

FDCTECH, INC.

Technology-Driven M&A Success

Placement Agent:
Jack Myers
Registered Representative
CIM Securities, LLC
jack.myers@cimsecurities.com

Confidential Information

This Slide Deck PowerPoint Presentation ("Presentation") contains only preliminary information regarding our Company. We urge you to read it in conjunction with the entire Private Placement Offering Memorandum ("Memorandum," Subscription Agreement and Risk Factors). From time to time, the Company and our officers and representatives may make "forward-looking statements" within the meaning of the Safe Harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "anticipate", "intend", "plan", "goal", "seek", "believe", "project", "estimate", "expect", "strategy", "future", "likely", "may", "should", "will" and similar references to future periods.

Examples of forward-looking statements include, among others, statements we make regarding: guidance relating to revenues, gross margins, operating income, net income, and net income per share; expected operating results, such as revenue growth and earnings; anticipated levels of capital expenditures for the fiscal year; current or future volatility in the credit markets and future market conditions; our belief that we have sufficient liquidity to fund our business operations as planned; expectations of the effect on our financial condition of claims, litigation, contingent liabilities, and governmental and regulatory investigations and proceedings; strategy for growth, product development, market position, financial results, and reserves; strategy for risk management. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations, and assumptions regarding the future of our business, plans and strategies, projections, anticipated events and trends, the economy, and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict, many of which are outside our control.

Our actual results and financial condition may differ from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: economic and financial conditions, continued volatility in the capital or credit markets; the adequacy of our cash flow and earnings and other conditions; developments and changes in laws and regulations. Investors are strongly encouraged to review all Risk Factors and the entire Private Placement Memorandum ("Memorandum") and Subscription Agreement(s) before investing.

Any forward-looking statement made by us in this document is based only on available information and speaks only as of the date on which it is made. We undertake no obligation to update any forward-looking statement publicly, whether written or oral, that may be made from time to time, whether as a result of new information, future developments, or otherwise.

We intend this Presentation for general solicitation under Regulation D 506(c) exemption to **Verified Accredited Investors**. Still, it does not constitute an offer to sell or a solicitation of an offer to buy any securities. Management of the Company has prepared the information to assist interested parties in evaluating the Company. It does not purport to include all information that a party may desire. In all cases, interested parties should conduct and rely on their investigation and analysis of the Company and the data set forth herein.

If you want to purchase Company's securities, you must first obtain its confidential Memorandum and Subscription Agreement(s); interested parties should rely only on the information in such Offering Materials. This document does not constitute an offer to buy these securities.

An investment in our Offering is highly speculative, an investor could experience an entire loss of principal, and the investment is illiquid for an indefinite period.

Confidential and Proprietary Information. All information contained herein is confidential and proprietary information of the Company and cannot be disclosed, reproduced, or distributed without the prior written consent of the **Company's CEO or its Placement Agent**.

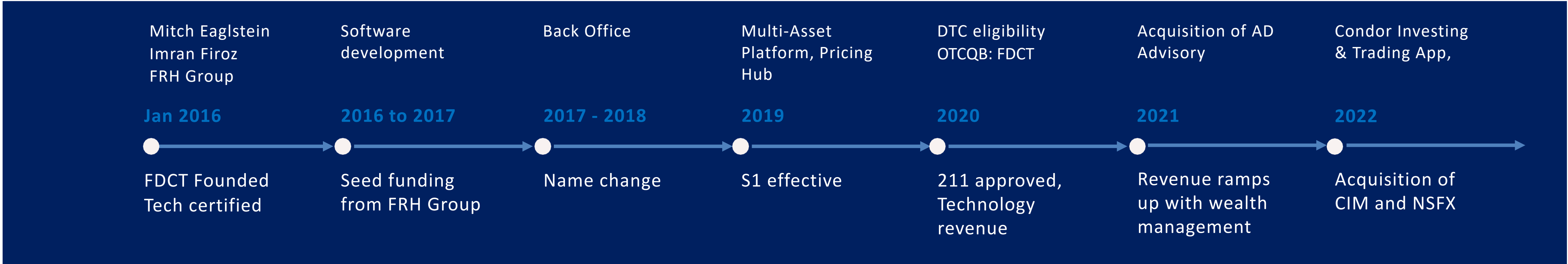


DRIVEN BY SOFTWARE

FDCT Overview

FDCT was established on January 21, 2016, in Delaware and became a fully reporting company under the Securities Exchange Act of 1934, effective March 4, 2019, through S1 registration. FDCT began trading in Q4 2020 on OTCQB under the ticker symbol FDCT.

We have developed over 8 million lines of code with 15+ years of software development – multi-asset trading platform, back-office, pricing hub, and other fintech solutions. In addition, we have over 30+ years of business development experience in the online brokerage landscape.



* CIM – pending FINRA approval, signed a definitive agreement and escrow funding.
NSFX – definitive agreement.



FDCT Team

(Corporate)

Mitch Eaglstein

Co-Founder, CEO, Director

Since January 2016, Mitch is responsible for developing and implementing the Company's overall corporate strategy. He has extensive executive-level experience in the management of FX brokerage and FinTech software companies.

