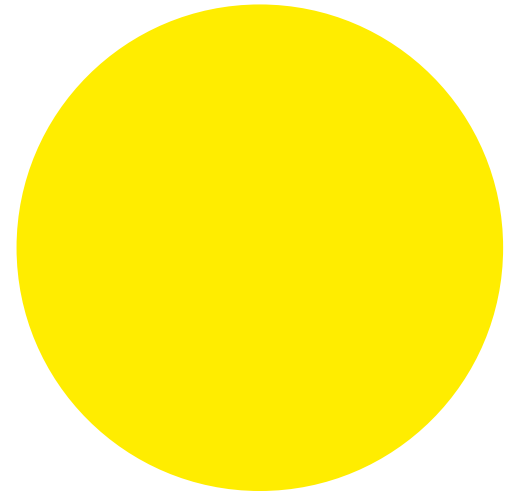
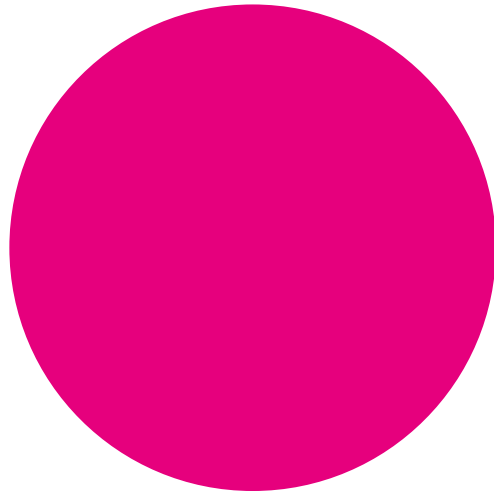
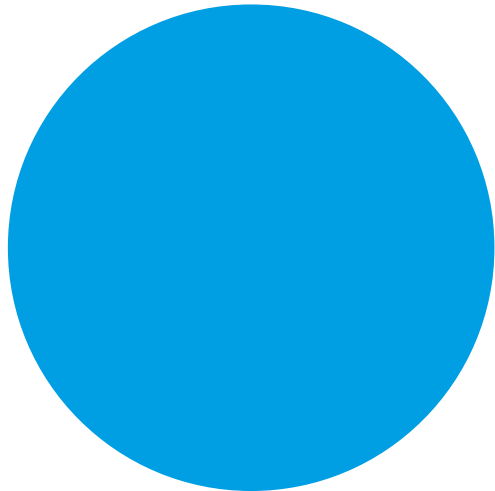


BLOCKPOOL
BUSINESS PLAN
MARCH 2017



Contents



- 1. Executive Summary**
- 2. Strategic Opportunity**
- 3. Commercial Rationale**
- 4. BLOCKPOOL**
 - I. Overview
 - li. History
 - lii. Personnel
 - Iv. Technology & IP
 - V. Competitive Landscape
- 5. SWOT Analysis**
- 6. Sales & Strategy**
 - I. Overview
 - li. SaaS Applications
 - lii. Branding Solutions
 - Iv. Media (Art, Music)
 - v. Incubation/Crowdfunding
- 7. Financial**

Executive Summary



Digital currency has been around since 2009. In the last two years (4 years in the case of Aurovine Ltd and subsequently BLOCKPOOL) large financial institutions and a myriad of other sectors have started to consider the technology underpinning digital currency – commonly called ‘the blockchain’ or ‘blockchain’.

While many of these potential applications are medium term the development cycles in the industry mean that now is the time for companies to begin asking how this technology could benefit them.

After launching as a music platform in 2011 (Aurovine.com) and exploring the benefits of blockchain solutions for the music industry. Aurovine Ltd realised that the potential impact of blockchain applications could be hugely significant for other verticals.

A pivot and name change to BLOCKPOOL was a logical step to take in response to the widespread requests for advice and consultancy that the company were receiving.

