



CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

AI BLOCKCHAIN ENVIRONMENT, LLC

(a Wyoming limited liability company)

Up to \$10,000,000 of Class B Tokenized Membership Units

This Confidential Private Placement Memorandum (as supplemented or amended, this “Memorandum”) relates to the private offering (the “Offering”) by AI Blockchain Environment, LLC (the “Company” or the “Fund”) of its Class B membership units, which are tokenized as permissioned tokens on the Polygon blockchain (the “Units” or “Tokens”). The Units are offered only to accredited investors in reliance on the exemption from registration provided by Rule 506(b) of Regulation D under the Securities Act of 1933 (the “Securities Act”), and the Company relies on the exclusion from registration provided by Section 3(c)(1) of the Investment Company Act of 1940.

THE UNITS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR ANY STATE OR NON-U.S. SECURITIES LAWS, AND ARE OFFERED IN RELIANCE ON EXEMPTIONS THEREFROM. THE UNITS ARE SUBJECT TO RESTRICTIONS ON TRANSFER, HAVE NO PUBLIC MARKET, AND INVOLVE A HIGH DEGREE OF RISK, INCLUDING THE RISK OF LOSS OF THE ENTIRE INVESTMENT. THE SEC AND STATE REGULATORS HAVE NOT APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED ON THE ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

September 1, 2026

IMPORTANT NOTICES

This Memorandum is furnished on a confidential basis solely to the named offeree for the purpose of evaluating an investment in the Units. It may not be reproduced or distributed, and its contents may not be disclosed, without the Company's prior written consent. By accepting this Memorandum, the recipient agrees to return it upon request.

No person has been authorized to make any representation other than as contained in this Memorandum, and any representation not contained herein must not be relied upon. This Memorandum does not constitute an offer in any jurisdiction in which such an offer is not permitted. The Units are suitable only for sophisticated investors who can bear the economic risk of the loss of their entire investment and who have no need for liquidity.

This Memorandum contains a summary of certain terms of the Company's Operating Agreement and the Subscription Agreement; that summary is qualified in its entirety by the actual documents, copies of which are available and should be reviewed in full. In the event of any inconsistency, the Operating Agreement governs.

Certain statements in this Memorandum are forward-looking. Forward-looking statements are subject to risks and uncertainties, and actual results may differ materially. The Company undertakes no obligation to update them. There can be no assurance that the Company will achieve its objectives or that any targeted distribution will be paid. Past or hypothetical performance is not indicative of future results.

Each prospective investor should consult its own legal, tax, and financial advisors. Nothing herein is intended as legal, tax, or investment advice.

SUMMARY OF PRINCIPAL TERMS

The following summary is qualified in its entirety by the more detailed information appearing elsewhere in this Memorandum and in the Operating Agreement and Subscription Agreement.

The Company	AI Blockchain Environment, LLC, a Wyoming limited liability company, operated as a privately offered, self-managed pooled investment vehicle.
Securities Offered	Class B membership units, tokenized as permissioned tokens (ERC-3643) on the Polygon blockchain.
Offering Amount	Up to \$10,000,000 (the Manager may increase or decrease this amount).
Minimum Investment	\$25,000, subject to the Manager's discretion to accept a lesser amount.
Eligible Investors	U.S. accredited investors only (Rule 501(a)), verified as required; no non-accredited investors.
Investment Program	Fully-funded, spot trading of digital assets. The Fund does not use leverage, margin, derivatives, or contracts for difference.
Manager	Natosha Ryan, as Managing Member.
Trading Provider	ADP Ventures, LLC (an affiliate), under a Trading and Services Agreement incorporating the spot-only mandate.
Administrator	TFIB Ventures, LLC (an affiliate), under an Administration Services Agreement.
Token Administrator	Monetaforge (Cayman Islands), which designs, mints, issues, and administers the Tokens.
Targeted Distribution	A targeted, non-guaranteed monthly distribution to Class B of up to 5% of contributed capital, payable solely from net trading profits, non-cumulative, and subject to reduction or suspension. Not a fixed or guaranteed return.
Waterfall	Available cash is distributed first to Class B up to the targeted distribution, then residual to Class A (founders).
Net Asset Value	Determined monthly using objective, pre-designated pricing sources, with quarterly CPA attestation. NAV is not set to any target.
Redemptions	At NAV, within ten (10) business days of a valid request, subject to notice, gates, and suspension. Not a redemption at par.
Reserve	A liquidity/redemption reserve (target 5% of assets), funded within 90 days of launch.

