



SHAREHOLDER UPDATE DECEMBER 2017

SHAREHOLDER OFFER and EXIT

V2PAY Shareholders will be offered an EXIT opportunity Q-3 2018.

G00bits will fully acquire the 186,350,000 shares in V2PAY in exchange for G00bits which you will be able to sell on the Global Coin Exchange by September 2018.

The offer USD \$255,299,500

The offer AUD \$333,566,500*

Each shareholder will receive G00bits valued at:

USD \$ 1.37

AUD \$ 1.79*

**Based on 0.77 FX Conversion rate (rate variable)*

B. FIELD

V2PAY DIGITAL MONEY GROUP PTY LTD ACN 620417389

STRICTLY CONFIDENTIAL

Primary Programs planned for Live in 2018

- ipaychina - Corporate transfers to China
- WeChat Merchant
- Global Hotel and Tourism Global Visa card issue in Hotels and Tourism
- G00bits Global Crypto currency takeover offer for V2PAY

V2PAY Current Shareholders

V2PAY DIGITAL MONEY GROUP SHAREHOLDERS	SHAREHOLDING
ABCORP	9%
TRIPCASH	9%
INVESTORS	15%
CURRENT INVESTORS	67%
TOTAL	100%
Total shares on issue	186,350,000

Executive Summary

V2PAY team is growing. We are gaining a solid global foothold for our programs. The focus and importance for 2018 is the continuous engagement of professional management teams and fully commercialization of our global partner programs, as we evolve.

New Appointments

Raman Bhalla

CFO / Director ex Citi Bank; Institute of Accountants; experience in public companies.

Darpan Shah

Director and CEO of Asia and Remittance / Banking Partnerships.

Ex V.P. of IndusInd Bank; Deloitte; vast experience and global network of major remittance and banking partners.

David Rumsey

CEO / Director ex CIO for Tourism Australia.

David has a massive wealth of knowledge in digital marketing within global tourism, together with expertise in Chinese tourism and trade.

Naveen Aurora

Contract Manager and planning; ex Australian Government advisor and strategic planner.

Naveen will globally manage the many partners and client contracts together with Raman on financial planning.

Peter Bishop

CTO ex Optus; Telstra; commercial and government specialist in financial systems delivery.

We have several new global partnerships to deliver a combination of programs during 2018.

External Consultants

V2PAY utilize a range of expert consultants globally, providing important advisory and professional knowledge as part of our existing and new programs in development.

Payments are constantly evolving to meet the next generation of technologically savvy Digital users whom adopt mobile driven solutions for transferring money via social media or over the remittance networks, which often require 4-dimensional thinking in payments. Some of which are evolving in QR codes and Crypto based Digital coins. These are new but have gained massive adoption in just 3 years – which always keeps V2PAY in developer mode.

V2PAY is very much a payments and solutions developer, with many of its ideas or creations now main stream. For players such as Visa and MasterCard (and various banking related service providers) who

are constantly hunting for the next advantage over their competitors, it easy to replicate a good idea, which does not benefit the real developers.

V2PAY would often innocently publish its ideas on its website, only to find the majors copying the programs, this unfortunately is part of the learning process.

Today we don't publish our ideas onto our V2PAY website.

Where are we now

V2PAY has focused in 2-3 areas of its strengths and we are now partnering with major companies who can assist V2PAY in its journey as product or partner J/V's, on a revenue sharing model.

- 1) New product developments in Cryptos for the past 2 1/2 years.
- 2) New partnerships with major vendors in the payments space.
- 3) Building relations to form a program between partners in the payments space with a strong focus on China and India, the major growth markets of the future.

V2PAY evolution during the past 7 years has received very minimal investment by comparison to many companies who have received \$10's of millions and delivered nothing in the same space as V2PAY.

For the past 3 years V2PAY have chosen to partner with companies which can strengthen V2PAY by providing their services at a major discount in return for shares in V2PAY - as opposed to seeking any capital until we had a solid program to deliver.

The result of partnering using shares has vastly improved opportunities working within the major players to form new programs based on each of the partners' strengths, where V2PAY would derive an eventual benefit, via discounted product or services from the alliance.

V2PAY is now in position with 4-5 very major program opportunities in 2018 which will generate a potential profitable income.

V2PAY has a credible and professional management team, a global depth of experience to fully commercialize the payment programs.

Many of these opportunities are global in scale which requires an even broader global team of experts to fully benefit.

V2PAY are now moving into the commercialization phase requiring serious funding - USD \$4 - \$5 Million.

The funding could potentially see all shareholders taking a substantial dilution for a 40-45% stakeholder to ensure the funds.

The goal of V2PAY is to ensure that its shareholders do not lose or dilute their primary investment or the ability to generate solid returns in line with the investment risk taken.

For V2PAY to deliver a substantial return to investors, we were faced with two options:

- 1) Find investors for the USD \$4 5 Million to deliver the programs and be prepared to have shareholders diluted by up to 45%.
- 2) Find an alternative solution, which delivers shareholders a very positive outcome on their investment which has a close and tangible exit and end the V2PAY investment timetable.

We believe that the evolution phase for V2PAY shareholders is over and time to allow shareholders the opportunity to EXIT with their principal and a substantial profit on their investments.

