with concentrated illiquid positions, regional REITs, intellectual property and royalty holders, fund managers seeking fractional secondary liquidity for limited partner interests. The same stack that brings Linework to Nasdaq becomes the scalable B2B revenue engine for every issuer after.





SECTION 2

The Market Opportunity

A mid-market gap, an institutional pivot, a compounding flywheel.

2.1 Private markets at scale

The world's private markets are the largest pool of capital not addressed by listed exchanges. Approximate magnitudes from public industry sources: **private equity** global assets under management exceeded **\$13 trillion** by mid-2024; **real estate** aggregates roughly **\$330 trillion** in global asset value; **intellectual property and royalties** represent a monetizable pool exceeding **\$5 trillion**; **closed-end fund** limited-partner interests, structurally trapped in illiquid lockups, exceed **\$2 trillion**. None of these pools is liquid in the way listed equities are.

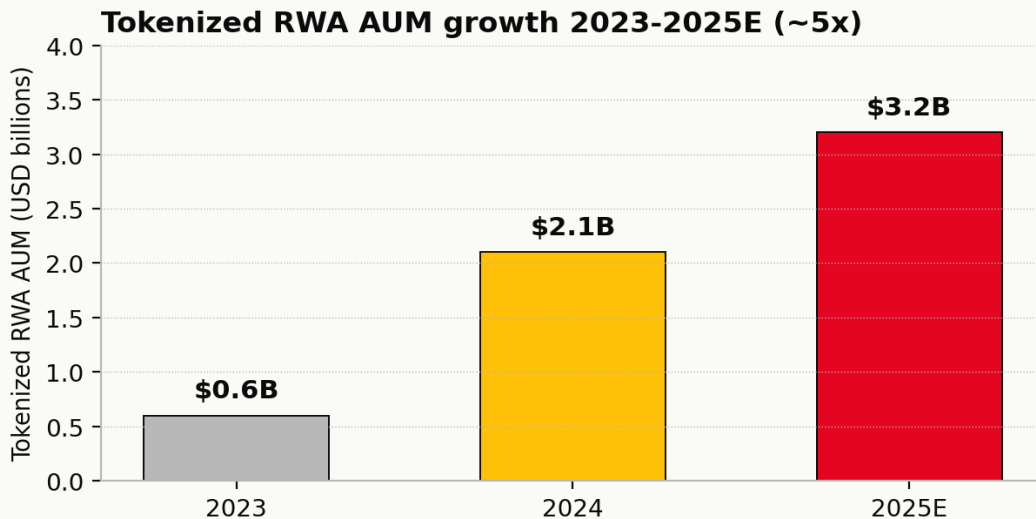
2.2 The liquidity problem

Secondary liquidity in private markets is slow, expensive, and informationally asymmetric. A typical private secondary transaction takes six to eighteen months to close. Valuations are arbitrary and frequently disputed. Capital is trapped in vehicles with multi-year lockups. Cap tables fragment across multiple SPVs, paper certificates, and informal beneficial-ownership arrangements. Each of these frictions is a candidate for tokenization-driven improvement.

2.3 The institutional pivot, 2024-2025

Through 2024 and 2025 the institutional tokenized-real-world-assets category has compounded sharply, with credible institutional issuers now operating at meaningful scale. **BlackRock BUIDL** crossed approximately \$520 million in assets under management by late 2025. **Franklin Templeton BENJI** exceeded approximately \$400 million. **Ondo OUSG** exceeded approximately \$200 million. **KKR Health Care Strategic Growth Fund II**, **Apollo Diversified Credit Composite**, and **Hamilton Lane SCOPE** are all live on the Securitize DS Protocol. The platform, technology, and counterparty stack used by these issuers is the same stack we adopt for LNWK and offer to mid-market clients.





Approximate per public filings late 2025. Includes BlackRock BUIDL, Franklin BENJI, Ondo, KKR, Apollo, Hamilton Lane.

2.4 The mid-market gap

Institutional tokenization tools have not reached sub-tier-one issuers. Family offices with concentrated illiquid positions in operating companies; regional real estate investment trusts; intellectual property holders without a banker relationship; royalty owners; mid-cap private equity general partners wanting fractional secondary liquidity for limited partners — all of these are unserved by tier-one platforms. The tier-one platforms are economically efficient at \$500M-plus AUM mandates but are not built to onboard a \$25-100M issuer profitably. That is the gap Linework Asset Tokenization addresses.

2.5 TAM logic and the compounding flywheel

The addressable market expands with each token issued. Every private company that wants liquidity but does not want an IPO is a potential client. Every family office with concentrated illiquid positions is a potential client. Every fund manager wanting fractional secondary liquidity is a potential client. Each LNWK or partner-issued token compounds: the consumer base on Bloop, Spiral, and Banking is the natural distribution channel for issuer tokens, and conversely, the inventory of tokenized assets in the wallet ecosystem makes Linework the natural place for the next consumer to onboard.

Private equity AUM	\$13 trillion+	Institutional pilot only — Apollo, KKR, Hamilton Lane via Securitize.
Real estate (global)	\$330 trillion (asset value)	Early — fragmented platforms, no mid-market standard yet.
IP and royalties	\$5 trillion (monetizable)	Nascent — music catalog tokenization in pilot phase.
Closed-end fund LP interests	\$2 trillion+ (lockup)	Pilot — fractional LP secondary in scope at top issuers.



SECTION 3

Products & Services

Four lines, one stack, one wallet.