Imran Firoz

Co-Founder, CFO, Director

Since January 2016, Imran is responsible for financial management, internal audit and controls, and financial reporting. Imran has a fifteen years of proven track record in investment banking, M&A, and managing start-up businesses.

Jonathan Baumgart

Director ⁽¹⁾

Jonathan is the founder of Atomiq Consulting and has been its CEO since May 2014. In February 2015, Jonathan co-founded Money Matter, a boutique financial investments services firm based in Krakow, Poland.

Gope S. Kundnani

Director

Mr. Kundnani is a seasoned entrepreneur with several decades of experience building successful businesses in the United States, the Middle East, and the United Kingdom. Mr. Kundnani was the founder and current Director of Alchemy Prime Markets.

Jonathan Thomas

MD, AD Advisory Services ⁽²⁾

From August 2018 to date, Mr. Thomas has an extensive background in the financial planning sector spanning 20+ years. Mr. Thomas joined AD Advisory Services with a commitment to raising the standards of financial advice.

John C Torreggiani

Director, NSFEX Ltd. ⁽³⁾

John has a long and varied career in international banking and EU policy making. He served as Director for the BOV, Bank of Valletta, Chairman of the Operational Risk Committee, Employees' Foundation and chaired several EU Committees.

Each FDC's senior management member has over fifteen years of C-level experience in the fintech market.

⁽¹⁾ Director is independent under NYSE and NASDAQ listing standards.

⁽²⁾ Subsidiary as of December 2021.

⁽³⁾ Subsidiary as of December 2022.



Software-driven acquisition company

Business strategy

- We specialize in buying and integrating small to mid-size legacy financial services companies.

Customized future-proof technologies

- We replace conventional legacy software infrastructure with our regulatory grade proprietary Condor Trading Infrastructure, transforming end-user experience, increasing client retention, and realizing cost synergies.

Diversify revenue mix

- Technology Revenues – Licensing and volume fee, development fees.
- Wealth Management – Advisory & subscription fees.
- Corporate Finance – Market making, investment banking, and liquidity fees.

Multi-jurisdictions and global access

- USA – SEC and FINRA.
- Australia – AFSL/ASIC.⁽³⁾
- Europe – MFSA⁽⁴⁾/MiFid.⁽⁵⁾



MARCH 2023

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FDCTECH INC.

200 Spectrum Center Drive
Suite 300
Irvine, CA 92618

Management Team:

Mitchell M. Eaglstein, Co-Founder, CEO, and Director
Imran Firoz, Co-Founder, CFO, and Director
Jonathan Baumgart, Director
Gope S. Kundnani, Director
Brian Platt, CTO
Jonathan Thomas, CEO, MD, AD Advisory
Eliav Kordova, CEO, NSFX Ltd.

⁽³⁾ Australian Financial Services License (AFSL) and Australian Securities & Investment Commission (ASIC).

⁽⁴⁾ Malta Financial Services Authority.

⁽⁵⁾ Markets in Financial Instruments Directive (Europe).

TECHNOLOGY
DRIVEN M&A



What we set out to achieve

AD Advisory Services
Pty Ltd.
(Australia)

- We **acquired** AD Advisory Services Pty Ltd. (51.00%) in December 2021, valued at \$1,354,500.

CIM Securities, LLC
(USA)

- We **signed** definitive agreement to acquire CIM Securities, LLC in September 2022. Closing Q1, 2023, pending FINRA CMA approval, valued at \$200,000.

NSFX Ltd.
(Malta, Europe)

- We **received** regulatory no-objection approval in October 2022.
- We signed the definitive agreement for NSFX (50.10%) acquisition, closing in December 2022, valued at \$350,000.

STOCK INFORMATION:

Symbol: FDCT

Exchange: OTCQB

COMMON STOCK (12/31/22):

Authorized Shares: 500,000,000

Total Shares Issued: 211,275,550

Restricted Shares: 186,361,597

Unrestricted held by affiliates: 1,348,105

Public Float: 24,913,953

PREFERRED STOCK:

Authorized Shares: 10,000,000

Total Shares Issued: 4,000,000

SERVICE PROVIDER:

Transfer Agent: Globex Transfer, LLC

SEC Counsel: William B. Barnett, Esq.

Auditor: BF Borgers CPA

EIN: 81-1265459

CUSIP: 30259N104

LEI: 549300F8K316GR6NEF69



How does our tech stack up

	MT4	MT5	CONDOR
Release Date	2005	2010	2016
Desktop Application	✓	✓	✓
Browser Version	✓	✓	✓
Mobile Browser Version	✗	✗	✓
Native Charts	✓	✓	✓
Branded Mobile Apps	✗	✗	✓
Choose Platform Name	✗	✗	✓
Lines of Code	2m	7m	8m
Hosting Included	✗	✗	✓
Trading View Charts	✗	✗	✓
Advanced TP/SL Orders	✗	✗	✓
Prop Challenges	✗	✗	✓
Toxic Order Flow	✓	✓	✗

Principal/agency business models:

- FX/Crypto brokerage,
- Stock/ETF brokerage, and
- Prop trading businesses.