BLOCKPOOL provide specialist blockchain based solutions via custom forks of blockchain code. Although much of the blockchain framework code is open source, it is the manipulation and modification of this code (for example to create private blockchains) that yields its true value.

BLOCKPOOL provides licensing opportunities and custom coding solutions so that organisations can take advantage of the power of the blockchain. There are also opportunities for the modified code to form an integrated solution with legacy systems and therefore assume an associated IP that can be purchased outright.

The beauty of the blockchain is that it can yield both permissioned (and un-permissioned) distributed and immutable ledgers.

Permissioned ledgers are often of most interest to enterprise and business services.

The game changer is called “consensus”. Like consensus in a room full of people, computers use algorithms to reach consensus about the truth. This contrasts with today, where every business relies to a certain extent on a paper trail. Our blockchain solutions negate the need for traditional paper trails, thus providing elegant efficiencies and improvements to traditional business workflows.

BLOCKPOOL have been focusing resources on ‘Delegated Proof of Stake’ and ‘Smart Contracts’. You can think of a smart contract as a layer that sits on top of the blockchain making everything work. A set of rules that may for instance control the working parts of an agreement for a property sale, distribution of royalty rights for artists or even allocating fixed clauses to financial contracts.

The possibilities are so significant that it’s a question of how quickly these applications will emerge. BLOCKPOOL are already consulting on a solution for a major copyright and collection society with a framework agreement on how the blockchain will integrate with legacy systems. We are also in the initial stages of consulting for other substantial blockchain based contracts.

BLOCKPOOL’s knowledge, experience and resource pool puts it several steps ahead of more rigidly structured competitors and enables a flexible approach to real world solutions. The flexibility of offering a ‘plug-in’ or licensing based contract as well as a ‘transaction fee’ based model means that our clients can accurately budget spend over medium to long term projects.

Strategic Opportunity

A large blue circle is centered on the page. Inside the circle, the following text is written in white, bold font, stacked vertically:

Strategic Benefits for Participants
High Potential for Growth
Increases Exit Options
Acquisition Benefits of Speed & Price
Digital Currency Benefits
Multiple Intangible Benefits

Strategic TEC Opportunity



There is an excellent opportunity to be part of BLOCKPOOL's growth through the upcoming Token Exchange Campaign (TEC) (Q1&2 2017).

The structure of BLOCKPOOL is built around a multi-vertical offering to maximise efficiencies and revenues for our clients through our ability to offer bespoke integrations of innovative blockchain technology with legacy systems. The key drivers are our systems processes matched with our experience. Our modular plug-in approach to delivering the most appropriate client solutions, is driven by our unique blockchain labs process flow, ensuring that detailed technical analysis and diligence is carried out prior to every project for which we are contracted.

BLOCKPOOL offers an opportunity to leverage our existing relationships and diversify into neighbouring vertical markets through these areas of innovation and bespoke integration.

We have initially sought out data intensive businesses ripe for improved efficiencies and data integrity. Our blockchain-based systems provide enhanced, automated and immutable data ledgers that can be used to improve efficiency and add innovation to existing data flows.

BLOCKPOOL delivers blockchain expertise based on our development work with the tried-and-tested ADC chain. A digital currency that has been traded on digital exchanges for 2 years. The price of ADC has fluctuated between 20 and 220 satoshis.

The full market capitalisation of ADC at 20 satoshi's is \$1,505,000.00

The full market capitalisation of ADC at 220 satoshi's is \$23,100,000.00 (bitcoin value as at 29/10/16 - coinbase.com)

Our ability to leverage the digital currency markets in tandem with new projects/currencies (e.g ArtCoin, BuzzCoin) provides a phenomenal potential for intangible benefit over and above our standard business model.

In addition our advisory board has been assembled to open doors into other verticals for first mover advantage.

Our TEC enables the scaling and expansion of the business and has the potential to generate real value for the participants. As well as being tradeable on digital currency markets, our token (the BLOCKPOOL or BPL token) will present a real value utility token.