Often, taking on an investor holding a major stake, can potentially risk anticipated outcomes for early shareholders.

On the premise we did add a substantial investor, a time frame of an additional 2-3 years could elapse before investors are provided an EXIT, either via a private sale or public listing of shares. Although dividends would kick in, there would be 45% less share dividends because of a dilution to raise the capital to complete the 2018 programs.

A private buyout of V2PAY would have expected a price in the USD \$80 Million to \$90 Million range and with a listing between USD \$110 Million and \$130 Million this would be the expectations based on the funding and all 3-5 new programs, launched in 2018, having solid success to deliver the above valuations.

The model chosen to exit V2PAY investors is a program in development for the past 2 1/2 years called G00bits which is a Hybrid Crypto currency program next generation.

Most have heard of Bitcoin which is now riding the crest of the wave and has reached as much as USD \$20,000 per coin. We could spend all day and a ton of paper to explain the positives and negatives of Bitcoin. Everyone seems to have an opinion.

G00bits now developed, is the next generation of Bitcoin, where we have taken the best from Bitcoin and added vast new capabilities - above all cryptos on the global market. G00bits has taken the high risk out of the coin, allowing consumers and corporates and fund managers a new program to enhance the financial network's current platforms, also allowing the program a global independence from existing financial platforms.

As an example, if V2PAY listed on a stock exchange say in Australia and the share was listed at \$1.00 shareholders are limited to one country and the interest in the stock from that one country. The volume is often low with more sellers than buyers which would send the price to 50 cents quite quickly.

The difference of a Global Coin Exchange to the current share market, which does act like a stock exchange, allows you to place your coin on 40 – 50 Global Coin Exchanges where millions of coins are exchanged each day in many currencies. Now crypto currencies are a USD \$580 Billion-dollar trading network with almost 2,500-coin options in the global market.

V2PAY has developed a G00bits coin, where the coin will be placed on the 40-50 Coin Exchanges globally, and where shareholders will be able to EXIT.

The G00bits model has a fixed floor price so it cannot go lower but can go higher.

Each G00bit we put into the market will have a value of USD \$1.37 and as all the G00bits are released they will have a minimum value of USD \$1.37 per coin. Evolving to the final 10th block to \$13.75.

The major difference with the G00bits program is that it is backed by a Gold standard pricing model as opposed to Bitcoin which is backed by media hype and a lot of hot air combined with buyers who don't want to miss out.

G00bits is a new program so media create hype just like everybody else is part of the process (just as if we listed on a stock exchange) we have one of the best marketing personnel in the business - David Rumsey who is the former CIO of Tourism Australia. David fully understands the social media hype to drive buyers of G00bits, which has many inbuilt positives for corporates such as tax deductions together with positive natural returns.

As a shareholder of V2PAY, for each share you have, you will be offered 1 G00bit valued at \$1.37 USD which you can sell on the G00bits Exchanges, 4 months after we go live on the Coin Exchanges.

V2pay shareholders, will also receive 10,000 G00bits for each year as a paid in shareholder.

If you have made a loan to V2PAY you will receive G00bits in return for the principal loan and 10% interest per year (on the principal) for each year paid in G00bits.

V2PAY currently has 186,350,000 shares on issue.

G00bits PTY LTD will take over V2PAY Digital Money, which is where your shares have evolved to and its shareholders will be offered G00bits valuing V2PAY at USD \$255,299,500 or approximately AUD \$333,566,500 delivering an exceptional outcome for investors.

V2PAY share statements are currently being prepared, showing your share entitlements as a V2PAY shareholder with the conversion of shares to G00bits table. Plus, your entitlements of 10,000 G00bits for each year of investment. (If you hold a sizable amount with V2PAY our estimates of the valuations and your entitlements).

We are also preparing your share sale agreement, also share transfer form, your G00bits entitlement summary and "How G00bits works and how do I cash in my G00bits".

We have made the buy and sell process for G00bits as simple as possible.

You select how many G00bits you want to sell on the Coin Exchanges the system will link the sale to your nominated bank account when you register on the G00bits Coin Exchanges you wish to sell on.

You can place all your G00bits on the market or take your time



Contents

Primary Programs	1
Current Shareholders	1
Executive Summary	2
Contents	7
ipaychina	8
WeChat	8
Global Hotel and Tourism	9
Crypto Currency	9
Coin Exchange	10
G00bits Difference	11
G00bits Opportunity	11
G00bits Mining & Distribution	12
Goobits Structure & System	13
Bitcoin Vs G00bits	13
Setting Up a G00bits Account	14
G00bits Capabilities	14
G00bits Crypto Currency	15
Shares and Loans Early Exit Offer	17
Benefits of exchanging V2PAY Shares/Loans	19
V2PAY Shareholder Bonus	20
Exit Summary Chart	21
G00bits in Exchange for Cash	22
Buyers of G00bits	22
G00bits Website	22
Summary of Forms	23

ipaychina Project

A joint program B2B settlements from western countries to China with the 4th largest financial remittance group in China - LianLian Pay (LLP) who has over 100 Million unique clients and volumes more than USD \$65 Billion.

V2PAY will provide direct sales and network services with LLP for the following markets USA, Canada, EU, UK, Australia, NZ and India.

V2PAY have partnered with a licensed entity TransferMate, based in Ireland, who have financial licenses, back end compliance and network.