Cost savings due to:

- legacy infrastructure modernization,
- compatible with major third-party CRMs and back offices,
- rapid implementation of digital fintech capabilities,
- offer differentiated end-user experiences,
- reduce the potential for human and configuration errors, and
- expertise in innovative fintech solutions.

Our end-users (traders & investors) experience:

- Multi-asset trading platform,
- Gamified user interface for mass adoption,
- Mobile & web access,
- Real-time reporting,
- Customizable user experience,
- Data quality and data integrity,
- Speed, accuracy, security, and
- much more.

TECHNOLOGY OFFERING:

Condor Pro Multi-Asset Platform ⁽⁶⁾
 Condor Back Office
 Condor Price Hub (Aggregator) ⁽⁷⁾
 Condor Investing & Trading App ⁽⁸⁾
 Decentralized NFT Marketplace (Pending) ⁽⁹⁾

SERVICES OFFERING:

Software development
 Technology maintenance & support
 FX/Crypto liquidity
 Dealing desk
 CRM
 Payment solutions

⁽⁶⁾ FX, Stocks, ETFs, Commodities, Precious Metals, and more.

⁽⁷⁾ Auto dealing desk capabilities.

⁽⁸⁾ Comparable to Robinhood or Trading212 App.

⁽⁹⁾ Comparable to OpenSea platform.



FDCT

WEALTH & INVESTMENT MANAGEMENT

STOCK BROKERAGE/INVESTMENT BANKING/ MARKET MAKER

ADS
(51.00%)

Name: AD Advisory Services Pty
License: 237058
Type: Financial Advice & Planning
Authority: AFSL/ASIC
CEO: Jonathan Thomas
Director: Jonathan Thomas
Auditor: BF Borgeers CPA PC ⁽¹⁰⁾

On December 22, 2021, the Company acquired 51% of ADS’ issued and outstanding shares of capital stock in exchange for 45,000,000 newly issued "restricted" ordinary shares.

Acquisition Price: \$1,354,500 (paid)

CIM
(51.00%)

Name: CIM Securities, LLC
License: IS/56519
Type: Stock Brokerage
Authority: FINRA
CEO: James Holt
Director: Austin Adams
Auditor: Ohab & Company

We signed the definitive agreement in September 2022. We are filing a continuous membership application (CMA) with FINRA. The closing is expected in Q2 2023.

Acquisition Price: \$200,000 (escrow)

NSFX
(50.10%)

Name: NSFX, Ltd.
License: IS/56519
Type: Category 3, Market Maker
Authority: MFSA, MiFID
CEO: Eliav Kordova
Director: John C. Torreggiani
Auditor: PriceWaterCooper

We received no objection to the acquisition of NSFX from MFSA in October 2022. We closed the transaction in December 2022.

Acquisition Price: \$350,000 (to be paid)

2023 Baseline Investments Thesis ⁽¹¹⁾

AUM: \$500+ million

of Advisors: 20+

of regulatory licenses: AFSL/MFSA

Location: USA, Australia, Israel, Malta

⁽¹⁰⁾ FDCT’s auditor (PCAOB).

⁽¹¹⁾ Assuming all acquisitions are closed on or before 12/31/22.



Geographical & Regulatory Footprint

FDCT

Headquarters
Irvine, California

Technology
Israel, Turkey, Cypress

Customer Base
Worldwide

Regulatory
SEC & FINRA

Product & Services
Fintech Solutions
Stock Brokerage ⁽¹²⁾

Revenue Streams
Licensing fees
Volume fees
Software Development

⁽¹²⁾ Definitive agreement for CIM Securities in Sep 2022.

⁽¹³⁾ No objection from regulators in Oct 2022. Closing in Dec 2022.

⁽¹⁴⁾ Acquisition completed in Dec 2021.

NSFX (13)

Main Office
Malta, Europe

Customer Base
Europe and the Middle East

Regulatory
Maltese Financial Services Authority (MFSA),
EU (MiFID) and DIFC

Product & Services
FX/CFD/Crypto Brokerage/Commodities

Revenue Streams
Dealing Desk
Liquidity Fees

NSFX will be a subsidiary of FDC. We will seek a Category 3A license as a regulated financial service firm under Dubai International Financial Centre (DIFC). The license allows for ‘Dealing In Investments as Agent’ or ‘Dealing in Investments as Matched Principal’.

FDCT's in-house trading technology and NSFX dealing desk capabilities provide the best end-user experience, using principles of best execution, big data, and gamification.

FDCT's in-house software development capabilities will transform our Australian wealth management businesses, resulting in a source of competitive advantage.

The combined ADS and other potential wealth management acquisitions have the unique potential to consolidate and rapidly grow the Australian wealth management industry for dealer groups under 100 advisors.