3.1 Bloop — Crypto-native global marketplace

Bloop is a marketplace where sellers list goods and services and accept payment in multiple cryptocurrencies, including LWC (Linework's native unit), USDT, BTC, ETH, DOGE, and PEPE. The marketplace charges a 1% USDT service fee on every checkout. Sellers choose from four plan tiers: **Basic** (free, baseline listing), **Regular** (\$9.99 USDT/month, expanded inventory and analytics), **Premium** (\$19.99 USDT/month, full feature set), and **Premium Merit** (\$14.99 USDT/month plus an automatic loan facility of \$4,000 to \$50,000 available after three months of active selling, no fees and no interest). DHL shipping integration handles cross-border logistics. Cost-per-click advertising is priced at \$0.70 per product click and \$2 per store click.

Bloop's differentiator is geographic. Approximately 80% of countries are underserved or unserved by Amazon and Uber-tier platforms. Bloop's crypto-native settlement removes the dependency on local card-network rails and bank-to-bank correspondent flows that those platforms require. Sellers in jurisdictions outside the legacy footprint can accept payment from buyers anywhere with a wallet and a network connection.

3.2 Spiral — Uncensorable global social network

Spiral is a social network designed for press freedom and human rights, built to remain compliant under the United States legal framework while resisting non-judicial censorship. Users post images, videos, and tokenized assets. 24-hour Stories, geo-targeted feeds with multi-country visibility selectable by the publisher, public, private, and secret groups, scheduled posts, and end-to-end encrypted messaging are core features. Spiral is available on iOS, Android, the Tor network, and decentralized platforms.

Spiral operates under the United States Section 230 framework with a court-ordered takedown mechanism for illegal content. Verification badges are available to users for a fee of \$4.99 USDT every 30 days. Sponsored placements are priced separately based on audience and placement. The product is positioned for press-freedom and human-rights advocacy use cases, while remaining a general-purpose social network.

3.3 Banking — Embedded payment infrastructure

Banking is Linework's embedded payment and ledger-as-a-service layer. The system is built on ISO 8583-grade payment processing for card-network interoperability and exposes a multi-currency ledger with real-time settlement, AML and KYC and OFAC sanctions screening, and jurisdictional compliance built into every transaction. Internally, it operates the hot-wallet hub that links all four lines: PayIn and PayOut at 0.5% USDT internal between Linework accounts and 20 USDT (minimum \$50) external; the real-time swap engine at 6.5% on general swaps and 2.5% on swaps into the LWC unit (an in-network incentive); and a fiat-onramp partnership with Banxa under development.



The architecture is engineered for **tens of millions of transactions per day** with bank-grade reliability. The same infrastructure that powers Bloop and Spiral checkout also serves as the settlement rail for Asset Tokenization clients receiving distributions to their token holders. The internal interoperability is a structural advantage: a consumer holding LNWK alongside Asset Tokenization client tokens, an LWC balance, and a Bloop seller listing all transact through one ledger.

3.4 Asset Tokenization — Turnkey for mid-market issuers

Asset Tokenization is the B2B revenue engine. The product is tokenization-as-a-service: we onboard mid-market issuers — equity, real estate, intellectual property and royalties, fund interests, revenue rights, private debt — onto the same proven stack that powers BlackRock BUIDL and Franklin BENJI. The stack is **Securitize DS Protocol on Polygon PoS**, **Polygon ID** compliance identity, **Anchorage Digital Bank N.A.** qualified custody, and **CertiK plus Trail of Bits** independent audit. Linework USA Inc. is the platform's first issuer client. Our own common stock is the proof of execution.

The differentiator is twofold. First, we serve the mid-market segment that BlackRock and KKR do not service economically. Second, our consumer distribution network — Bloop, Spiral, and Banking — gives every issuer onboarded immediate proximity to a consumer wallet base, in the same wallet ecosystem, with the same identity provider, the same custodian, and the same compliance framework. More issuers makes the wallet more attractive to consumers; more consumers makes the platform more attractive to issuers. The flywheel compounds.

FIRST ISSUER CLIENT

Linework USA Inc. itself. The Company tokenizes its own common stock first, on the same stack we offer to clients. The proof of execution is the act of bringing ourselves to Nasdaq.



SECTION 4

Business Model & Revenue

Multiple recurring revenue streams across four lines.

4.1 Revenue streams by line

Bloop	Service fee on checkout	1% USDT on every transaction
Bloop	Seller subscription tiers	\$9.99 / \$14.99 / \$19.99 USDT per month
Bloop	Advertising — cost per click	\$0.70 per product click; \$2 per store click
Spiral	Verification badge	\$4.99 USDT every 30 days
Spiral	Sponsored placements	Pricing TBD by audience and placement
Banking	Internal transfer fee	0.5% USDT
Banking	External transfer fee	20 USDT fixed (minimum \$50)
Banking	Swap fee (general)	6.5% on amount swapped
Banking	Swap fee into LWC	2.5% (in-network incentive)
Asset Tokenization	Setup engagement fee	Quoted at scoping (issuer-specific)
Asset Tokenization	Recurring AUM basis-points fee	Quoted at scoping (issuer-specific)
Asset Tokenization	Compliance & operations fee	Quoted at scoping (issuer-specific)

Asset Tokenization pricing. Pricing for Asset Tokenization is bespoke per issuer engagement. Ranges typical of mid-market institutional tokenization fall in the 25-100 basis points annual on AUM range based on comparables, with setup fees scaled to issuer complexity. Specifics are quoted at the scoping call. Each engagement produces one-time setup revenue at issuer onboarding plus recurring AUM-based revenue for the life of the mandate.



4.2 Revenue mix dynamics

In the early years, marketplace and banking transaction-based revenue dominate, with Asset Tokenization client onboarding ramping. As the Asset Tokenization pipeline matures and AUM compounds, the recurring basis-points stream becomes the largest single line in the model. By Year 5 of the illustrative plan, Asset Tokenization is expected to represent the majority of revenue, supported by Bloop, Spiral, and Banking as a stable consumer-distribution complement.





SECTION 5

Technology & Infrastructure

Three layers, institutional throughout.