V2PAY will share the fees and foreign exchange with TransferMate.

The program is anticipated to go live 2018. The majority of the compliance has been concluded and agreements signed off between the parties. Each country terms and conditions together with network testing, is underway.

V2PAY will provide the sales teams and management for the project and will receive agreed fees monthly.

Over USD \$1.2 Trillion is sent from the west for commercial settlements of goods and services. LLP is connected to every financial institution in China and can provide rates lower than the banks, with funds delivery on an immediate basis, which will provide V2PAY the pricing edge over current senders of commercial funds to China.

WeChat Merchant

V2pay has completed an arrangement with Tencent and its partners, to provide a full sales and management service to sign up and install the WeChat merchant services to the following countries: UK, EU, Canada, Singapore, India, Australia and NZ.

WeChat has over 900 Million active users, owned by Tencent a Trillion-dollar Chinese group. WeChat is a social and buying wallet platform (similar to Facebook). The wallet is loaded with funds and payments made for almost anything that can be made by the Chinese either instore or online, via a QR code and Barcode system. \$ Billions are transacted each day the same as Visa or MasterCard.

Over 123 Million Chinese take a holiday each year to the west - spending on average USD \$7,500 which is four times the normal western average spend.

WeChat is expanding into the west so that Chinese can purchase Tourism and services via WeChat.

The program will evolve into a local WeChat product offering local currencies so that the west can also use the WeChat in their own countries.

V2PAY, as part of the China program, will focus sales teams into the same territories as the remittance clients.

The program will go active in 2018 once the systems are connected to our global partners' networks.

V2PAY will receive similar fees to that achieved in the TransferMate / LLP arrangement.

Hotel and Tourism Program

V2PAY has partnered with International Luxury Hotels (who are the major Global Hotel advisory and industry spokes group) to include a new V2PAY development whereby a guest will be issued with a local currency Visa Card or MasterCard which will be hotel branded and attached to the Hotel rewards program. Additional discounts on local tourism, shopping and services can be included.

The first phase is several Australian-based and US-based hotels to conduct live trials.

V2PAY has also developed a global tourism mobile app, which identifies all the country's local must-see tourism hotspots, at discounted rates, plus all the standard shopping and local restaurants.

The hotels will instantly create a card onsite via a Datacard issuing system and ABCorp Visa/MasterCard platform.

Tourists can upload images onto the card after the standard identification process is completed. The additional choice will be multi currencies, capable room door opening and discounted foreign currency exchange.

The program is a "multi-level partner", which includes many Banks.

ABCorp / ABNote one of the oldest financial services companies have been given a 9% stake in V2PAY in exchange for discounted and absorbed costs to establish and maintain the systems roll out, which is an expensive exercise to deliver even for the live trial.

A large early user of the V2PAY developed Global Tourism and Hotel program will be a % of the 135 Million Chinese tourists, who spend on average USD \$7,500 per traveler. V2PAY through David Rumsey, who was the former Tourism Australia CIO, has direct contact with the Chinese tourist industry, whereby V2PAY will provide a card to the tourists as part of their travel package.

Subject to the live trials, which may take up to 2018 to finalize, the program will be launched on success to several thousand hotels. The system is highly profitable from card issue and foreign exchange. In addition, the customers can continue to load funds and use the card in any country where Visa or MasterCard are accepted.

Part of the two additional programs are funds movement to China and WeChat. The eventual V2PAY sales force will be able to offer several programs generating income for V2PAY shareholders.

What are Crypto Currencies?

Most of us have heard something about Bitcoin, it's fairly much daily news in all forms of media.

Currently each Bitcoin is trading between USD \$15,000 and \$20,000 down to \$9,000 which started at less than a dollar five years ago.

Cryptos are a substitute for money or method of storing your money or investing for growth.

The dark side of Bitcoin is a Money Laundering opportunity, given it does not require AML/KYC verifications. Many major Fund managers are buying Bitcoins and similar due to the mass annual growth, despite the risks.

Bitcoins are mined from a mathematical software program which gets harder to mine as more coins are mined.

The amount of power to drive the computers is about the same use to power Nigeria. Six major miners compete to mine the coins each day.

When you buy Bitcoins or sell Bitcoins each of the miners must agree on the authentication of the trade - which can take from minutes to hours, depending on the number of buyers or sellers.

The mathematical algorithm has 21 Million Bitcoins of which about 14 Million are in circulation and around 350,000 are traded each day on over 50 Coin Exchanges across the globe.

Today around 2,500 coins are on the market exchanges around the world. 80% do nothing other than buy, sell or trade the coins.

At least 6-10 of the major coins have had mass success going from \$1 to \$300-400.

Blockchain, is a ledger program which stores information and reduces the need for third party authentications, most of the coins are developed off this program including G00bits where you have two options to create coins –

1. Pre-Mining, which means that you have used the algorithm to mine the coins, which is called proof of state, or proof that you did not create the coin from thin air and
2. the coins are authenticated against the Blockchain.

Coin Exchanges

Coin Exchanges are like stock exchanges where buyers and sellers trade Crypto coins.

Approximately 50 Coin Exchanges across the globe trade Digital Cryptos, some are only cents when they start out just like a share, then as demand grows some are 100's of dollars each, subject to the story of the coin and its potential.