ADS (14)

Main Office
Brisbane, Australia

Customer Base
Australia and Southeast Asia

Regulatory
AFSL

Product & Services
Wealth Management & Planning
Self-Managed Superannuation
Life Insurance
Asset Management
Tax & Accounting Advisory

Revenue Streams
Advisory Fees
Management Fees
% FUA and % FUM
Administration Fees
Commissions



Valuation Analysis

FDCT Comparable Companies

(Fintech Sector) ⁽¹⁵⁾

Asset + WealthTech												
Asset & Wealth Management Technology						2023						
(\$ Millions)			Trading Metrics			Revenue	EV / Revenue	EV/EBITDA	Price/ Revenue	Trailing P/E	Forward P/E	Beta
Company Name	Ticker	Exchange	Market Cap	Cash	EV							
Broadridge Financial	BR	NYSE	17,250.00	280.60	19,880.00	5,830.00	3.41x	na	2.96x	30.48x	18.98x	0.98x
SS&C Technologies	SSNC	Nasdaq	14,400.00	440.10	20,400.00	5,280.00	3.86x	36.12x	2.73x	21.75x	11.17x	1.41x
Computershare	CPU	ASX	8,472.75	650.00	9,704.50	1,891.50	5.13x	18.11x	4.48x	27.15x	11.00x	0.75x
SEI Investments	SEIC	Nasdaq	7,727.00	885.16	6,500.00	1,990.00	3.27x	9.32x	3.88x	15.96x	15.65x	1.02x
Clearwater Analytics	CWAN	NYSE	4,761.00	255.61	2,730.00	303.43	9.00x	na	15.69x	na	55.56x	1.00x
Freedom Holding Corp.	FRHC	Nasdaq	4,070.00	2,590.00	2,600.00	389.54	6.67x	12.70x	10.45x	140.88x	na	1.16x
Envestnet	ENV	NYSE	3,169.00	162.17	3,790.00	1,240.00	3.06x	58.69x	2.56x	na	26.53x	1.22x
AssetMark Financial	AMK	NYSE	2,320.00	136.99	2,280.00	618.31	3.69x	13.05x	3.75x	21.86x	13.93x	1.04x
Enfusion	ENFN	NYSE	767.27	62.55	700.00	150.35	4.66x	na	5.10x	na	62.11x	1.00x
Iress	IRE	ASX	1,204.45	65.34	1,352.00	617.93	2.19x	17.34x	1.95x	32.14x	19.34x	0.78x
Average			\$6,414.15	\$552.85	\$6,993.65	\$1,831.11	4.49x	23.62x	5.35x	41.46x	26.03x	1.04x
Adjusted Average			\$5,765.53	\$359.50	\$6,104.56	\$1,541.34	4.22x	16.22x	4.49x	22.23x	20.15x	1.03x
Median			\$4,070.00	\$255.61	\$2,730.00	\$618.31	3.69x	15.45x	3.75x	28.82x	19.16x	1.00x

⁽¹⁵⁾ Yahoo Finance



Total Addressable Market



Retail FX Market

Forex is the only market that runs 24 hours per day. \$6.6 trillion transactions are traded every day in the forex market. Forex trading daily volume is 13 times more than the combined U.S. equities market ⁽¹⁾. It is about 30 and 52 times more than the Nasdaq ⁽¹⁾ and New York stock exchange ⁽¹⁾, respectively. The Forex market is 12 times larger than the futures market. The Forex market is the most liquid in the world.

Deutsche Bank is the world's largest foreign exchange dealer with over 21% market share. Geographic Distribution: Spot FX traded by region is dominated by Western Europe (50%), North America (21%), and Asia Pacific (25%). The rest of the world represents only 4% of the FX value traded.

The US Dollar is the most traded currency, being part of almost 90% of global trades followed by EUR (33.4%), JPY (23.0%), GBP (11.8%), and AUD (8.6%). More than 85% of the global forex market transactions happen on only seven currency pairs known as the majors (EURUSD, USDJPY, GBPUSD, AUDUSD, NZDUSD, USDCAD, USDCHF).

⁽¹⁾ https://www.cboe.com/us/equities/market_share/



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MARCH 2023

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FX Industry Regulations

The US ('CFTC') and Japan ('FSA') have strict regulations with high entry requirements and low maximum leverage. Consequently, it has reduced competition in these important jurisdictions. American and Japanese brokers had little incentive to innovate and adapt to global trends which limited their growth in foreign markets such as Europe, Asia, South America, and Africa.

The Cyprus Securities and Exchange Commission ('Cysec') has found the right balance and regulates the fastest-growing European brokers, and it is the hot spot for regulation in the European Union. The Australian Securities and Investments Commission ('ASIC') is another regulator with a low cost of conducting business and has enjoyed a very good reputation, especially in Africa and Asia. As a result, Australian brokers are gaining a good market share in the global forex market.

Key Drivers of FX Growth

Leverage plays an important role in increasing the volumes of traders with less capital and it is in high demand in emerging markets like Africa and Asia. High leverage helps brokers attract more customers and allows them to lower the minimum deposit requirements.

Forex brokers with lower spreads will have lower profit margins but have an advantage in client acquisition and tend to grow their client base and daily volumes faster. They also have a better client retention rate and higher profitability among their traders.

Manual Traders and traders who use auto trading systems value execution speed and quality. Traders, especially scalpers and high-frequency traders, prefer minimum slippage and re-quotes, and this is why they tend to look for ECN/STP trading venues.

Marketing & Branding

Favorable regulations allow brokers to promote their brands and provide creative incentives to traders. Successful brokers offer local offices, websites, and customer support in a local language, available funding methods and easy withdrawal of funds are essential to secure growth in international markets. Many brokers offer multiple features to attract new traders – social trading, PAMM, and other automated trading strategies.



