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LEGAL OPINION

Concerning: Qualification of ASIMI Token (hereinafter referred as the

ASIMI Finance Token) under United States of America

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1. INTRODUCTION

This Legal opinion is prepared to serve as a legal analysis about ASIMI Token and its compliance with the requirements of United States regulations. This Legal opinion is based on information and documents furnished by Company (website, Whitepaper, summary etc.). I hereby present you our opinion concerning the ASIMI Token issuance and its compliance with the requirements of the reference regulations.

This assessment below focuses on whether the ASIMI Token should be regarded as utility tokens under the United States regulations.

2. INSTRUCTIONS AND QUERIES

The Client would like to enquire:

- (a) Whether the ASIMI Token is a utility and charity token based on United States laws, same may entitle to get relevant licenses; and
- (b) Whether the Client's offering of Asimi Tokens on the proposed Platform would require if it's necessary the approval by the United States laws.

3. PROJECT PRODUCT

To empower individuals to embrace their entrepreneurial spirit through online business and live life on their own terms. ASIMI as an international community harness the power of blockchain and open the doors to a new way of advertising and earning that ultimately offers people more choice in their lives using ASIMI Market and Cryptocurrency Exchanges. Honesty, reliability, trust and transparency are the values Asimi is built upon. ASIMI commitment to its community is delivered through continued innovation to shape a diverse and powerful marketplace. Asimi is set out to help people earn crypto for free. Today Asimi helps thousands of people increase their online revenue every day. Designed for mass adoption, Asimi is issued to people that complete various tasks. This has helped Asimi grow into the hands of hundreds of thousands of users. Owners of Asimi use tokens to purchase online products such as advertising traffic and marketing tools, they can mint more Asimi, or trade Asimi for other cryptos such as Bitcoin. By design, this need for Asimi tokens to purchase the various products provides Asimi tokens with ongoing demand. [See the attached White Paper]

4. ASIMI TOKEN FUNCTIONALITY

Minting is the creation of new Asimi tokens into circulating supply. You can mint new tokens into existence via “Minting ads” in the “Ad Minter” at Hashing Ad Space. Every day a total 17,438 (halving every 4 years) Asimi tokens are minted into circulation by our ad minters viewing advertisements. Minters are rewarded every day for minting ads. You can set up your ad minting profile by navigating to the Minting Dashboard and start minting for yourself. There is no technical expertise required to become an Asimi minter.

- Token Name: Asimi
- Token Symbol: ASIMI
- Total Token Supply: 67MM
- Decimals: 8

Minting Earnings

Your daily minting payment is determined by successfully completing your ad minting for the day. (“Qualified” for earnings).

The minting formula is as follows: (Totals based on Qualified Minters)

$$AOP = (AO/CwO) \times 100$$

$$ME = AOP \times MsP$$

Asimi Ownership Percentage: AOP

Asimi Ownership: AO

Company-wide Ownership: CwO

Minting Earnings: ME

Minting schedule payment: MsP

The amount of Asimi you own (AO) in your verified Minting Wallet compared to all other Asimi minters AO combined value. When you successfully mint for the day, you will be included in the MsP for that day.

Ad View Limits

Your daily minting payment is determined by successfully completing your ad minting for the day. (“Qualified” for earnings).

The ad view formula is as follows.

$$PaM = (TM \times MaV) \times AoP$$

NOTE: Final PaM is adjusted for minimum ad view requirements.

Asimi Supply And Disbursement

Asimi has a fixed maximum supply of 67MM (67,000,000)

Divisible by 8 decimals .00000000

The smallest denomination of Asimi is to be called, Asi. (ass-eye)

Asimi Supply and Disbursement

Ad Minting Allocation

76% of tokens are to be minted through ad views (50,920,000)

Minting efforts will deliver all-new tokens to the market at a set daily rate, to be distributed to minters each day, over the coming years. Asimi minting allocations will follow a similar

minting schedule to that of Bitcoin that has proven to be so successful. This is intended to slowly but steadily add to the circulating supply of Asimi, without eroding the value of the token.

Bitcoin Total Supply: 21 Million

Asimi Total Supply: 67 Million (Approximately 3.2 x BTC)

This additional supply is intended to reduce the number of decimal places required.

Bitcoin mining allocations at launch: 7,200 BTC per day

Asimi mining allocations at launch: 17,438 ASIMI per day. (Approximately 3.2 x BTC based on mintable supply)

Asimi will be allocated at the rate of 17,438 new tokens per day.

The minting payout figure halves every 4 years, over a period of 100 years

These tokens will be earned by minters each day based on their minting activity.

Minters are free to use/hold/exchange their mined tokens as they choose with no restrictions.

Ad Minting Allocation

Affiliate Commission Allocation

7.6% (5,090,000) Asimi are allocated for affiliate commissions.

This simple affiliate program is a viral growth mechanism as people (affiliates) are self-motivated to promote Asimi in order to earn more Asimi themselves. Preallocating the 10% means as long as people are minting, affiliates can continue to earn recurring commissions, all pre-scheduled for decades.