Management Fee	\$15,000 per month, increasing to \$30,000 per month on January 1, 2027. No separate carried interest; the Manager's upside is through Class A.
Other Fees	Trading-provider and administration fees to affiliates; Token Administrator fees (\$10,000 setup; \$10,000 annual; a 2.5% token allocation to the Token Administrator's parent). See Fees and Expenses.
Tax	The Company is treated as a partnership; investors receive Schedule K-1s and may owe tax on allocated income whether or not distributed.
Transfer Restrictions	Restricted securities; permissioned tokens; transfers only among whitelisted, eligible holders and subject to the 100-holder limit.
Exemptions	Securities Act Rule 506(b); Investment Company Act Section 3(c)(1).
Risk Factors	An investment involves a high degree of risk, including loss of the entire investment. See Risk Factors.
Reports	Periodic reports and annual Schedule K-1s.

RISK FACTORS

An investment in the Units involves a high degree of risk. Prospective investors should carefully consider the following risks, together with the other information in this Memorandum, before investing. The risks described below are not exhaustive.

No Guaranteed Return. The targeted distribution is a target only. It is not guaranteed, fixed, or accruing; it is payable solely from net trading profits; it is non-cumulative; and it may be reduced to zero or suspended. There is no assurance the Fund will be profitable or make any distribution.

Risk of Loss of Entire Investment. The Fund's strategy involves substantial risk. An investor may lose some or all of its investment, and the return of capital is not guaranteed.

Digital-Asset Volatility. Digital-asset prices are highly volatile and may decline rapidly and unpredictably. Markets may be illiquid, immature, and subject to manipulation, fraud, and operational failures.

Limited Operating History. The Fund has a limited operating history in its current, documented form. Any prior performance is not indicative of future results and may not have been generated under the current structure or restrictions.

Reliance on the Manager; Key Person. The Fund depends on the Manager. The loss of the services of Natosha Ryan, or of the personnel of the trading provider, could materially and adversely affect the Fund. Investors have no role in management.

Reliance on the Trading Provider and Its Software. The Fund's trading is executed through ADP Ventures, LLC and its proprietary software. Errors, failures, or unavailability of that software or personnel, or the termination of the trading arrangement, could impair the Fund.

Strategy May Not Succeed. The spot trading strategy may not achieve its objectives. Opportunities the strategy targets may be limited, may disappear, or may not be profitable after costs.

Custody and Security of Assets. Digital assets are subject to risks of theft, hacking, loss or compromise of private keys, exchange failure or insolvency, and irreversible transfers. A loss of the Fund's assets could be total and unrecoverable.

Technology, Smart-Contract, and Cybersecurity Risk. The Tokens rely on blockchain and smart-contract technology, which may contain bugs, be subject to exploits, or be affected by network disruptions or changes. If the token contract is upgradeable, the administrator of such controls could alter token functionality. Cybersecurity incidents could harm the Fund and its investors.

Valuation Risk. NAV depends on the valuation of digital assets, which may be difficult to value in volatile or illiquid conditions. Although the Fund uses objective pricing sources and obtains CPA attestation, valuations are estimates, and the Manager's involvement in valuation presents a conflict.

Illiquidity; Transfer Restrictions. The Units and Tokens are restricted securities with no public market, are permissioned, and may be transferred only among whitelisted, eligible holders and with the Manager's consent. Investors may be unable to transfer their Units.

Redemption Limitations. Redemptions are subject to notice, to gates limiting aggregate redemptions, and to suspension. The liquidity/redemption reserve will not be fully funded at launch, and until it is funded the Fund's ability to satisfy redemptions may be limited. Redemption is at NAV and may return less than the amount invested.

Conflicts of Interest. The Manager and its affiliates are subject to conflicts of interest. The Manager (Natosha Ryan) controls the Administrator (TFIB), an affiliate (ADP, controlled by Austin Putt) serves as trading provider, and the Manager, TFIB, and ADP receive fees and hold Class A Units. The Manager approves the Fund's related-party arrangements and, in certain cases, acts on behalf of both parties. See Conflicts of Interest.

Related-Party Service Providers. The trading provider and administrator are affiliates, and the Token Administrator receives a token allocation. These arrangements were not negotiated at arm's length with unaffiliated parties and present conflicts, although they are intended to be on arm's-length terms and are disclosed herein.