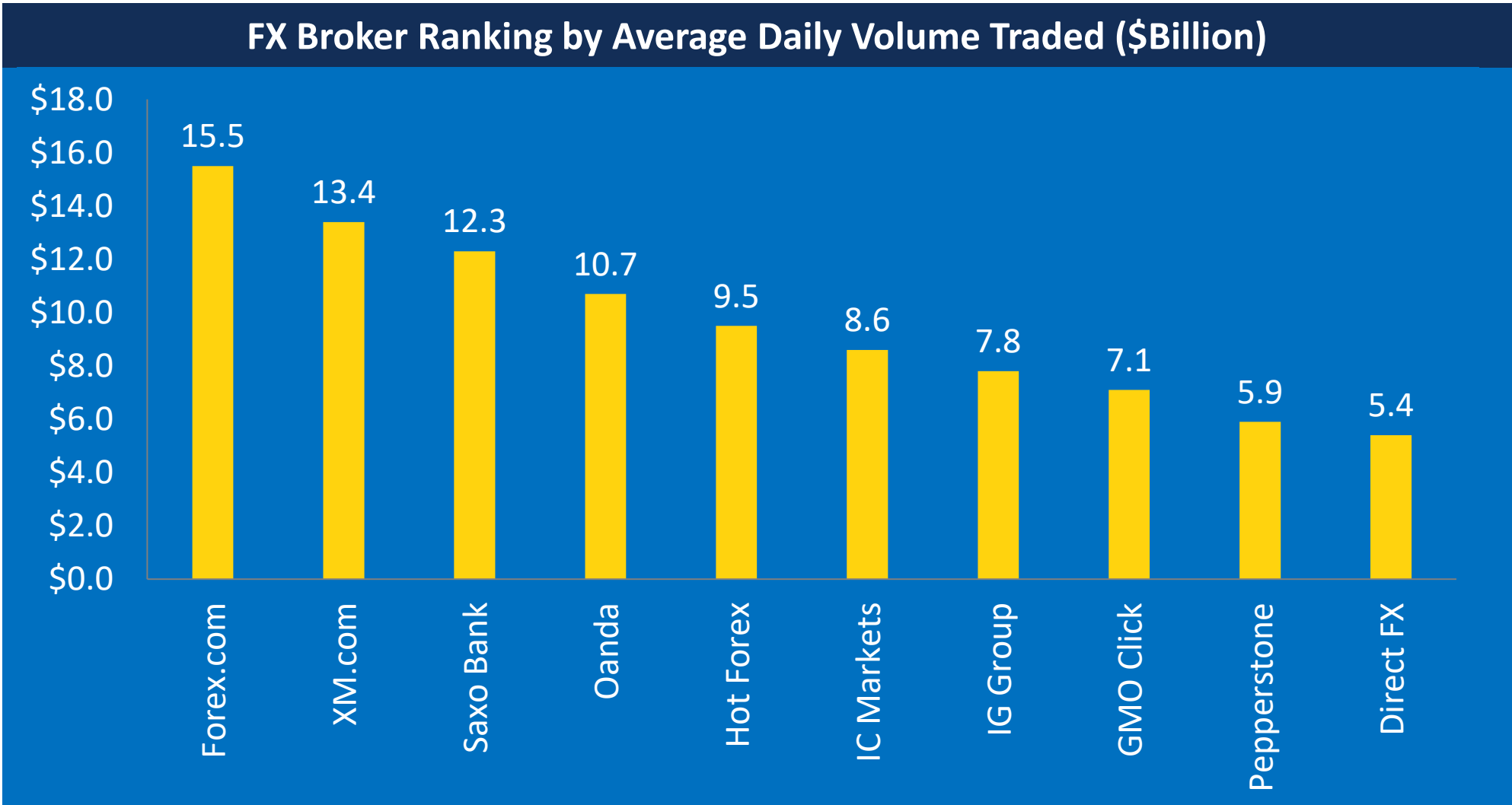
Retail FX Market

By Market Cap:

The largest company in the industry is the IG Index, listed on the London Stock Exchange with a market value of around £2.9 billion. It now has over 72,000 clients worldwide, making approximately one million monthly transactions – over 90% online.

Is MT4 Legacy Over?