The Linework technology stack is engineered in three layers. The application layer serves consumer products and the Asset Tokenization client interface. The tokenization layer issues, transfers, and enforces compliance on LNWK and partner tokens. The custody, compliance, and audit layer comprises the institutional-grade external counterparties that make the entire stack institutionally credible.

APPLICATION LAYER

Bloop / Spiral / Banking / Asset Tokenization client UX

React Native (iOS / Android) / Next.js / Node.js + NestJS / Umi/React admin

MySQL 8.0.35 RDS multi-AZ / Redis 6.2.6 / S3 + IPFS Gateway

AWS EKS Kubernetes 1.26 (eu-central-1) / ArgoCD GitOps / Prometheus + Grafana + CloudWatch

TOKENIZATION LAYER

LNWK and external Asset Tokenization client tokens

Securitize DS Protocol (ERC-1404 based) / Polygon PoS mainnet (primary)

Ethereum bridge via LayerZero OFT v2 (on-demand institutional)

Polygon ID + ERC-735 claims mirror / OpenZeppelin UUPS proxy + 48h timelock

CUSTODY, COMPLIANCE & AUDIT LAYER

Securitize Transfer Agent LLC (FINRA CRD 316503) / Anchorage Digital Bank N.A. (OCC 1468)

Chainalysis Sanctions Oracle (OFAC) / 3-of-5 Gnosis Safe multisig governance

CertiK + Trail of Bits independent audits / Immunefi bug bounty

Tenderly + Forta + OpenZeppelin Defender 24/7 monitoring

Linework USA Inc. — three-layer stack

5.1 Application layer

The application layer is a modern web and mobile stack: React Native for iOS and Android, a Node.js plus NestJS backend, a Next.js frontend, and an Umi/React admin console. Persistence runs on MySQL 8.0.35 RDS multi-availability-zone with Redis 6.2.6 ElasticCache for session and cache. Storage is split between AWS S3 for operational artifacts and an IPFS Gateway for content addressed by hash. Orchestration is AWS EKS Kubernetes 1.26 in eu-central-1 with multi-AZ replicas, ArgoCD GitOps continuous delivery, and Prometheus plus Grafana plus AWS CloudWatch for observability.

5.2 Tokenization layer





The tokenization layer is built on the **Securitize DS Protocol** — an ERC-1404 based standard that enforces transfer restrictions at the contract level — deployed on **Polygon PoS mainnet** as the primary venue. Polygon was selected for its low transaction cost, fast finality, and the fact that institutional tokenized-RWA issuers including Hamilton Lane, KKR, and Apollo already use it. An **Ethereum bridge via LayerZero OFT v2** provides on-demand institutional access to Ethereum mainnet for counterparties with that requirement. Compliance identity is enforced through **Polygon ID** and an **ERC-735 claims mirror**; smart-contract upgrades use the OpenZeppelin UUPS proxy pattern with a 48-hour timelock and a 3-of-5 Gnosis Safe multisig.

5.3 Custody, compliance, and audit

The third layer is the institutional counterparty stack. **Securitize Transfer Agent LLC** (FINRA CRD 316503) is the registry of record, handling KYC and AML processes, transfer logging, and dividend distribution. **Anchorage Digital Bank N.A.** (OCC National Trust Charter 1468) provides qualified custody for treasury tokens and operating reserves. **Chainalysis Sanctions Oracle** enforces OFAC compliance in-protocol. Smart contracts are independently audited by **CertiK** (lead) and **Trail of Bits** (independent), with a **\$500,000 initial Immunefi bug bounty**. Production monitoring runs on **Tenderly**, **Forta**, and **OpenZeppelin Defender** on a 24/7 basis.



SECTION 6

Competitive Landscape

Comparables and structural moat.

6.1 Tokenized-RWA institutional comparables

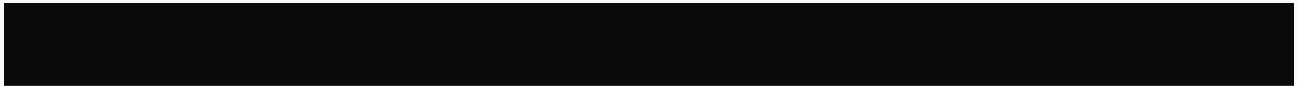
BlackRock BUIDL	\$520M+	Securitize DS Protocol; BNY Mellon custody; Securitize TA	Tokenized money-market
Franklin Templeton BENJI	\$400M+	Stellar / DS Protocol; Franklin TA	Tokenized money-market
Ondo OUSG	\$200M+	Securitize TA; institutional custodians	Tokenized US Treasuries
KKR Health Care SGF II	Closed-end	Securitize DS Protocol	Tokenized closed-end fund
Apollo Diversified Credit	Tokenized feeder	Securitize DS Protocol	Tokenized credit fund
Hamilton Lane SCOPE	Senior credit	Securitize DS Protocol; Polygon	Tokenized senior credit
Linework USA Inc.	\$2.15B implied (LNWK)	Securitize DS Protocol; Anchorage; Securitize TA	Tokenized common stock + B2B service

AUM figures are approximate per public filings late 2025. Linework's \$2.15B figure reflects the implied equity value at the Carta 409A FMV of \$78.36 on 27,461,434 common shares. Linework is the only entity in the table tokenizing its own common equity for an exchange listing as opposed to issuing third-party tokenized funds or products.

6.2 Structural moat

Linework's competitive position rests on four reinforcing differentiators.





1. Self-proof	We tokenized our own common stock first. Every other comparable tokenizes third-party assets. We carry credible execution risk and we own it.
2. Mid-market focus	Tier-one platforms are economic at \$500M-plus mandates. The mid-market (\$25-500M) is structurally unserved. We are built for that segment.
3. Consumer distribution	Issuer tokens land in the same wallet as consumer Bloop, Spiral, and Banking activity. No other tokenization platform has this distribution.
4. Speed	Turnkey deployment versus 12-month bespoke at competitors. Mid-market issuers cannot afford a 12-month onboarding. We compress it.