Commercial Rationale



**High Growth Sector Verified
By Multiple Sources**

**Sector Already Experiencing High
Mergers & Acquisitions Activity**

**Multiple Applications Across
Vertical Markets**

Commercial Rationale



The Harvard Business Review of 2016 concluded that there was strong evidence that the blockchain could transform business, government and society in a more profound way than simply transforming the financial sector.

We believe that the impact of the blockchain could be so profound that it will rival or even surpass that of the internet itself. Smart contracts will radically reduce the costs of contracting, enforcing contracts, and making payments. When Smart Contract groups become autonomous and networked they could even lead to highly efficient and distributed enterprise infrastructures with little or no management necessary.

BLOCKPOOL are not alone in this mindset:

"The technology most likely to change the next decade of business is not the social web, big data, the cloud, robotics, or even artificial intelligence. It's the blockchain, the technology behind digital currencies like Bitcoin."

Harvard Business Review 2016

"The first generation of the digital revolution brought us the Internet of information. The second generation – powered by blockchain technology – is bringing us the Internet of value: a new platform to reshape the world of business and transform the old order of human affairs for the better."

Don Tapscott Author plus Business & Government Advisor

"I'm reasonably confident ... that the blockchain will change a great deal of financial practice and exchange ... 40 years from now, blockchain and all that followed from it will figure more prominently in that story [of the future of finance] than will bitcoin."

Larry Summers US Former Treasury Secretary - Consensus 2016, New York City

"Virgin Galactic is a bold entrepreneurial technology. It's driving a revolution and Bitcoin is doing just the same when it comes to inventing a new currency."

Sir Richard Branson

BLOCKPOOL

Overview



**Innovative Solutions for
Multiple Verticals**

Proven Track Record

Experienced Advisory Board

Lean and Efficient Infrastructure

**Unique Acquisition and
Exit Strategy Potential**

BLOCKPOOL

Overview



BLOCKPOOL comprises a diversified range of business services that evolved from the realisation that our blockchain technology could be scaled almost infinitely given the correct structure and personnel.

We are on the cusp of a major revolution in the way business transactions and data flows operate and our 4 years of experience in this field give us a head start in developing these business applications.

From a simple desire to make the music industry more transparent and ethical, our concepts have been validated by the wider world and we are at a crucial stage where our infrastructure needs to be scaled to take advantage of the multiple opportunities that are now presenting themselves.

Up until Q4 2015 we focused largely on development and proof of concept projects along with the public presentation of our blockchain solutions for the Music Industry in Cannes at MIDEM 2015. Our cutting edge blockchain project was the first of its kind and soon attracted a lot of attention and sparked a wave of blockchain innovation. Our work in the music industry soon attracted the associated businesses of copyright and royalty organisations.

As we realised the potential impact of our technology we appointed an advisory board to help us manage the wealth of opportunities that were suddenly appearing. We have the experience of advisors who have previously worked with Apple, MTV, Nike and Media Arts Lab.

Our digital currency ADC became the most traded alternative currency shortly after launch and along with the opportunities evolving from blockchain projects the currency exchanges became a welcome source both of investment and resource for ongoing projects.

The company has traded debt-free since inception and has a number of substantial opportunities for fiscal growth as will be shown later in this document.

In order to manage these contracts we require an infrastructure based on a robust process flow and guaranteed deliverables.

BLOCKPOOL History



BLOCKPOOL was formed as Aurovine Ltd in 2011. Ken Foster and Mark Szymik had developed a very successful e-commerce engine and digital marketing model for the online travel sector. Their system helped produce a profitable turnover of over £10 million for the company. With a keen interest in technology and the blockchain they developed their existing skills into an ethical and transparent music industry solution based on the blockchain.