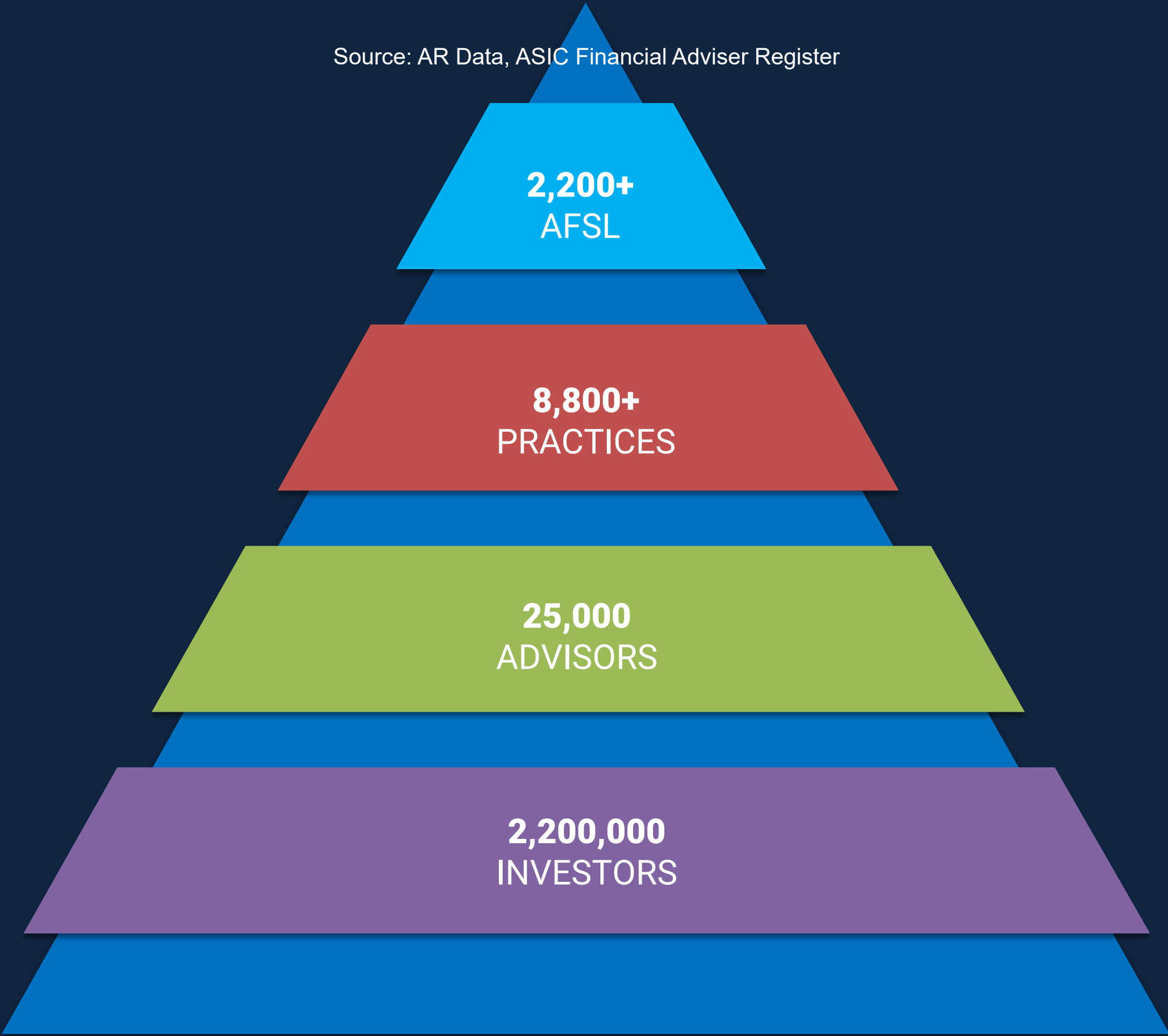
Over 50 percent of total trading volumes outside of Japan are traded via MT4. As a result, most brokers offer identical customer experiences in a market that has ever-increasing costs, with a customer acquisition cost of around \$1,000. However, retail brokers, to whom the cost of acquisition and retention of traders is essential, have been active in developing their differentiation through software development. Only large brokers can offer a proprietary trading platform and innovative tools to win traders’ loyalty.



Auto trading began in the Chicago Mercantile exchange as early as the 1970’s but became common with retail trading around 1999 when online retail platforms started appearing. Approximately 90% of spread betting trades are buying positions.

Over 35% of traders search for a broker using a mobile or tablet device. Traders prefer Android over iOS. 56.1% of traders have an Android phone, while 41.8% use iOS. Samsung is the most popular brand among traders using Android. 85% of traders use Windows Desktop.





Australia

THE ADVICE MARKET ECOSYSTEM

Australia Wealth Management Industry

Australia manages the fourth-largest pension system in the world today. Even though the wealth management industry in the country is only 25 years old, it has become a superannuation system valued at more than \$2.1 trillion. When all wealth that is managed comes together within this industry, its overall value reaches \$2.8 trillion. There are more than 25,000 active financial advisors currently working with the Wealth Management sector. The annual fees generated by wealth management industry is close to \$3.9 billion. 51% of financial advisers are aligned to institutionally owned licensees with \$710 billion in platform funds under advice in the year to June 2020.