SECTION 7

Marketing & Distribution Strategy

Direct, inbound, partner, and organic.

7.1 Direct sales — Asset Tokenization B2B

The Asset Tokenization line is a direct enterprise sales motion. Account executives engage prospective issuers — family offices, regional REIT sponsors, IP and royalty holders, fund GPs — through targeted outbound and warm introductions from the Company's institutional partner network. Each engagement begins with a scoping call, proceeds to a signed engagement letter with a defined setup fee, and produces an issuer-specific deployment on the same stack used for LNWK.

7.2 Inbound from linework.network

The institutional landing site at **linework.network** is live in production today. It serves as the company's primary inbound channel for Asset Tokenization inquiries, investor relations communications, and recruitment. Following S-1 effectiveness, the site becomes the prospectus distribution and investor information hub.

7.3 Partner channels

Custodians, audit firms, and market makers form a supply-side partner flywheel. Securitize Transfer Agent LLC, Anchorage Digital Bank N.A., CertiK, Trail of Bits, and designated market-makers each carry warm introductions to issuer prospects who already trust the institutional counterparty stack. Linework benefits from this ambient credibility without paying separate distribution fees: each partner referral originates from a counterparty already engaged on the Linework platform.

7.4 Organic distribution from consumer base

The existing consumer base on Bloop, Spiral, and Banking provides organic distribution to issuer tokens. A consumer in the wallet ecosystem is one tap away from holding an Asset Tokenization client token, voting in its governance, and receiving its distributions through the same Banking ledger that processes Bloop checkout. No other tokenization platform has this resident audience.

7.5 Press strategy

Major press outreach is structured for post-S-1 effectiveness. Prior to that gate, communications are tightly constrained by SEC gun-jumping rules. Following effectiveness, the Company executes a coordinated outreach to Tier-1 financial press (Bloomberg, the Wall Street Journal, the Financial Times), institutional research (Morningstar, Bloomberg Intelligence), and digital-asset industry publications. Pre-effectiveness communications are limited to the Form 10 / S-1 filing, the company's website, and communications consistent with Rule 168 and Rule 169 safe harbors.



SECTION 8

Operations & Team

Senior team, board, institutional counterparties.

8.1 Senior team and governance

President & CEO	Strategic direction, capital strategy, principal external representation. Reports to the Board of Directors.
General Counsel & Director	Italian Bar admitted, US-Italy cross-border practice. Securities, corporate governance, and contractual matters.
Independent Directors	Independent Directors structure expanding 5 to 7 with formal appointment via Board Resolution of 27 April 2026. All meet Nasdaq Listing Rule 5605(a)(2) independence and SEC Rule 10A-3 audit committee independence standards.
Technology operations team	Engineering, smart-contract development, audit liaison, security operations.

8.2 External counterparties

Securitize Transfer Agent LLC	Registry of record (FINRA CRD 316503). KYC, AML, transfer logging, distribution administration.
Anchorage Digital Bank N.A.	Qualified custodian (OCC National Trust Charter 1468) for LNWK treasury and operating reserves.
CertiK	Lead smart-contract auditor.
Trail of Bits	Independent smart-contract auditor.
US Securities Counsel	Designated. Specific firm engagement per S-1 filing.
PCAOB-registered Auditor	Designated. Specific firm engagement per S-1 filing. 2-3 year financial audit underway in advance of S-1.





SECTION 9

Risk Factors

Institutional disclosure of principal risks.

The principal risks affecting the Company are summarized below at a high level. The fully developed risk factors will be disclosed in the Company's S-1 registration statement, where each risk will be elaborated to the standard required by SEC Regulation S-K Item 105.

9.1 Regulatory risk

The regulatory framework for tokenized securities is evolving. Changes to SEC rules, guidance from the Division of Corporation Finance, FINRA broker-dealer rules, OCC guidance to qualified custodians, or state-level securities regulation could materially affect the Company's operations, the tradability of LNWK, the timeline to Nasdaq uplisting, and the economics of the Asset Tokenization business. The Company maintains an active dialogue with regulatory counsel and the institutional counterparty stack to monitor and adapt to such changes.

9.2 Technology risk

Smart-contract code, even when independently audited, carries residual exploit risk. Blockchain reorganization events, validator failures on Polygon PoS, or network-layer denial-of-service events could disrupt token transfers and Banking settlement. The Company maintains independent audits, a \$500,000 Immunefi bug bounty, 24/7 monitoring via Tenderly, Forta, and OpenZeppelin Defender, and an emergency multisig with 48-hour timelocked upgrade authority. No control eliminates all technology risk.

9.3 Market risk

LNWK and other tokens issued through the Asset Tokenization platform are subject to broader crypto-market correlation, sentiment-driven price volatility, and macroeconomic factors outside the Company's control. Pre-Nasdaq, secondary trading depth on the Securitize Markets ATS may be limited. Post-Nasdaq, market-maker support and broader trading volume reduce but do not eliminate this risk.

9.4 Operational risk

The Company depends on key personnel for senior strategic and technical functions. The Company also depends on a concentrated set of vendor counterparties — Securitize, Anchorage, CertiK, Trail of Bits, the designated PCAOB auditor, and US securities counsel. Loss or impairment of any of these relationships could delay listing milestones or impair operations. The Company mitigates this through redundant vendor planning where feasible and through binding service-level agreements with primary counterparties.

9.5 Liquidity risk





Pre-Nasdaq trading of LNWK on the Securitize Markets ATS may have limited two-sided depth. Following Nasdaq listing, designated market-makers will provide continuous two-sided quoting subject to their internal risk limits. Investors should not rely on the assumption that LNWK can be liquidated at any specific price or in any specific size on demand.