Affiliate Commission Allocation

Asimi "Pre Mint"

Asimi will "pre mint" 2.7% (1,809,000) of tokens to use at their discretion.

Any funds accumulated as a result of the sale of these tokens will be used for operating Asimi over the coming years and will be Asimi's sole source of income. We anticipate this to be sufficient funding for the following costs, including but not limited to:

Consulting

Legal

Accounting

Taxation and compliance licensing

Office space

Ongoing Business expenses

Asimi Pre Mint

Company, Leadership, Employees Allocations

7.6% (5,090,000) Asimi are allocated for affiliate commissions.

Pre mint allocated as follows:

Consulting

Legal

Companies, founders, employees, and bonus tokens are Locked to a maximum of 2% provision allowance each month for owners of these tokens. Each month, 2% of the total owned tokens for any of the above, will be awarded to them. This would continue for a

period of 50 months until all own tokens are paid. As the tokens are paid to the holder each month, they are free to do with them as they choose.

Affiliate Commission Allocation

Admin And Staff Wages

871,000 Asimi was set aside to pay staff wages and petty cash expenses for the daily operation of websites and supporting services.

Asimi Leadership

Asimi Burn

An Asimi burning mechanism was introduced to help reduce circulating supply to a maximum of 20M over time. The amount of Asimi burned weekly equates to 90% of the purchase price of the "Login Ad" product on Hashing Ad Space. Regular burning takes place weekly for the Asimi received that week. You can follow the total Asimi burned by clicking on the Asimi token in the Waves platform for a current total supply value.

Algorithm and Exchange

The simplicity of our idea requires a simple approach.

Blockchain technology and decentralized peer to peer verifications have changed the world. It is a remarkable advancement in technology and one that we support with enthusiasm.

Asimi is built upon the Waves blockchain. It is fast, simple and has one of the easiest client interfaces to use, making cryptocurrency familiar for everyone.

Asimi can be acquired and freely traded on an exchange from day one. It can be stored, sent, and received around the globe within seconds, and exchanged into both Fiat and cryptocurrencies including BTC, ETH, LTC, USD, EURO. It isn't our goal to bring forth a new blockchain technology but simply build upon the blockchain technology already in place. We have the development teams and community of specifically Bitcoin and Waves to thank for the opportunity to make Asimi a reality. Bitcoin bringing forward the revolutionary blockchain technology and the concept that has been adopted by many, and Waves for simplifying the technology to a platform that allows us to build our token, own it, trade it, and share it with others freely in a decentralized environment.

With all of this pre constricted genius in place, Asimi can now further simplify the minting and dispersement of tokens, helping even more people gain access to crypto currency globally through the simplistic ad minting system.

Demand for Assets

Supply, demand, and price have an unbreakable relationship, and why we believe Asimi will grow. With limited supply and a unique value proposition driving demand, price rises can occur. A home-based business is growing rapidly as more people are realizing the enormous opportunity to make money from home. Finding a true way to earn money from home, and advertise to a targeted audience is highly sought after. We have built our token economy model based on conservative sales figures. Overall, we see great things for Asimi Values. Advertising is a \$558 billion industry*. ASIMI aims to leverage its huge capitalization, by introducing an innovative approach that enables participants to both earn money by watching advertisements while doing advertising of their own. Each user in the

system is entitled to watch a certain number of free ads daily. All users that watch ads during the day, share among them the daily minting payout in ASIMI. If the user wants to watch additional ads above their limit they can obtain a minting stake package(s), which enables them to watch additional ads. Those packages are essentially free; however, they serve an important role in the system. In order to obtain the package, the user needs to lock away his ASIMI for a certain period of time. All the coins are given back to the user gradually over time. Advertisers who wish to participate in the system can purchase ad block packages.

a) Platform Proposal

To produce the most simplified minting experience that rewards users in real value for their contribution and effort. Designed for mass adoption; Asimi will lead the way as a value-based utility token with a true purpose within the online advertising industry, helping thousands of people around the world benefit from the incredible world of cryptocurrency. Asimi is built to provide a powerful, easily accessible cryptocurrency token that everyone can understand, use and earn. Technological hurdles have held a lot of people back from participating in, and benefiting from, the incredible shift crypto currency has brought to our monetary system. We have gone to great lengths to make this as simple as possible. Experience has told us that crypto currency is here to stay. It has changed the way we use, move and earn money. We also see the increasing numbers of people that are looking online for ways to make money from home, and in a marketplace filled with choice, it can be difficult to know what works. The Asimi token provides two solutions:

A freely exchanged utility token for use within the online advertising industry,

A unique method of minting that allows anyone to earn it from home.

There will be NO Initial Coin Offering.

In our opinion, many new tokens on the market are not much more than a fundraising tool. We are not that. Bringing it back to the creation of Bitcoin, there was no ICO, there was no hype-filled promotional material.

It was simple: "here is the idea and here is how you can participate."