Presence at various industry events led to further interest in the underlying blockchain technology that the company was developing and over time the company grew to take advantage of additional expertise and business strategy experts - Kevin Bacon, David Blundell, Tom Kerswill and Brandon Cook.

The expanded team helped us to attract briefs from a large artwork licensing society. This is now in consultation phase and covered by NDA.

As well as attending blockchain-related events and workshops we have agreements with bigchainDB in Berlin and Factom in the USA for ongoing collaboration.

More recently we began to investigate the Delegated Proof Of Stake process which led to us making specialist development additions to our team. Delegated Proof of Stake (DPoS) is particularly suited to the B2B market as it allows permissioned control of any given blockchain network.

Our ongoing dialogue with the Financial Sector, Music, Art, Gaming and Sports is expected to yield further contracts for our BLOCKPOOL Labs project. There are many other leads we are following up following our visit to SF Music Tech in San Francisco and meetings with Getty and others in LA during October 2016.

BLOCKPOOL Personnel



Ken Foster Founder

Ken brought music and the Blockchain together by creating the first serious currency for music - AudioCoin (ADC). He is deeply involved in Blockchain applications for real world applications. A graduate in Information Technology he has also been heavily involved with ecommerce and digital marketing applications for the Travel Industry. He has represented the UK on BPI & UKTI trade missions to Japan, the USA and Canada. Ken also has the temporary role of CMO and CFO.

Kevin Bacon CBDO - Chief Business Development Officer

Kevin is a veteran of the music and music tech world. After a 20 year career producing Grammy and Brit award artists and records he created AWAL - a ground-breaking digital music platform which was acquired by Kobalt in 2011. Kevin is a connector and an enabler to many global brands and businesses who are actively looking to the Blockchain for answers.

Dave Blundell COO – Chief Operating Officer

Dave is the spokesman for the company and also excels in Project Management and Sales roles. He has a wealth of experience in IT infrastructure solutions along with being an active member at the Association of Independent Music

Tom Kerswill CTO - Chief Technical Officer

Tom has a Masters degree in Computer Science from Cambridge University and is an expert in integrating Blockchain technology with legacy systems. He created his own successful IT company Duneroot.

Brandon Cook CIO – Chief Information Officer

Brandon is our Blockchain Project Manager with an extensive Information Technology, Digital Currency and Robotics background.

Blockchain Core Development Team

As one of the original Blockchain development teams, we have a network of developers comprising the leading and most trusted developers in Blockchain today. Including:

Raj, Rahul, Tom and additional independent contractors

Advisory Board

Dave Smith

Dave is an incredibly experienced creative director who has worked for Nike, MTV and Apple. He help set up Media Art Labs in Europe under the leadership of advertising guru Lee Clow working exclusively on the launch of many Apple products.

Tom Hares

Tom was the European Managing Director of Media Arts Lab working exclusively on Apple product campaigns for many years.

Tom is the co-founder of Buzzbike – a tech driven London cycle scheme offering premium single speed bikes. The bikes have been developed in collaboration with the Cooper car company, the people behind the Mini Cooper.

Coinbar Digital Currency Group

A digital currency knowledgebase and ideas lab comprising a small group of experts with experience in coin leadership, development, trading and innovation.

BLOCKPOOL Technology & IP



BLOCKPOOL has a robust architecture and server structure utilising Digital Ocean and Amazon Web Services. Our systems and solutions also make use of Distributed hash tables (DHT) technology. DHT (either within a small network or fully decentralised) is the most elegant solution for reaching consensus with regards to file storage. The new IPFS (Inter Planetary File System) takes much of the DHT technology as a basis for providing a decentralised file system for the internet. Our future development will fully integrate with advances in IPFS technology.

We have trademark protection on Aurovine and trademark pending protection on BLOCKPOOL along with the domains aurovine.com and blockpool.io

Our software code is stored privately and selectively at Github for collaboration.