Offshore Token Administrator. The Token Administrator is organized and regulated in the Cayman Islands. Its obligations run under Cayman law and its regulator, and the Fund's reliance on an offshore provider for token issuance, the holder register, and related functions presents operational and legal risks.

Prior Activity; Remediation. Prior to completing the documentation of the Offering, the Company accepted funds from, and issued tokens to, a limited number of investors without delivering offering documents, and certain communications to those investors did not reflect the terms described herein. The Company is remediating this through corrective documentation and disclosure. Notwithstanding remediation, the Company could be subject to claims (including rescission claims) or regulatory action arising from the prior activity, which could adversely affect the Fund and its investors.

Securities-Law Risk. If the Offering failed to qualify for the claimed exemptions (for example, due to general solicitation, an issue with an investor's accredited status, integration, or a "bad actor" disqualification), investors could have rescission rights and the Company could face liability and regulatory action.

Investment Company Act Risk. The Fund relies on the Section 3(c)(1) exclusion, which limits the Fund to 100 beneficial owners and requires a non-public offering. If the Fund exceeded that limit or were deemed to have made a public offering, it could be required to register as an investment company, which would be impracticable and could require winding up.

Commodity-Law Risk. The Fund's spot-only mandate is intended to avoid commodity-pool status. If the Fund were nonetheless deemed a commodity pool (for example, if the mandate were breached), registration of the Manager or the trading provider as a commodity pool operator or trading advisor could be required.

Money-Transmission and Stablecoin Regulatory Risk. The Fund's handling of fiat and stablecoins, and the tokenized nature of the Units, implicate evolving money-transmission, virtual-asset, and stablecoin regulation. Changes in, or the application of, such laws could impose licensing, compliance, or structural requirements or restrict the Fund's operations.

Evolving Regulation. The regulation of digital assets and tokenized securities is rapidly evolving and uncertain. New laws, rules, or enforcement positions could materially and adversely affect the Fund, its strategy, or the Units.

Tax Risks. The Fund is treated as a partnership; investors will receive Schedule K-1s and may owe tax on allocated income (which may be largely short-term or ordinary) whether or not cash is distributed. Tax reporting for digital-asset activity is complex and uncertain. Investors should consult their tax advisors.

Concentration; Limited Diversification. The Fund may hold concentrated positions and is not subject to diversification requirements, increasing the impact of adverse movements in particular assets.

Reliance on Third Parties. The Fund relies on exchanges, custodians, counterparties, and service providers, whose failure, insolvency, or misconduct could cause losses.

No Independent Administrator or Custodian in Certain Respects. To the extent the Fund does not engage a fully independent administrator or qualified custodian, investors will not have the protections such independence provides, and will rely on the Manager and its affiliates.

1. The Company and Its Business

The Company is a Wyoming limited liability company formed to operate as a privately offered pooled investment vehicle. The Company pools the capital of its investors and deploys it in the Investment Program, with the objective of generating returns for distribution to Class B investors, subject to the priorities in the Operating Agreement.

Investment Program

The Investment Program consists of fully-funded, spot trading of digital assets. The Company holds the assets it trades and pays the full purchase price. The Company does not use leverage or margin and does not trade futures, options, swaps, perpetual contracts, contracts for difference, or other derivative or commodity-interest instruments. These restrictions are set forth as a binding investment mandate in the Operating Agreement and are incorporated into the Trading and Services Agreement with the trading provider.

Trading Operations

The Company has engaged ADP Ventures, LLC, an affiliate, to provide proprietary trading software and execute the Investment Program under a Trading and Services Agreement. All trading occurs within accounts maintained in the Company's own name; the trading provider has trading authority only and no authority to withdraw or move the Company's funds.

2. Management

The Company is managed by its Manager, Natosha Ryan, who has full authority to manage the Company's business and affairs, subject to the Operating Agreement and the investment mandate. The Manager may delegate functions to the trading provider (ADP Ventures, LLC) and the administrator (TFIB Ventures, LLC), each an affiliate.

Natosha Ryan - Manager

Ms. Ryan serves as the Company's Manager and Chief Operating Officer. She is a senior operations executive with extensive experience leading large-scale operational organizations, shared-services functions, and governance and compliance programs. Ms. Ryan has held executive leadership positions at Schneider Electric, where she directed complex operational environments supporting large employee populations across North and South America, including oversight of shared services, human-resources operations, payroll and benefits administration, compensation programs, vendor and third-party governance, quality assurance, process controls, and enterprise-wide transformation initiatives. Her professional focus includes operational risk oversight, internal controls, regulatory compliance, vendor and third-party risk management, and audit readiness. Ms. Ryan's experience is principally in corporate operations and governance rather than investment management, securities, or digital-asset trading; the Company's trading strategy is designed and executed through the Company's trading provider, as described elsewhere in this Memorandum.