You can exchange your coins for cash or other coins.

What are G00bits and how they are different from all other coins coming to market?



G00bits

We have spent over 2 1/2 years developing G00bits - the next generation to Bitcoin which has many limitations, given the system was an experiment that has gone from a few cents per coin to almost USD \$20,000 per coin.

We have taken the best of Bitcoin then added many important factors missing in Bitcoin to make it mainstream, so that it can interact with existing payment platforms or operate independently.

One of the greatest flaws in Bitcoin is the instability of its price and the inability to link into existing payments methods.

We believe we have achieved this by creating G00bits and as a V2PAY shareholder you could substantially benefit from the program, by converting your shares to G00bits.

G00bits Opportunity

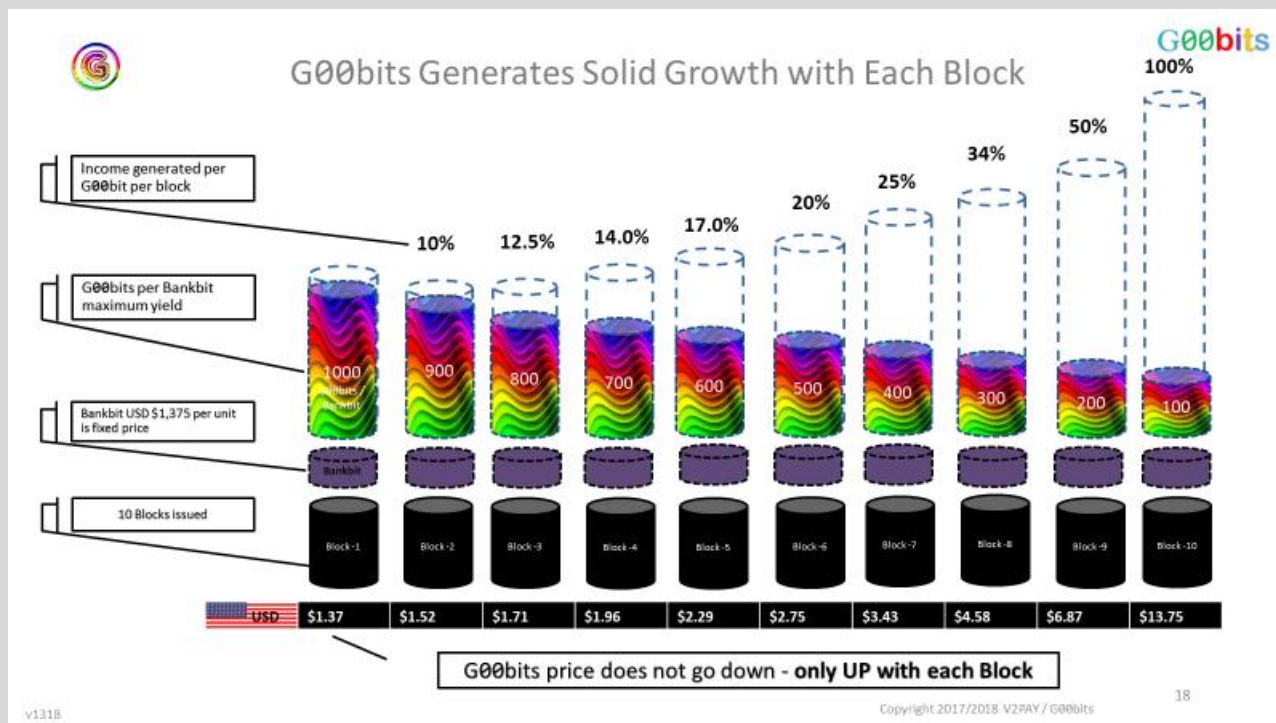
- With over 1.3 Billion people moving around the planet each year, corporate consumers are conducting \$ Trillions in trade on a 24/7 X 365 basis.
- The current financial framework is designed on a 5-day, 10am until 3pm model. A system which no longer supports the 24/7 domestic and commercial world which is backlogged and clogged with multiple different processes and procedures (most in Analogue), and not fully supporting a Digital high-speed world.
- G00bits is a program designed for the 21st Century Digital World, where financial transactions and speeds are in real time 24/7 X 365. A financial eco system where you can traverse current financial methods or independently operate financial transactions in real time across the globe in seconds.
- Today's corporate current processes can delay payments for up to one week due to outdated methods currently used in the global banking infrastructure.
- The next generation in financial networks and methods is to conduct a financial settlement, in store and manage your own funds program. This must start with a solution which can work with the existing financial networks. It then evolves into a highly independent neutral process - fully automated end to end, so that payments or transfers or investments between people and countries are not inhibited by high currency costs or transfer costs or the slow analogue banking practices currently in use.
- G00bits provides clients with an interactive or passive interoperability with all existing global major payments and investment platforms. The system will allow people to invest, buy, sell or trade and make money from the deposits of between 8-16% per annum, just by doing nothing.

- G00bits can uniquely operate outside the mainstream payments and settlements networks using its own platform, or it can work cohesively with mainstream, so that you can transfer funds between your investments, deposits or everyday Visa card.
- Global remittance from consumer to corporates will benefit immediately from a low cost, high speed, frictionless system designed to ensure real time 24/7 X 365 payments and remittances, without the current 3.0% currency exchange and many hands the money passes through end to end.
- The program capabilities will evolve to allow clients the ability to invest into programs which only the banks have access to, where they make mass profits from your money, which you receive little to no benefit from the bank.
- Cash flow is highly dependent on timely settlements from someone who owes you money for both Consumer and Corporate.