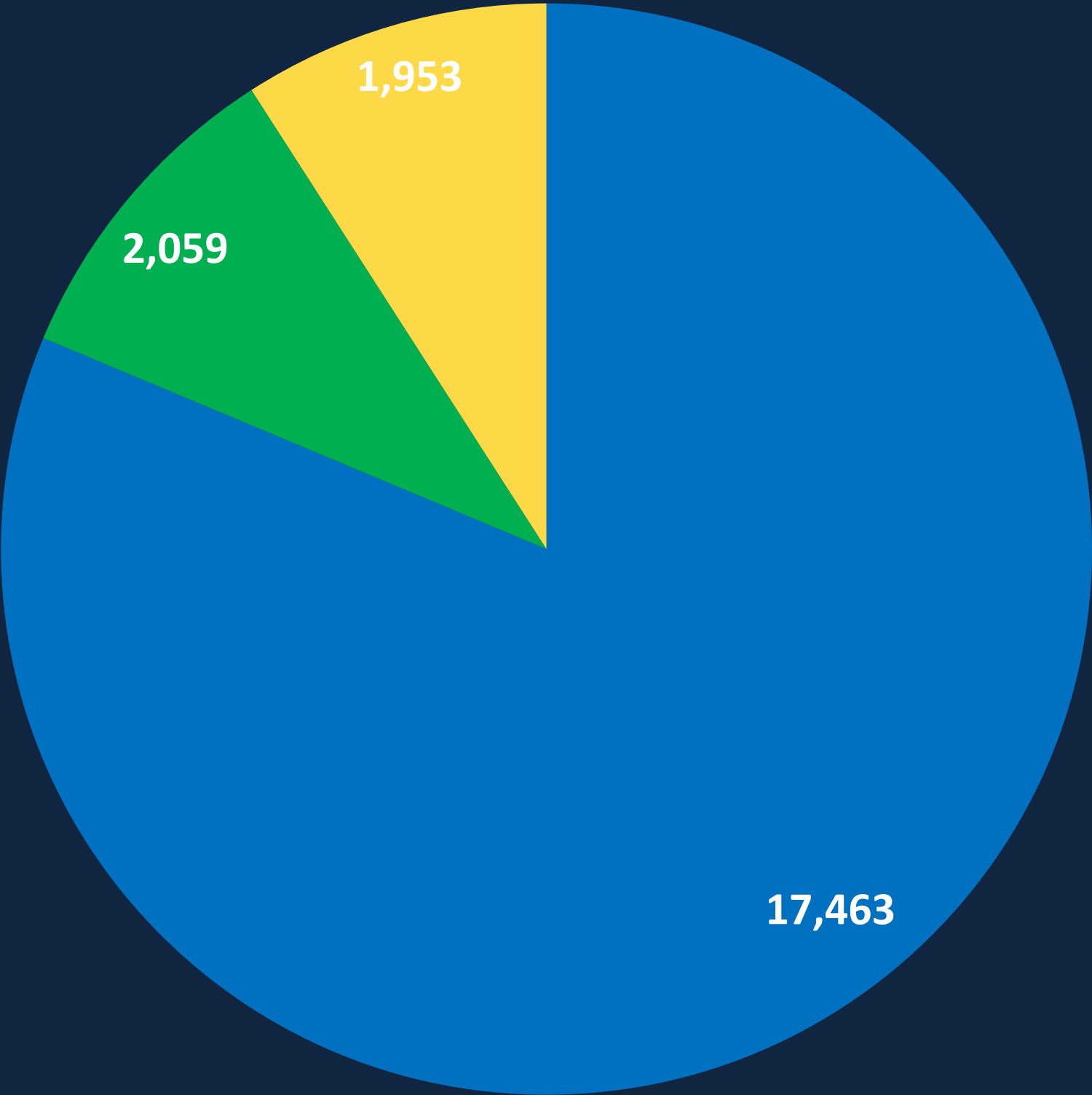
In the next 10 years, the value of the wealth management industry is expected to reach more than \$4 trillion.

Australia’s Underserved Market

According to Aite (2020), at least 10 million adults are underserved or not served at all by Financial Advisors. While the addressable asset pool is massive, the population is relatively sparse. Unique and lucrative opportunities exist for those wealth managers and planners who integrate nonfinancial assets into comprehensive financial wellness.

Compliance Costs

The high cost of regulatory compliance encourages consolidation of a fragmented industry, Independent Dealers account for approximately \$1.85 Billion revenue (48% of market), providing an opportunity for FDC/GFNL to acquire/merge with small to mid-sized dealer groups (20-100reps) and increase market share.



■ Financial Advisors ■ Accountants ■ Stockbrokers

ADVISER TYPES

Market Opportunity through Acquisition

According to adviserratings.com, an estimated 17% of practice owners representing average funds under the advice of \$124M per practice and a potential \$190 billion of total funds are planning to sell their practices in the next 12 months.

2.2 million Australians (or 12% of the population over 18) share their lives and wealth with a financial adviser.

Advisor Fee Structure

Advisors fee structure is estimated to be:

- Fixed Fees: 69%
- Asset Based: 7%
- Hybrid: 24%

Advisor Data

Average size of funds under advice per advisor = \$61 million
Average number of clients per advisor = 94

Digital Advice

Digital advice will give a large portion of Australians low-cost access to services that will scale with their needs. Technology can allow faster KYC, virtual meet & greet, generate advice documents efficiently, error-free data feeds, and implement straight-through-processing by eliminating manual work.

Risk Factors

This investment has a high degree of risk. Before you invest, you should carefully consider the risks and uncertainties described below and the other information in this Offering document. If any of the following risks occur, it will harm our operating results and financial condition, and the value of our stock could go down. This means you could lose all or a part of your investment.

RISKS ASSOCIATED WITH THE SECURITIES AND THIS OFFERING

Because we will conduct this Offering on a “best efforts” basis and there is no minimum requirement to close, there can be no assurance we can raise the money we need.