Austin Putt - Principal of the Trading Provider

Mr. Putt is the principal of ADP Ventures, LLC, the Company's trading provider, and is responsible for the Company's proprietary trading software and the execution of the Investment Program. He is a Quantitative Software Engineer and Algorithmic Infrastructure Specialist with five years of experience building scalable backend architectures in the quantitative trading and blockchain sectors. Specializing in Python-driven algorithmic development and code optimization, he designs and refines core infrastructure frameworks that enable engineering teams to deploy high-precision trading models. Recognized for his technical rigor in code quality assurance, system testing, and backend performance, Austin bridges complex software stack architecture with operational execution to maximize core tech stack efficiency and platform stability.

Investors should note that the Manager and the principals of the affiliated service providers may have limited experience operating a registered or regulated pooled investment vehicle, and that the Fund depends significantly on the trading provider and its software to execute the Investment Program.

3. Conflicts of Interest

The Manager and its affiliates are subject to conflicts of interest, including the following:

Affiliated Service Providers

The trading provider, ADP Ventures, LLC, is controlled by Austin Putt, and the administrator, TFIB Ventures, LLC, is wholly owned and controlled by the Manager, Natosha Ryan. Each holds Class A Units. The Company's agreements with these affiliates were not negotiated at arm's length with unaffiliated parties, and the Manager approves these related-party arrangements. In the case of the Administration Services Agreement, the Manager acts on behalf of both the Company and the administrator. These arrangements are intended to be on arm's-length terms and have been approved by written consent of the members.

Fees and Class A Economics

The Manager, TFIB, and ADP receive fees from the Company and, as holders of Class A Units, are entitled to the residual economics after the Class B targeted distribution. This creates an incentive to maximize fees and residual returns. The Manager is involved in determining NAV, which affects redemptions and the calculation of amounts distributable.

Token Administrator Allocation

The Token Administrator's parent is entitled to a token allocation equal to 2.5% of the tokens issued in connection with the project. This allocation is a cost of the Offering and a related-party consideration, and its structure is described under Fees and Expenses. Depending on its characterization, such an allocation could raise regulatory considerations, which the Company has considered in structuring the arrangement.

Other Activities

The Manager and its affiliates may engage in other business activities, including activities that compete with or relate to the Company, and are not required to devote their full time to the Company.

4. Fees and Expenses

Management Fee

The Company pays the Manager a management fee of \$15,000 per month, increasing to \$30,000 per month effective January 1, 2027. The Manager does not charge a separate carried interest or performance fee; the Manager's and its affiliates' profit participation is realized through their Class A Units.

Trading-Provider and Administration Fees

The Company pays ADP Ventures, LLC a service fee under the Trading and Services Agreement and TFIB Ventures, LLC an administration fee under the Administration Services Agreement. These fees are payable to affiliates and are described in the respective agreements. Such fees are not structured as a share of trading profits.

Token Administrator Fees

The Token Administrator charges a one-time setup fee of \$10,000 and an annual administration fee of \$10,000, and the Token Administrator's parent is entitled to a token allocation equal to 2.5% of the tokens issued in connection with the project.

Other Expenses

The Company bears its own organizational, offering, operating, custody, audit, tax, legal, and compliance expenses. Government and third-party filing fees, and other third-party costs, are borne by the Company. The Manager and its affiliates are reimbursed for reasonable out-of-pocket expenses incurred on the Company's behalf.

5. The Units, Distributions, Net Asset Value, and Redemptions

The Units

The Company offers Class B membership units, which are tokenized as permissioned tokens. Class B Units are non-voting, except for limited protective consents, and carry the economic rights described in the Operating Agreement. The founders hold Class A Units, which carry voting/control and the residual economics.

Distributions

The Company targets a monthly distribution to Class B holders of up to 5% of contributed capital, payable solely from net trading profits (after fees, expenses, and funding of the reserve). The targeted distribution is a target only, is non-cumulative, and may be reduced to zero or suspended. Available cash is distributed first to Class B up to the targeted distribution, and the residual to Class A.

Net Asset Value

NAV is determined as of the last business day of each month using independent, pre-designated pricing sources for digital assets and a consistent methodology, with quarterly CPA attestation. NAV reflects actual asset values and is not set to any target. Subscriptions and redemptions are priced at NAV.