We mentioned earlier that most of coins on the market including Bitcoin are just an investment coin, although, Bitcoin can be used in some places to make purchases or converted at an ATM. Given Bitcoin is highly volatile in price, you could potentially lose a lot of money by accepting Bitcoin, but it also goes up in price as well.

G00bits has a stable fixed price base which means if you are paying \$1.37 per coin it will never go down but can go up, as it's based on Gold standard methods.

How are G00bits mined and distributed



G00bits structure and system design

To create G00bits - 10 Blockchain Blocks were leased including the lease of 9 major financial patents in Blockchain to ensure we do not get sued at some future date.

The 10 Blocks will generate 1,500,000 Bankbits which are based on Gold standard value USD \$1,375 per Coin + \$100 mining management fee.

For each Bankbit we have released, there are sub coins called G00bits, which decrease in yields with each block. The first Block of Bankbits deliver 1000 G00bits per Bankbit the last Block of Bankbits deliver 100 G00bits per Bankbit. Driving the price of each block of G00bits up by 8% =35% per block until it goes to \$13.75 per G00bit. As demand grows these prices can go up to 100's of \$ per G00bit.

The first Block contains 300,000 Bankbits s and each Bankbits will generate 1,000 G00bits valued at \$1.37 USD each.

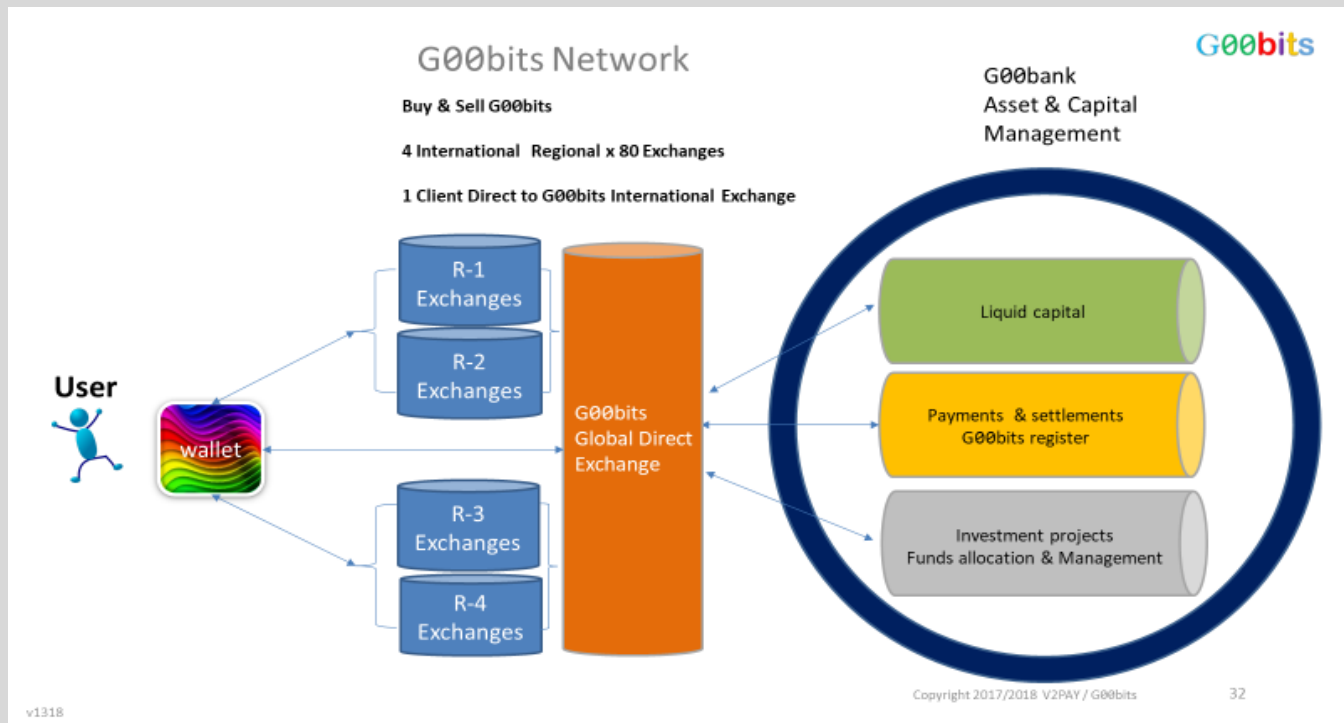
As each Block is sold the next block holding 133,333 Bankbits will deliver less 100 G00bits per Bankbits until it reaches the last block of 133,333 Bankbits s which only delivers 100 G00bits.

The price of the Bankbits of \$1,375 +\$100 remains the same, however being based on fixed Gold standard pricing the price or value of each Bankbits would rise by at least 10 -35% per annum based on the Gold standard price.