There could be unidentified risks involved with an investment in our securities.

RISKS RELATED TO THE COMPANY

We may need to obtain additional financing, which may not be available.

We have a limited history of operations, and accordingly, no track record would provide a basis for assessing our ability to conduct successful commercial activities. We may not be successful in carrying out our business objectives.

Our business strategy may result in increased volatility of revenues and earnings, resulting in uncertainty of profitability.

We are implementing an acquisition strategy to grow our revenue and portfolio of companies. Such acquisition may not be successful or accretive.

We may fail to realize all of the anticipated benefits of acquisitions, or those benefits may take longer to realize than expected.

We may not earn significant revenues from Cryptocurrency-related products and services.

We have had a concentration of customers since our inception.

We may not be able to compete effectively against our competitors.

Our business model may not be sufficient to ensure our success in our intended market.

We depend on our intellectual property, and our failure to protect that intellectual property could adversely affect our future growth and success.

We are significantly influenced by our officers, directors, and entities affiliated with them.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business.

Management of growth will be necessary for us to be competitive.

Because we are small and do not have much capital, our marketing campaign may not attract enough customers to operate profitably. If we do not make a profit, our financial conditions will be adversely affected.

The Company does not generate any revenue providing direct products and services in Cryptocurrency or other Digital assets, even though some of our customers may pay us in Cryptocurrency. We face challenges relating to implementing our business strategy in Cryptocurrency.

Our customers operate in a heavily regulated environment that imposes significant compliance requirements and costs on them. In the event we fail to comply with the rapidly evolving laws and regulations governing cryptocurrency, forex, and other over-the-counter businesses, it may result in regulatory agencies acting against our customers and significant legal expenses in defending such actions, adversely affecting our customers' revenues and the way they conduct their business.



Risk Factors

RISKS RELATED TO THE COMPANY (Continued)

The Company has a limited history of providing consulting and technical services in the cryptocurrency and blockchain technology industry.

The Company may be unable to respond to the rapid technological change in its industry, and such change may increase costs and competition that may adversely affect its business.

The Company's services are new, and its industry is evolving.

Provisions in our Articles of Incorporation and Bylaws, which provide for the concentration of voting power in one individual, may, among other things, delay or frustrate the removal of incumbent directors or a takeover attempt, even if such events may be beneficial to our other stockholders.

Our Certificate of Incorporation and bylaws provide for indemnification of officers and directors at our expense and limit their liability, which may cost us and harm our shareholders' interests. Because of the provisions, the Company may be required to spend corporate resources to benefit officers and directors.

If we fail to establish and maintain an effective internal control system, we may be unable to report our financial results accurately or prevent fraud. Any ability to report and file our financial results accurately and timely could harm our reputation and adversely impact the future trading price of our common stock.

We may need and may be unable to obtain additional funding on satisfactory terms, which could dilute our stockholders or impose burdensome financial restrictions on our business.

We will have broad discretion in using the net proceeds from this offering.

As an "emerging growth company" under the JOBS Act permits us to rely on exemptions from certain disclosure requirements.

RISKS RELATING TO OUR COMMON STOCK

We are selling our Convertible Notes offering on a best effort basis through an underwriter or placement agent and may not sell any of such Securities.

Because there are no minimum proceeds the Company can receive from the Offering, the Company may not raise sufficient capital to implement its planned business. You could lose your entire investment.

An investment in the Company must be for the long-term because the Company's Preferred Stock and Common Stock and the offered Convertible Notes will be illiquid and not readily transferable.

There is limited liquidity for our Common Stock, and we may not be successful in obtaining a quotation on a recognized quotation service. It may be difficult to sell your Convertible Notes at such an event.

Our Common Stock will be subject to the "penny stock" rules of the Securities and Exchange Commission. The trading market in our securities may be limited, which makes transactions in our Common Stock cumbersome and may reduce the value of an investment in our stock.

FINRA sales practice requirements may also limit a stockholder's ability to buy and sell our Common Stock.

Since our shares of Common Stock have low or thin liquidity, it is more susceptible to extreme rises or declines in price, and you may not be able to sell your shares of Common Stock at or above the price paid.



Risk Factors

RISKS RELATING TO OUR COMMON STOCK (Continued)

We may, in the future, issue additional Common Stock or other equity securities which would reduce the Investor's percent of ownership and may dilute the value of your Preferred Shares our share value.

The sale of our Common Stock could encourage short sales by third parties, contributing to the future decline of our stock price.

We intend to remain subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, which will require us to incur audit fees and legal fees to prepare such reports. These additional costs will negatively affect our ability to earn a profit.

We are not likely to issue dividends for the foreseeable future.

The Company is subject to the risk of non-compliance with State and Federal securities laws.

RISKS RELATING TO OUR INTENTION TO UPLIST TO A HIGHER SECURITIES EXCHANGE

Investors in the intended Uplist may pay less than the then-prevailing market price for our common stock.

Even if we complete the Uplist to higher exchange, our shares will be subject to potential delisting if we do not maintain the listing requirements.

The requirements of being a public company may strain our resources, divert management's attention and affect our results of operations.





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