We understand that clients have vastly different needs. Some will want transparency in their business operations and others will want a more private solution. By utilizing encryption we are able to provide varying levels of transparency based on the needs of the customer. Our underlying platform is provided as open source software, which greatly reduces costs and ensures that the platform is kept up to date at all times. All communication with legacy systems is enabled by the custom-coded plugins. This increases security and allows us to provide both private and public solutions to meet the exact need of our clients.

After extensive analysis of Blockchain possibilities, we noticed a trend. Companies tend to be putting excessive amounts of data into the blockchain. This is not conducive for private or small size companies because a copy of every bit of information is saved on every full node. That uses a lot of server space and causes Blockchain bloat. Our platform takes a more novel approach in that we only insert data that requires consensus with associated data in

conventional relational databases. This reduces Blockchain bloat greatly and allows us to service private and public small and large size businesses more effectively.

A hybrid use case is decentralized file hosting. BLOCKPOOL is able to provide a cloud-like infrastructure at a fraction of the cost of modern clouds by using private servers/PCs and/or public servers/PCs. By utilizing the Blockchain and IPFS in tandem we are able to maintain updated copies of all files at all times and when coupled with modern day encryption we can ensure important files are kept private and secured at all times. Our plugin-based, hybrid solution also allows us flexibility in regards to pricing.

BLOCKPOOL

Competitive Landscape



UJO

Ujo are considered to be the leader in music-related blockchain solutions - still in research - they still don't have a full grasp of the complexity. Focussing on how do we 'fix' the industry rather than innovate around how best to apply the blockchain.

In Summer 2015, they launched TheProblem.wtf in order to ignite a conversation regarding inefficiencies in the music industry. This triggered discussions exploring frictions between publishers, labels, performing rights organisations (PROs), legislators, digital service providers (DSPs)comp, artists, and fans. It became clear that the existing pipes were too inflexible to keep up with the creative content explosion caused by the internet. It seems like Ujo are getting caught up in compliance. We believe that most major breakthroughs arise from elegant proof of concept solutions. Ujo are trying to solve problems beyond their remit instead of concentrating on innovation and compelling proof of concepts.

Dotblockchain

A well discussed platform to help 'fix' the music industry by creating a container of media and metadata that would need to be adopted exclusively by ALL parties partaking in the music industry. It is an ambitious plan to imagine that everyone - including record labels, Apple, Spotify, Google, YouTube, PRO's - commit to this single format. Significantly there is currently no underlying technical framework big enough to cope with the scale of such a platform. It would need the might of Intel or Microsoft to create something 'not seen' yet. It is considered to be a worthy solution but one without sufficient understanding of the 'needs' of the stakeholders.

Everledger

Everledger (in beta) is a permanent ledger for diamond certification and related transaction history. It provides verification for insurance companies, owners, claimants and law enforcement agencies. They rely on a 3rd party system called Counterparty which is much slower than the BLOCKPOOL solution as it relies on the bloated bitcoin blockchain. Everledger has a USP of fraud prevention and although there is some overlap with BLOCKPOOL, we offer a much wider remit of services including blockchain solutions for a wider variety of business data applications.

BLOCKPOOL SWOT Analysis



Strengths

- 4 years' existing experience in the sector
- Proof of concepts completed
- Real world applications ongoing
- Strong management and development teams
- Multiple revenue streams & verticals
- Lean and debt free structure

Opportunities

- Unparalleled growth in the sector
- Investment in blockchain projects exceeds \$1.11 billion
<https://www.weusecoins.com/en/venture-capital-investments-in-bit-coin-and-blockchain-companies/>
- The ability and flexibility of blockchain technology to serve many different purposes is one of its most powerful qualities
- A company already providing practical solutions and not blockchain 'hype'.