9.6 Audit and assurance risk

PCAOB-audited financial statements covering the prior two-to-three year period are required for S-1 effectiveness. The audit is currently underway. Any material restatement, audit qualification, or scope adjustment could delay the S-1 filing timeline and the Q4 2026 Nasdaq listing target. The Company manages this risk through early audit engagement, weekly internal reporting cadence, and audit-committee level oversight.

The risk factors above are non-exhaustive. The full risk-factor set will be set forth in the Company's S-1 registration statement.



SECTION 10

Financial Projections

Illustrative 5-year forward model.

CAVEAT

Linework USA Inc. is currently completing a 2-3 year financial-statement audit by a PCAOB-registered firm in preparation for the S-1 filing. Specific historical revenue and cost figures are subject to that audit and will be disclosed via S-1 prospectus. The projections that follow are illustrative and unwarranted forward-looking statements per Section 27A of the Securities Act of 1933.

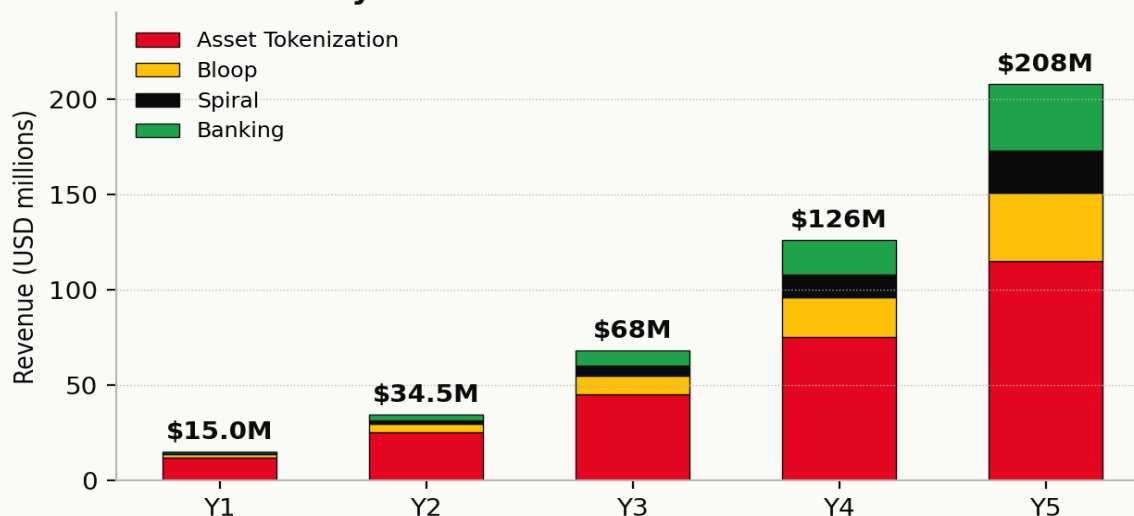
10.1 Five-year illustrative model

	Y0	Y1	Y2	Y3	Y4	Y5
Asset Tokenization clients (count)	1 (self)	3	8	18	35	60
Asset Tokenization AUM (\$M)	2,150 (LNWK)	2,500	3,500	5,500	8,500	13,000
Asset Tokenization revenue (\$M)	--	12	25	45	75	115
Bloop GMV (\$M)	TBD	50	150	350	700	1,200
Bloop revenue (\$M)	TBD	1.5	4.5	10	21	36
Spiral revenue (\$M)	TBD	0.5	2	5	12	22
Banking revenue (\$M)	TBD	1	3	8	18	35
Total revenue (\$M)	TBD	15	35	68	126	208

* Y0 figures are subject to PCAOB audit and will be disclosed in the S-1 prospectus. Y1-Y5 figures are illustrative forward-looking statements. They are not guarantees of future performance and are subject to material risk factors.



Illustrative 5-year revenue mix



Illustrative forward-looking projections per Section 27A of the 1933 Act. Not guarantees of future performance. Subject to material risk factors disclosed.

10.2 Year-by-year commentary

Y0 (April 2025 - April 2026). The operational establishment year. Infrastructure investment, four-line product deployment, institutional banking and custody onboarding, audit firm engagement, corporate authorizations. No material revenue at scale; consumer marketing constrained by gun-jumping considerations in advance of S-1 filing.

Y1 (post-Nasdaq listing year). Reg D 506(c) anchor capital deployed into operations and growth investment. First one to three external Asset Tokenization clients onboarded. Consumer growth accelerates as S-1 effectiveness removes pre-listing communications constraints. Marketing investment unlocked.

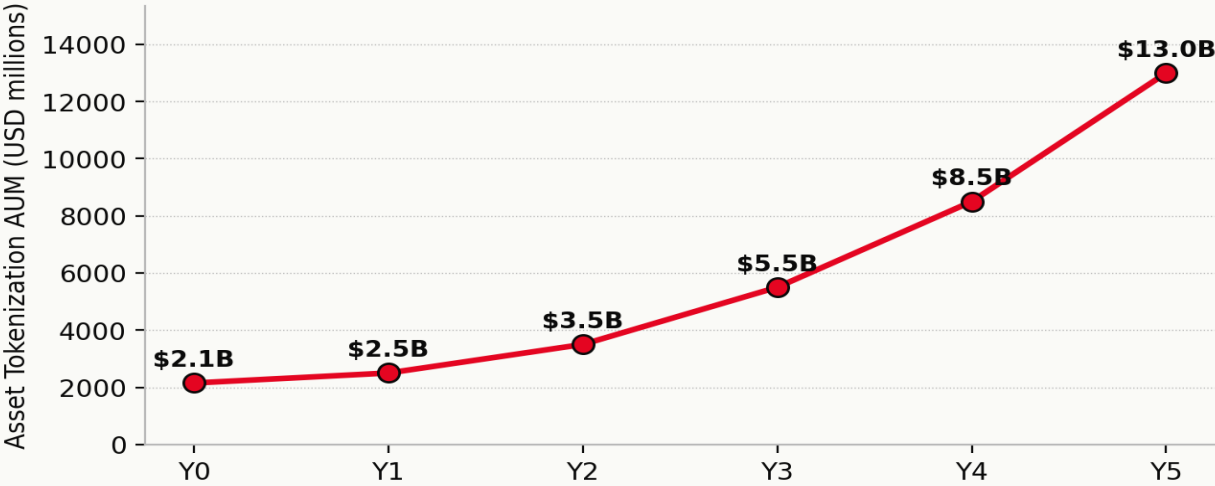
Y2-Y3. Asset Tokenization pipeline of five to fifteen clients onboarded. Recurring AUM-based revenue compounds. Banking transaction volume scales with consumer growth. Bloop and Spiral mature into stable contributors. International geographic expansion underway in jurisdictions with favorable regulatory frameworks.