Comparing Bitcoin and G00bits

Capabilities	G00bits	Bitcoin
Fixed to Gold standard	yes	No
Can lease G00bits for tax deduction	yes	No
Price can go below issue price	No	yes
Can work with WeChat Pay	yes	No
Can work with Visa Card	yes	No
Can invest into other commodities	yes	limited
Can cash out instantly	yes	No
Has auto inbuilt growth	yes	No
Has Digital CHQ capabilities	yes	No
Can remit globally instantly	yes	No
Has each coin individually numbered to prevent theft	yes	No
Can trade on 50 Global Coin Exchanges	yes	yes

Setting up Your G00bits Account to Trade – Buy – Sell



G00bits has broad capabilities in the payments space

G00bits

G

Transfer high value funds Globally in seconds 24/7 365 days

6 primary Currencies
AUD, USD, CNY, GBP, EURO, CD

Digital CheckAccount

Individual or corporate account

Security: Face2Pay
◆ Send ◆ Pay ◆ Invest
in seconds

G00bits provide a full dashboard user experience

Pay from you mobile -select currency

Create your own design

✓ Multi capable G00bit
✓ QR Pay
✓ Barcode Pay
✓ Visa or MasterCard Pay

Multi currencies
Visa : Debit card

Create your own design
Your name your account

✓ Metal
✓ Plastic
✓ Digital

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20

G00bits Crypto Currency

V2pay has developed a next generation in Crypto currencies.

Currently there are between 1,500 - 2,500 different Crypto currencies in existence brought to market based upon the Blockchain / Bitcoin and traded on 50+ Global Coin Exchanges globally.

Most systems are delivering a coin-based wallet, which are variations in the way we currently make payments or commodity transactions.

It's difficult to miss the daily news on Bitcoin which had risen from a few cents to almost AUD \$10,000 per coin and then to \$20,000 & back to \$9,000 in just ONE month. Technically Bitcoin is the sale of hot air which is warmed by constant news.

The danger to Bitcoin is its most often used to launder money out of China or across the globe, thus in many countries Bitcoin is outlawed.

What Bitcoin has done, is spawn many new products in coin which have some basis of commercial sense, where customers who purchase the coins can enjoy many benefits in capital increases for very little effort.

What V2PAY has done, is to utilize its experience in payments and convergence of many different methods to pay - into one centralized program called G00bits.

The central coin is called a Bankbits which is anchored to the Gold standard pricing, which reduces the risk by 100% of devaluation. We have fixed the Gold standard price during the 10 blocks to USD \$1,375

Coin I.C.O. (International Coin Offering) is somewhat the method to raise capital based on your coin idea, gain some pre-funding via early sales, and when the system goes live you can trade your coins on the international Coin Exchanges which are in almost every country. The price of the coin is determined by the market demand, similar to how shares are demanded with the price fluctuating up or down. What we have done is ensure that the floor issue price cannot be reduced forcing the price up, and by also reducing the number of coins coming onto market.

G00bits have partnered with the world-best experts over the past two years, with access to the Blockchain which creates the coins and ledger. In addition, we have licensed nine major patents to ensure our product's future protection.

G00bits will be launched in 2018 as an I.C.O. to raise capital to fully develop out the program which is to be market live trading by late 2018, on the Global Coin Exchanges.

The initial price will be based on USD \$1.37 per coin and as more coins are delivered the issue price upon completion will become \$13.75 per unit (G00bit).

The fixed floor price based on the Gold standard will ensure the issue price cannot go lower, however it can go higher.

Going higher in price, is about market stimulation, what your product does and how many coins you have issued, or yet to be issued. If enough global interest is created, the issue price of \$1.37 per unit can go to \$100 - \$500 even to \$ thousands of dollars per coin after we complete the 10 blocks

Bitcoin and several other coin programs on the market have proven that people are prepared to trade Billions of dollars in coins per day.

The V2PAY model, is to combine many of its programs into the coin, and list the coin on the Global markets.

The opportunity for investors is a faster method of exit with a higher price, rather than waiting for an I.P.O. or buyout.

V2PAY in the next segment provides an insight into how this will work and the offer proposal to existing V2PAY investors.

The task, between now and when we list on the Coin Exchanges is to attract fund managers and pre-buyers, who will be the buyers of your coins (G00bits) the more buyers we can attract the faster you can sell.

Keeping in mind that if you sell all your G00bits and the eventual prices goes very high you may regret taking all the money and opportunity off the table.

Our advice is to take back your principal and a decent profit, and hold onto the residual as the price rises - which may be months or a couple of years.

Ultimately the decision to sell all is yours. We will be working hard to gain buyers attention so that all the G00bits issued to V2PAY investors can clear as fast as possible.

The exit strategy we have established for V2PAY investors delivers a serious return opportunity as opposed to a substantial dilution to shareholders to attract more investment, or even listing the company on a single stock exchange - that would not deliver the returns you can expect under the G00bits program.



V2PAY SHAREHOLDER EARLY EXIT OFFER = USD \$255,299,500 BASED ON 186,350,000 MILLION SHARES @ \$1.37 USD PER SHARE OR APPROXIMATELY AUD \$333,566,500

For some investors V2PAY has been a longer journey than anticipated. The financial development markets are almost at glacial speed for program take up. It is a persistence game with constant disappointments, including continuous resets on ideas to gain market attention; looking for the opening of difference; trying to sidestep the major players who are constantly stealing ideas - knowing that the victim does not have the \$3-\$4 Million required to take them on in litigation and if they did they can expect years of cat and mouse.