Weaknesses

- Needs investment to scale efficiently
- Management structure needs optimising
- Rebranding not complete

Threats

- Client legacy framework contracts
- Blockchain standards may be externally driven
- Difficulty in reaching consensus where there are multiple stakeholders

Sales & Strategy Overview



The potential growth of BLOCKPOOL via our TEC is within the climate of blockchain hyper growth. As well as financial professionals many business leaders are predicting a paradigm shift in online data management and transactions, similar to what the Internet did to the world of communications.

BLOCKPOOL are on the cutting edge of real world solutions utilising this technology and have flown 'under the radar' due to investment in development and technology rather than marketing.

An efficient scaling with a successful TEC will place the company in the enviable position of delivering real world blockchain solutions to a myriad potential client base.

The leveraging of business data needs with an innovative, efficient and secure back end will give existing businesses unheard of cost efficiencies and systems improvements. Our bespoke coding will also deliver unheard of transaction speeds that our competitors cannot match.

Although we have a need for a Financial and Marketing personnel resource the new investment will allow for flexibility in this area as well as providing business acumen and exit strategy advice.

Sales & Strategy

SaaS Solutions



As previously mentioned, BLOCKPOOL are currently consulting under NDA for a large scale blockchain SaaS solution that involves the use of our blockchain technology integrating with legacy systems via API.

Stage one provides a platform to migrate data, ecommerce and distribution systems into a blockchain-based model.

The process enables redundancy and automation of multiple manual operations whilst at the same time providing unparalleled levels of security and data integrity.

We needed to devise a system that provided quick confirmation of transactions and had selected nodes to enable a private permission-based blockchain. This ruled out the use of any blockchain connected to Bitcoin because of the associated speed issues (confirmations can take up to 1 hour or more) and to a lesser extent the bloat inherent in such an unwieldy chain.

Our solutions are based on a plugin model so that our clients can select the most appropriate elements of our software. Our blockchain technology provides the following benefits:

SPEED With 15 a second or faster block-times transactions process very quickly at a stable pace. Avoiding problems like unexpected forks, which are hard to diagnose.

SCALABILITY The blockchain will have the capability of adapting to different size data-sets and traffic increases. Our system will scale up to 20 Megabytes per block but will only require a block size equal to the size of the data-set. If a data-set is larger than the 20 Megabytes our system will parse the file into the required block sizes in order for the chain the process. As blockchain technology advances we will be able to upgrade this system to perform transactions faster and with larger block sizes.

SECURITY The BLOCKPOOL Digital Media Platform is designed with with an eye always towards security. Clients will be able to choose what media or information they would like encrypted or if they so choose clients will be able to encrypt all information for increased security. We understand not everybody will have the need for full encryption so we have designed our system to be flexible based on the specific needs and concerns of the client. To this end clients can choose what data to make public (e.g transaction verification) and what data to keep private (e.g fiscal values).

COMPLEXITY We understand the concerns relating to the difficulty in understanding blockchain technology. In reality the overarching concept is fundamentally simple. An immutable transaction, data and record keeping system with almost instantaneous functionality. Furthermore, our UI will be based on a user friendly implementation with a bespoke interface that can be designed to mimic legacy systems for peace of mind.

METADATA the data building blocks of the digital media industry, allowing various other legacy systems to connect to the blockchain to utilize its power. It also allows us to maintain order in a decentralized platform. We are able to keep track of digital media hosts to ensure the digital media they are sharing is authentic and was purchased directly from the BLOCKPOOL Digital Media Platform.

DATA AGNOSTIC Utilizing existing API from legacy systems we are able to leverage the data agnostic nature of the blockchain. Our system will automatically sort the data into the format required by other legacy systems, essentially creating a bespoke Enterprise Service Bus (ESB). Due to the restricted nature of legacy systems a plugin will need to be coded in order to "talk" with the BLOCKPOOL System.

Sales & Strategy SaaS Solutions



PLUGINS The BLOCKPOOL Digital Media Platform will be designed in a modular fashion allowing for easy scaling, maintenance, development and increased functionality. Clients will be able to choose which specific plugins they need.