Y4-Y5. Maturity. Asset Tokenization recurring AUM basis-points revenue dominates the mix. Secondary market liquidity established for both LNWK and platform-issued client tokens. Banking volume measured in tens of millions of transactions per day. The platform reaches steady-state operating margin.





Illustrative Asset Tokenization AUM trajectory



Y0 reflects LNWK self-tokenization at \$2.15B Carta 409A FMV. Y1-Y5 are illustrative pipeline projections.



SECTION 11

Capital Strategy & Use of Funds

Reg D anchor, then S-1 / Nasdaq IPO.

11.1 Two-stage capital structure

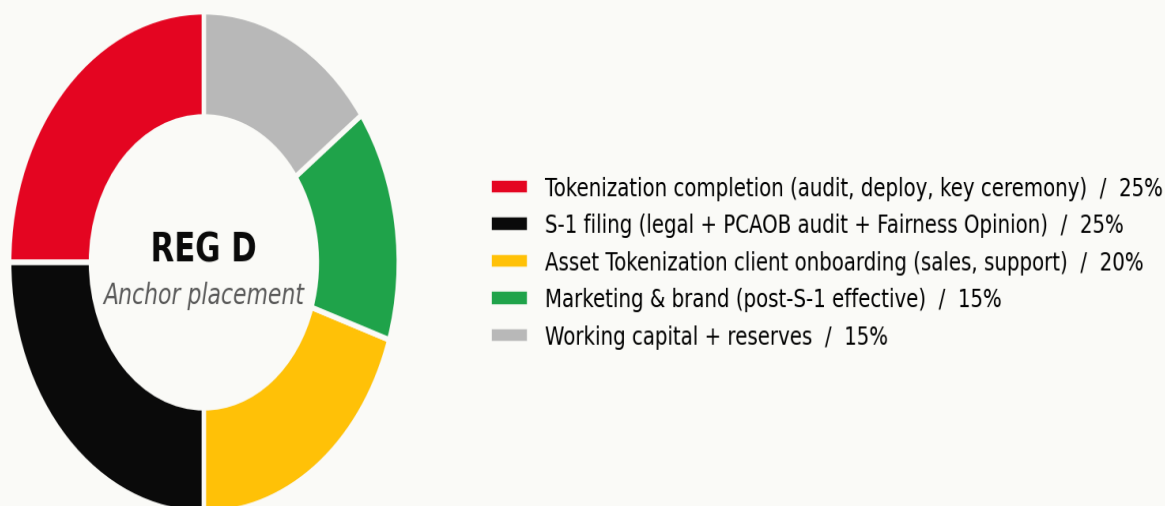
The Company's capital strategy is two-staged. **Stage one** is a Reg D 506(c) anchor private placement targeted for Q3 2026 in advance of the S-1 filing. **Stage two** is the S-1 / Nasdaq IPO targeted for Q4 2026 with December 2026 as the working window.

11.2 Reg D 506(c) anchor private placement

Timing: Q3 2026, pre-S-1. **Target raise:** illustrative \$25 million to \$50 million range, sized to market conditions and final cap-table planning at the time of the offering. **Investor profile:** accredited investors only, with verification performed under Rule 506(c). **Lock-up:** 12-month lock-up on Reg D anchor subscriptions enforced via the Securitize ComplianceService.

11.3 Use of funds — Reg D anchor

Illustrative use of funds — Reg D 506(c) anchor



Tokenization completion (25%). Final independent audit fees, mainnet deployment, the key ceremony for the production multisig, and the operational onboarding to Anchorage and Securitize. **S-1 filing (25%).** Securities counsel fees, the PCAOB financial-statement audit through filing, and the independent Fairness Opinion. **Asset Tokenization client onboarding (20%).** Sales team build-out, client-success engineering, and the institutional sales motion. **Marketing & brand (15%).** Reserved for post-S-1 effectiveness deployment given pre-effectiveness communications constraints. **Working capital +**



reserves (15%). Operational headroom and contingency.

11.4 S-1 / Nasdaq IPO

Timing: Q4 2026, with December 2026 as the working target window. **Pricing:** to be determined by underwriters at the time of pricing. **Use of proceeds:** scaled Asset Tokenization client onboarding pipeline, expanded consumer marketing now that pre-effectiveness communication constraints are lifted, geographic expansion of Bloop and Spiral, working capital, and engagement of designated market makers for Day 1 trading.

INVESTOR LIQUIDITY

Reg D 506(c) anchor subscriptions are subject to a 12-month lock-up enforced in-protocol. Following S-1 effectiveness and Nasdaq listing, lock-up tranches release according to the schedule disclosed in the S-1 prospectus. All transfer restrictions are smart-contract-enforced and Securitize Transfer Agent administered.