Redemptions

A Class B holder may request redemption on written notice; redemptions are effected at NAV within ten (10) business days of a valid request, paid in USDC, subject to gates and suspension. There is no lock-up other than applicable transfer restrictions. Redemption is not a right to withdraw at any time at par, and the amount received depends on NAV.

Reserve

The Company maintains a liquidity/redemption reserve (target approximately 5% of assets), to be funded within approximately 90 days of launch. Amounts needed to fund the reserve have priority over the targeted distribution. The reserve is a Fund reserve and does not guarantee or back the Units at any fixed value.

6. Transfer Restrictions

The Units and Tokens are restricted securities and are subject to substantial restrictions on transfer under the Operating Agreement and applicable law. Transfers require the Manager's consent, are permitted only to accredited, eligible, whitelisted holders, must not cause the Company to exceed the 100-holder limit or lose its exemptions, and are enforced at the protocol level through the permissioning controls. There is no public market for the Units, and none is expected to develop.

7. Prior Activity and Remediation

Prior to completing the documentation of the Offering, the Company accepted subscriptions from, and issued tokens to, a limited number of investors, and received investor funds, without

delivering offering documents. Certain communications to those investors described the investment in terms (including a fixed monthly return, a fixed value, “cash backing,” or redemption at par) that do not reflect the terms of the investment as described in this Memorandum and the Operating Agreement. The Company is remediating this matter by delivering the offering documents to those investors and documenting their investments through corrective subscription and ratification agreements consistent with the terms described herein. Prospective investors should review the related risk factor under Risk Factors - Prior Activity; Remediation.

8. Certain Regulatory Matters

Securities Laws. The Units are offered in reliance on Rule 506(b) of Regulation D and applicable state exemptions. The Company will not engage in general solicitation or general advertising, and will file a Form D and applicable state notice filings.

Investment Company Act. The Company relies on the Section 3(c)(1) exclusion and will limit its beneficial owners to fewer than 100 and refrain from any public offering.

Commodity Laws. In light of the spot-only mandate, the Company is not intended to be a commodity pool, and no person is intended to be required to register as a commodity pool operator or commodity trading advisor by reason of the Company’s activities.

Investment Advisers. The Manager’s status under the Investment Advisers Act and applicable state law will be addressed through an exempt-reporting-adviser or state filing, as applicable.

9. Certain U.S. Federal Income Tax Considerations

The following is a general summary and is not tax advice. The Company intends to be treated as a partnership for U.S. federal income tax purposes. Each investor will be a partner, will be allocated its distributive share of the Company’s income, gain, loss, and deduction (which, given the trading strategy, may be substantially short-term capital gain or ordinary income), and will receive a Schedule K-1. An investor may owe tax on allocated income whether or not the Company distributes cash. The tax treatment of digital-asset transactions is complex and uncertain. Each investor should consult its own tax advisor.

10. ERISA Considerations

Investment by “benefit plan investors” subject to ERISA or Section 4975 of the Code involves special considerations. The Manager may limit benefit-plan-investor participation so that it is not “significant” under the plan-asset regulation, and may require redemptions to preserve that position. Fiduciaries of such plans should consult their advisors.

11. Plan of Distribution; How to Subscribe

The Units are offered by the Company on a best-efforts basis through the Manager and the Company’s officers, and not through any placement agent or broker-dealer receiving transaction-based compensation. To subscribe, a prospective investor must complete and deliver the Subscription Agreement, including the accredited-investor certification and investor information,

satisfy verification and KYC/AML requirements, provide a whitelisted wallet address, and deliver the subscription amount to an account in the Company's name. The Manager may accept or reject any subscription in whole or in part.

12. Reports to Investors

The Company will provide investors with periodic reports and, annually, the Schedule K-1 and other tax information necessary to prepare their tax returns. The Company's NAV and liquidity will be subject to quarterly CPA attestation as described herein.

13. Legal Matters and Additional Information

Certain legal matters in connection with the Offering are being handled by counsel to the Company. Counsel represents the Company and not any investor, and no investor should rely on counsel to the Company. Prospective investors and their advisors are invited to ask questions of, and obtain additional information from, the Company, to the extent the Company possesses such information or can obtain it without unreasonable effort or expense. Requests should be directed to the Manager.

14. Exhibits

Exhibit A - Amended and Restated Operating Agreement.

Exhibit B - Subscription Agreement, including Accredited Investor Certification and Subscriber Information.