SYSTEM COMPATIBILITY Our system is designed to work with legacy, current and future systems. Our modular plugin design will allow for easier troubleshooting, maintenance and community involvement. Our platform is designed to work with, not fight other systems. This allows us to utilize the features of future technology like bigchainDB, which when combined with the BLOCKPOOL SaaS platform could be used to run full websites in real time in a fully decentralized fashion with a higher level of security than modern servers, increased reliability, and greatly reduces hosting and operation costs. For periods of high data output the Aurovine system would be able to leverage bigchainDB as a caching system to offload data as our system processes the necessary information.

SMART CONTRACTS Digital contracts written directly into the blockchain. These can be used to execute various different functions within private and public blockchains.

BRANDING SOLUTIONS

Our work with BuzzBike involves enhancing their offering to brands using a blockchain based rewards scheme.

Technically, many elements of the SaaS solution come into play although the emphasis here is on the currency element of the system.

By creating a new 'coin' by forking our existing chains we can develop bespoke solutions for individual clients.

Any digital currency that reaches a significant volume can be traded on the various digital currency markets that exist. E.g Bittrex, Bleutrade, Poloniex

MEDIA (ART, MUSIC ETC)

Our existing work in the music industry has delivered 2 successful proof of concept projects (POC's). We only need a marketing budget to deliver this kind of project as a 'best in class' solution to the industry.

It is our view that such a case study would drive the necessary change within the industry as artists and rights holders would recognise the transparency and efficiency benefits. We believe the tail will wag the dog in this scenario and change will need to be driven by the artists, rights holders and end users.

Another major benefit of the blockchain for media and arts related industries is version control (music) and also resale tracking (music and arts) not to mention crowdfunding and investment (covered later).

Smart contracts allow a multitude of features that are not yet widely adopted and yet offer incredible improvements that can be delivered on top of blockchain technology.

BLOCKPOOL have already developed bespoke adaptations of these smart contracts (often referred to as sidechains) enabling us to deliver custom implementations for specific clients.

CROWDFUNDING

Smart contracts can inherently be used as crowdfunding vehicles and also offer 'dividend' payments if required. These contracts can be applied to digital or offline assets offering unique engagement between the parties concerned. As an example our music POC enabled an artist to receive upfront funding for a particular release. At the same time funders were able to share in the revenue that the release generated. The blockchain handled all the working parts

Financials & Rationale for Participants



Applications of blockchain technology will differ by use case, each leveraging the technology in different ways for a diverse range of benefits. Goldman Sachs has already identified 5 potential real-world use cases for the technology from AirBnB through to Property Sales and Finance.

Investment in blockchain related projects has surpassed \$1.1 billion and companies like BLOCKPOOL who lie at the forefront of the technology (with real world applications) are driving the technology forwards.

We are in a unique position to make a substantial impression on the way business is transacted online and need help to scale the company to take advantage of the myriad opportunities available.

We aim to deliver a net profit of between £7 - £8 million pounds at the end of year 3. Our rationale is to embed our services and plugins across 2 to 4 contracts in year 1. Year one will also focus on aggressive marketing and networking to deliver the benefits of our systems to appropriate verticals. A successful TEC ensures positive cashflow at all times.

Year 1 Sales projection: **£152,720**

Year 1 Net Profit/(Loss): (£821,580)

Year 2 will see us move into net profit and focus on accelerated acquisition of contracts and preparation for global expansion. We will expand the team to include a CFO and Overseas Strategy partner

Year 2 Sales projection: **£1,237,460**

Year 2 Net Profit/(Loss): £20,260

Year 3 will see us move into early stage maturity and move into the US, Canada and Asia. We will constantly evolve our pricing structure to derive maximum margins. Our multiple marketing channels will include search, organic, affiliates, content, email and business trade shows.

Year 3 Sales projection: **£8,102,196**

Year 3 Net Profit/(Loss): £6,603,346

BLOCKPOOL