SECTION 12

The Asset (LNWK)

Tokenized common stock under DGCL Section 224.

12.1 Token structure

Total supply	27,461,434 LNWK
Underlying	Linework USA Inc. registered common stock under DGCL Section 224
Parity with common stock	1:1 — all rights of common stock preserved on-chain (voting, dividend, liquidation preference)
Carta 409A FMV per share	\$78.36 (issued 17 June 2025)
Implied equity value	Approximately \$2.15 billion
Voting class	Single class. 1 token = 1 vote.
Voting mechanism	Snapshot.org-based on-chain voting with Merkle proof verifiability
Dividend mechanism	Pro-rata airdrop in USDC, or USD ACH wire administered by the Securitize Transfer Agent
Tax treatment	Form 1099-DIV (US holders), Form 1042-S (non-US holders), withholding per applicable treaties
Transfer restriction	Whitelist-gated through Polygon ID + ERC-735 + Securitize ComplianceService
OFAC enforcement	In-protocol via Chainalysis Sanctions Oracle
Jurisdictional allow-list	Enforced in-protocol per regulatory guidance and counsel

12.2 Why it matters

LNWK is registered common stock. It is not an exchange-traded fund interest, a digital voucher, an off-chain claim, or an unregistered security. The token is the registered common stock of Linework USA Inc., issued under DGCL Section 224 and held by holders of record on the Securitize Transfer Agent registry. Every governance, dividend, and structural right of common stock is preserved. The technical





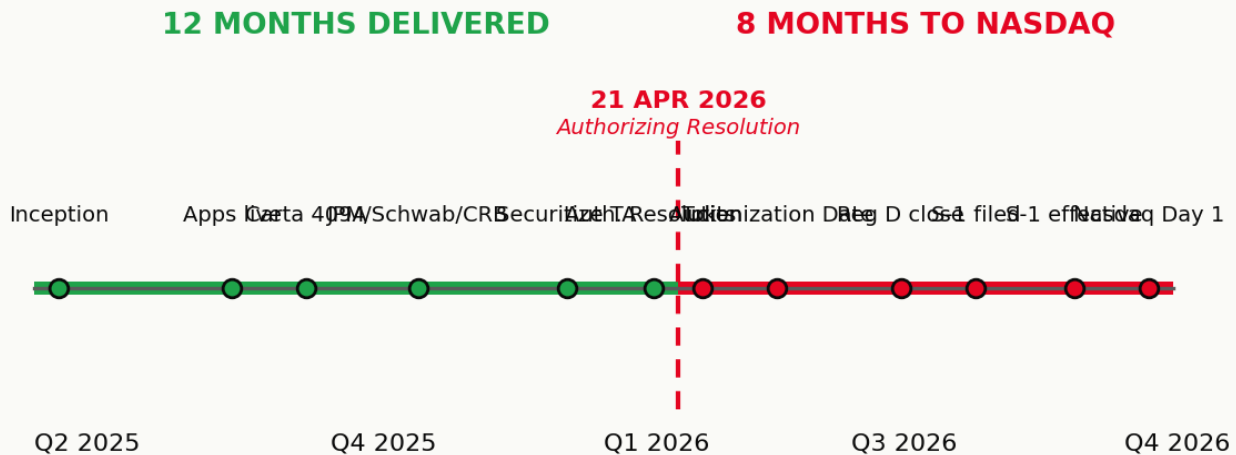
innovation is the issuance and transfer mechanism, not the underlying instrument.



SECTION 13

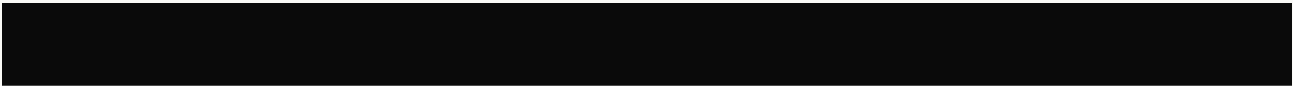
Path to Nasdaq Q4 2026

Six milestones, eight months.



13.1 Six milestones

1	Audits & testnet	Q2 2026	CertiK + Trail of Bits sign-off. Polygon Amoy + Ethereum Sepolia testnet deployment. End-to-end test of whitelist, transfer restriction, force-transfer, and pause functions.
2	Tokenization Date	Q2 2026	LNWK live on Securitize DS Protocol on Polygon PoS mainnet. 27,461,434 tokens minted to the Transfer Agent treasury for distribution to holders of record.
3	Reg D 506(c) close	Q3 2026	Anchor accredited-investor private placement closes. Funds released to Company subject to closing conditions.
4	S-1 filing	Q3 2026	Registration statement on Form S-1 publicly submitted to the SEC. Risk factors, MD&A, capitalization, dilution, and executive compensation disclosures included.
5	S-1 effective	Q4 2026	SEC declares effectiveness following review and amendment cycle. Final prospectus published.



6	Nasdaq Day 1	Q4 2026 (target Dec)	Public listing on Nasdaq. Designated market-makers active for Day 1 trading. Insider lock-up in force, smart-contract and Transfer Agent enforced.
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Forward dates are subject to SEC review timing, audit completion, market conditions, and other factors outside the Company's control. The Company undertakes no obligation to update this plan except as required by law.





SECTION 14

Closing Statement

The fastest-growing company on the way to Nasdaq.

Linework USA Inc. is the only equity-tokenization-to-Nasdaq path among institutional comparables, with twelve months of operational track record underwriting the next eight months. We have built the infrastructure, established the institutional partners, executed the corporate authorizations, and brought our own common stock to the brink of tokenization on the Securitize DS Protocol. Q4 2026 Nasdaq listing is the natural extension of work already substantially complete.