We will grow Asimi based on this principle:

We are not asking people to financially back Asimi based on an idea.

Instead, we are looking for people who are interested in joining the community, allowing people to earn, use, and participate all for free. Asimi is a value-based utility token for the purpose of purchasing advertising and ad minting reward system. It will be built from the ground up, with circulating supply starting at zero. Motivated users can mint the token via our unique minting proposition of viewing advertisements. As minters obtain tokens, they would be free to use, hold, or sell them on the open DEX exchange. If people wish to buy Asimi, they would acquire Asimi on the same DEX exchange purchasing it from sellers, with no restrictions.

5. JURISDICTIONS:

a) US Jurisdiction

Cryptocurrency exchanges are legal in the United States and fall under the regulatory scope of the Bank Secrecy Act (BSA). In practice, this means that cryptocurrency exchange service providers must register with FinCEN, implement an AML/CFT program, maintain appropriate records, and submit reports to the authorities. Meanwhile, the US Securities and Exchange Commission (SEC) has indicated that it considers cryptocurrencies to be securities, and applies securities laws comprehensively to digital wallets and exchanges. By contrast, The Commodities Futures Trading Commission (CFTC) has adopted a friendlier, “do no harm” approach, describing Bitcoin as a commodity and allowing cryptocurrency derivatives to trade publicly.

- i) **State of Texas** recognizes blockchain and cryptocurrency in its Uniform Commercial Code, which governs commercial transactions. HB 4474 recognized cryptocurrency in the state’s Uniform Commercial Code in an effort to set standards that clarify the rights of people who control the currency and make it possible to resolve disputes over ownership. Cryptocurrency transactions are gaining in popularity across the country, but especially in Texas. While the state does not recognize this virtual currency as legal tender, it does allow the use of it in exchange for goods and services provided, subject to the provisions of Texas Finance Code § 32.001 and Texas Money Services Act. Texas Government issued Virtual Currency Guidance. <https://www.dob.texas.gov/sites/default/files/files/news/Industry notices/in2021-03.pdf>
<https://www.dob.texas.gov/sites/default/files/files/consumer-information/sm1037.pdf>
<https://www.dob.texas.gov/sites/default/files/files/consumer-information/csbsvirtualcurrency.pdf>.

6. COMPLIANCE

In general, considering most of the world's about cryptocurrencies laws, I believe that a token with one or more of the following features may constitute a utility token:

- a) Independent right to use it, subject to terms of platform;
- b) share of profits;
- c) Status as a trade within platform;
- d) Holder of an obligation to repay the platform or the legal entity issuing the token subject to the terms of platform;
- e) A feature that allows the holder to convert a token into a resale-able token or instrument with one or more investment interests.

I believe that a token with the following rights may be considered as a utility token:

- Right to use;
- the rights to get compensation;
- the rights to be liquidated in loss of scams in accordance with terms of platform;
- the rights to share opinion on platform blog with community members;
- the right to purchase a goods or service within the described terms of plate form;
- Minting reward;
- Integrated exchanges;

7. CONCLUSION

The Asimi model presents itself as a harnessing blockchain technology to offer a complete tokenized economy symbiotically helping advertisers and putting money in the hands of people that need it most. An absence of real-world solutions and applications has limited the wide reception of blockchain innovation among individuals. They said, at Asimi, we are revolutionizing the community through great solutions for the holding money in the hands of users with maintaining high transparency and security. Asimi Plate form affirms not to involve its token into any finance related functions which array the token into security token as the SEC's approach to whether a digital asset is a security derives from its application of the test set forth in SEC v. W.J. Howey Co. (the Howey Test). The Howey Test determines whether an asset constitutes an "investment contract," one of the enumerated types of instruments defined in the securities laws. The test states that an investment contract involves (i) an investment of money, (ii) in a common enterprise, (iii) in which the investor is led to expect profits, (iv) derived from the entrepreneurial or managerial efforts of one or more third parties, hence this utility token function as commodity token. United States Commodity Futures Trading Commission ("CFTC") has determined that virtual currencies are commodities. The State of Texas subject to laws recognizes them as a valid instrument for the exchange of goods and services.

DISCLAIMERS

The opinions expressed above are subject to the following qualifications:

- a) Investment into cryptocurrencies are subject to general market and investment risks. As cryptocurrencies are slowly being regulated, my inputs provided above are only correct as of the date they were first given.
 - b) My opinion is based on the facts as provided to us in your communication and website contents dated 19/03/2022, and the attachments contained therein;
 - c) My opinion is strictly limited to the matters stated herein, and is not to be read as extending by implication to any other matter or document;
 - d) My opinion is confined to and given on the basis of the laws of United States. Given the international nature of cryptocurrencies.
 - e) Our opinion as contained in this letter is given solely for the benefit of the Client, and shall not be relied on by any other person, corporation, entity or otherwise;
- For purposes of this legal opinion, I have not conducted any due diligence or similar investigations as to factual circumstances. This opinion is limited to an analysis of the circumstances as set forth herein.

Yours faithfully,


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