Beyond our own listing, the Asset Tokenization platform we built to bring ourselves to Nasdaq becomes the scalable B2B revenue engine that compounds with each additional issuer onboarded. We are the first platform to combine institutional-grade tokenization infrastructure with consumer distribution at scale, and we are positioned to define the mid-market segment of the tokenized RWA category for the foreseeable future.

Linework Network is the fastest-growing company on the way to Nasdaq.

Linework USA Inc. / Delaware C-Corporation / EIN 38-4280736 / CIK 0002066228 / April 2026



APPENDIX A

Glossary

Defined terms and regulatory citations.

DGCL Section 224	Delaware General Corporation Law Section 224, the statute authorizing the use of distributed-ledger technology for the maintenance of a corporation's stock ledger.
ERC-1404	Ethereum token standard for restricted transfer tokens; the basis for the Securitize DS Protocol compliant-transfer logic.
ERC-735	Ethereum claims registry standard used for on-chain identity and credential attestations.
Polygon ID	Privacy-preserving identity layer on Polygon supporting verifiable claims and selective disclosure.
Securitize DS Protocol	Compliant-transfer protocol used by BlackRock BUIDL, Franklin BENJI, and the broader tokenized-RWA institutional set.
ATS	Alternative Trading System; an SEC-regulated venue for trading securities outside national exchanges. Securitize Markets is an ATS.
Reg D 506(c)	SEC Regulation D Rule 506(c); a private placement exemption permitting general solicitation provided all investors are verified accredited.
Reg S	SEC Regulation S; an offshore offering exemption.
S-1	SEC registration statement form for a public offering of securities.
PCAOB	Public Company Accounting Oversight Board; the body whose registered firms can audit US public companies.
Fairness Opinion	Independent third-party opinion supporting the fairness of valuation and structure in a corporate transaction.
Carta 409A	Independent valuation under Internal Revenue Code Section 409A used for stock-based compensation reference fair-market value.
OFAC	Office of Foreign Assets Control of the US Treasury; enforces US economic and trade sanctions.





FINRA Rule 4512	Customer account information standards for FINRA member firms.
Nasdaq Listing Rule 5605	Listing rule governing director independence, audit committee composition, compensation committee, and nominating and governance committee composition.
SEC Rule 10A-3	SEC rule requiring audit committee independence for issuers listed on national exchanges.





APPENDIX B

Institutional Partners

Named counterparties and their regulatory standing.

Securitize Transfer Agent LLC	Transfer Agent (registry of record)	FINRA CRD 316503
Anchorage Digital Bank N.A.	Qualified custodian	OCC National Trust Charter 1468
CertiK	Lead smart-contract auditor	Independent industry auditor
Trail of Bits	Independent smart-contract auditor	Independent industry auditor
JPMorgan Chase	Primary operating bank — Platinum Business Checking	Regulated US bank
Charles Schwab (via VIM Wealth Management)	Money market fund treasury reserves	SEC-registered investment advisor / broker-dealer
Cross River Bank	Alternative banking — digital-asset-native settlement	Regulated US bank
Carta Valuations LLC	Independent 409A valuation	SEC-registered
Eqvista	Cap-table service provider	Industry standard





APPENDIX C

Forward-Looking Statements

SEC-style FLS, safe harbors, and offer disclaimers.

This Business Plan contains forward-looking statements within the meaning of **Section 27A of the Securities Act of 1933**, as amended, and **Section 21E of the Securities Exchange Act of 1934**, as amended. Forward-looking statements include, without limitation, statements regarding the Company's plans for tokenization of its common stock, the Reg D 506(c) anchor private placement, the S-1 filing, SEC review and effectiveness, the Nasdaq listing application and Day 1 trading, the Asset Tokenization client pipeline, projected revenue and assets-under-management figures, and other projections of future financial or operational performance.

Forward-looking statements are subject to material risks and uncertainties. Actual results may differ materially from those projected or implied. Such risks include, without limitation: regulatory developments; SEC review timing; audit completion timing; the success or failure of any private placement; market conditions affecting the timing or pricing of any public offering; smart-contract exploit or security incidents; vendor counterparty performance; broader cryptocurrency and securities-market volatility; and the other risk factors that will be set forth in the Company's S-1 registration statement.

This document is not an offer to sell or a solicitation of an offer to buy any securities. Any offer of securities will be made only by means of a prospectus or private placement memorandum prepared in accordance with applicable securities law. Securities offered in any future Reg D 506(c) anchor placement will be offered only to verified accredited investors under SEC Rule 506(c). Securities offered in any registered public offering will be offered only following effectiveness of the Company's S-1 registration statement. Holding the Linework Security Token will be subject to whitelist-gated transfer restrictions enforced through Polygon ID, the Securitize ComplianceService, and the Securitize Transfer Agent.

The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law. Recipients of this document should not place undue reliance on forward-looking statements.

CONFIDENTIAL

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APPENDIX D

Useful References

External links and source materials.

Linework Network	linework.network	Institutional landing site (live in production)
Carta Valuations LLC	carta.com/valuations	Independent 409A valuation provider
Securitize Markets ATS	securitize.io	Tokenization platform and SEC-regulated ATS
Anchorage Digital Bank N.A.	anchorage.com	OCC National Trust Charter 1468 qualified custodian
BlackRock BUIDL	blackrock.com	Public disclosures regarding tokenized money-market product
Franklin Templeton BENJI	franklintempleton.com	Public disclosures regarding tokenized money-market product
CertiK	certik.com	Smart-contract audit reports (publicly published upon completion)
Trail of Bits	trailofbits.com	Smart-contract audit reports (publicly published upon completion)
SEC EDGAR — Linework USA Inc.	sec.gov/cgi-bin/browse-edgar	CIK 0002066228 — public filings
Delaware Division of Corporations	corp.delaware.gov	Entity record search — Linework USA Inc.