We can look back and see opportunities missed, however many of those opportunities missed would have seen us Bankrupted, or not profitable, or placed into a controlled environment of shareholder dilution.

With time comes experience. We have evolved from one standalone idea in remittance to the strengthening of our programs with partnerships - where the strength comes from our partners and we assemble the programs. Thus, we can jointly benefit from strong cash positions and less contribution from V2PAY on high capital infrastructure.

For the past three-plus years V2PAY has avoided raising capital other than loans to avoid loss of control or major shareholder dilution.

The 3-4 programs we have now assembled are ready to go live in 2018. Requiring capital to be injected.

In a couple of our partnerships we have provided shares as an offset to lower pricing or to avoid cost in building serviced networks. From a financial standpoint V2PAY, once the programs are underway, will gain substantially on higher % yields of profits against lower operations and establishment costs per project in return for V2PAY equity instead of cash.

To raise substantial capital when a company is not generating cash, is an invitation to sharks smelling blood, no matter how good the management team, the contracts or potential upside. Large fund managers automatically want control of the company's destiny, enforce additional levels of management, at high fees, and effectively take control of the opportunity.

V2PAY is at a stage where it has developed 3-4 very major opportunities with substantial global partners. To deliver these V2PAY conceived opportunities and move to the next major phase of engaging global staff. The next phase of capital requirement is USD \$4-5 million which would be progressively invested on a results-based funding model.

V2PAY have provisioned 15% of its shares towards funding the development.

Keeping in mind my comment to attract funds at this level from the standard V.C. or similar environment, V2PAY would be looking at 40-45% (or more) not 15%, with the potential loss of control where investors could potentially lose their opportunity for a substantial return on investment.

Over the past number of years, investment opportunities have been available on terms which would be unfriendly to our shareholders and to be frank, if we had taken up these offers, looking back the chances of substantial success were limited.

V2PAY now has many members and professional consultants globally on its team, who are highly experienced and highly capable of delivering a very successful financial outcome to shareholders.

The method we would like use to attempt to raise capital, without destroying our long-term consideration of not handing over control to a V.C. is via an I.C.O. (International Coin Offering) thus ensuring our shareholders gain maximum yield.

An I.C.O. is the same as listing a company on the share market. An I.C.O. is where our type of program can gain funding quickly with a modest sell down, and the upside for investors is an early higher value payout.

What we are suggesting is that all V2PAY shareholders and loan holders can swap/exchange their V2PAY shares for G00bits and when G00bits lists on the I.C.O. Crypto Coin Exchanges, shareholders can sell their G00bits four months later, on the 50 or so Global Coin Exchanges - like selling shares. Commencing with 5 Coin Exchanges and evolving over 2018 – 2019.

We anticipate by 2018 we will have completed the first pre-I.C.O. round with live market trading of G00bits by late 2018.

Offer to Shareholders to exchange V2PAY Shares and loans to G00bits

Key points to consider when exchanging V2PAY shares for G00bits:

- 1) Your V2PAY shares are currently valued at USD \$0.41c per share based on projected averaged earnings for the next 3 years.
- 2) Once V2PAY programs go live in 2018 (which would be subject to funding) with a potential that shareholders would be substantially diluted by up to 50% if we can find the right shareholder / investor.
- 3) The V2PAY share price could rise to USD \$1.10c per share once profitable. But your shares would be at least 50% diluted so in effect you would be sitting at \$0.55c per share.
- 4) V2PAY could be approached by a current project partner or external company with an offer to acquire, however if a substantial investor holds the 40% plus other rights, that offer could be rejected, or shareholders are watered down.
- 5) Once you have agreed to exchange your V2PAY shares for G00bits they cannot be re-exchanged.
- 6) You must convert all V2PAY shares. No partial exchanges will be accepted.
- 7) Your rights as a V2PAY shareholder and rights as a G00bits holder will be different. G00bits are a token Crypto, in a buy and sell market-demand basis.
- 8) Your rights as a loan holder converting a loan to a G00bit are different reducing your ability to make a claim.

- 9) The Crypto market is a new market, and its rules are constantly being updated by regulators - what is OK today may not be OK tomorrow.

Benefits of taking up the exchange of V2PAY shares for G00bits listing

By taking up the offer to exchange V2PAY shares for G00bits, with the listing of G00bits on Global Coin Exchanges by Q-3 2018:

- 1) V2PAY REQUIRES USD \$4-5 Million to go live with its new programs in 2018. From our early discussions with V.C. based interest, a minimum requirement would be a dilution or potentially higher, with a loss of control.
- 2) G00bits represent a model whereby shareholders can make a substantial return on their principal investment and gain an early exit.
- 3) The offer is one G00bit for every V2PAY share you have. Each G00bit is valued at USD \$1.37 or in some cases 3-4 times the current V2PAY share value.
- 4) If you are holding a V2PAY related loan, you are entitled to the formula set out on page 21.
- 5) When can I sell my G00bits on the Coin Exchanges? 4 months after the exchange opens we are planning to go live late 2018 after a pre ICO funds round, and you can sell your G00bits four months after the "go live" date. Initially it is planned that G00bits will be traded on 5 Coin Exchanges globally and within Australia on the Coin Exchanges. We will expand the number of Coin Exchanges we are listed on during the 2018-2019 period.
- 6) What happens if we don't list on the Coin Exchanges? In the highly unlikely event we don't list on the Coin Exchanges, all shareholders would retain their V2PAY shares they had exchanged.
- 7) Can G00bits price go down? No, the list price is called the fixed floor limit, the price can go up only, as demand increases, but it cannot fall below the issued price, as it is fixed to the gold standard pricing index.
- 8) How do I sell G00bits on a Coin Exchange once the four-month escrow period has lapsed? We will provide you with 3 items once you accept the exchange:
 - 1) Correspondence to confirm you hold fully paid G00bits, the quantity and the price.
 - 2) Just 30 days before live you will receive a link to register to the G00bits wallet. With a personal password and PIN only, you know. Within the wallet, mobile or desk-based app, you will see the number of G00bits you hold and the USD value.
 - 3) The dashboard within the app, you will be able to see the instant volumes traded of G00bits on all markets and currencies. You will see a "sell now" button. During your registration you would have entered a Bank Account for deposits back to you and the currency you have selected. You can choose at any time (after the four-month escrow period) how many G00bits you wish to sell and the value back to you.
- 9) Coin Exchange fees of approximately 1% are charged by all Global Coin Exchanges, we have no control over this and this will most likely to be the cost of each trade you make.
- 10) G00bits will grow in demand as we globally market the brand with increased system capabilities, so if you sell all in one go, you may regret it later. G00bits have the potential just like Bitcoin to reach thousands of dollars per coin after the 10th Block. My advice is to take back your principal and a decent profit and keep your residual profits in G00bits unless some major market change comes which your instincts say sell all.

- 11) Can I buy more G00bits now or when the Coin Exchanges opens? We are planning a pre I.C.O. which means we will sell G00bits to raise some capital for our programs before we list. The price is USD \$1.37. The first G00bit block delivers 1000 G00bits per Bankbits. 300,000 Bankbits are contained in the first Block of 8 Blocks to be released. Then in the next block the number reduces which pushes up your value. The next block the G00bits are USD \$1.71.
- 12) We are also offering a leasing facility to the market. You can buy or lease more G00bits before we list, or once your G00bits wallet is live you can do this automatically.

V2PAY Shareholder Bonus of G00bits

Every V2PAY Shareholder in addition to the exchange offer is entitled to 10,000 G00bits for each year as a shareholder.

You can nominate who receives you bonus G00bits or tick the box to have the bonus G00bits added to your entitlement.

The minimum G00bits wallet is 5000 so if you are entitled to 50,000 G00bits you can give away up to 10 nominated wallets with a minimum 5,000 per wallet - each must be a unique user.

You cannot own more than one wallet of G00bits in your own name.

The email below is for any questions you may have about the offer.

info@v2pay.com

We will provide you with a statement of your V2PAY shareholding or loans and how many G00bits you are entitled to.

Your shares are on our register and it is important for you to check all details are correct.

Once you accept the offer, and return the signed agreements, you will receive the formal proposal back immediately detailing your next steps to access your G00bits wallet.

If you choose not to proceed to exchange V2PAY shares to G00bits your shares will remain in V2PAY (with the exception below).

However, if on the basis that 75% of V2PAY shareholders agree to take up the G00bits offer, the exchange program will go forward for all V2PAY shareholders.

The V2PAY share register will only change once the G00bits system goes live on the Coin Exchanges. Up until "go live" on the Coin Exchanges you will have a proforma G00bits proposal. Once live the V2PAY register will delist your shareholding.

Exit summary notice for V2PAY Shareholders

The following chart is an example of Fred Bloggs who has invested AUD\$40,000 in V2PAY together with loaning V2PAY \$80,000.

						G00bits Offer
						USD \$1.37
						AUD \$1.80*
Shareholder	Investor Name	Investment Date	Investment (AUD Amount)	Shares Issued in V2PAY	AUD\$ amount To be converted to G00bits	G00bits offered
V2PAY shares	Fred Bloggs	20/8/2012	\$40,000 AUD	200,000	\$360,000 AUD	200,000
loan	Fred Bloggs	15/9/2012	\$80,000 AUD		\$80,000 AUD	44,000
Interest – 10% pa (non-compounding)			(\$40,000) AUD		\$40,000 AUD	22,000
G00bits Bonus on shares – 10,000 per year as shareholder		50,000 G00bits			\$90,000 AUD	50,000
TOTAL			\$120,000 AUD (Total \$ outlaid)		\$570,000 AUD	316,000 G00bits

How do I exchange my G00bits for cash?

G00bits will be listed on Global Coin Exchanges around the world. It is intended that we will list G00bits on at least on 5 primary Coin Exchanges before or by the end of Q-3 2018. And progress to a total of 50 Coin Exchanges by the end of – 2019.

You can start selling G00bits four months after the Coin Exchange list date.

You will receive a mobile link to the G00bits site 30 days before we go live on the Global Coin Exchanges.

Your G00bits wallet will hold the amount of G00bits allocated to you however these will be in escrow for four months.

You will be able to set up your profile and account where you want your funds directed from the sale of any of your G00bits and after the four-month escrow period, you can select to sell some or all of your G00bits.

When you select sell, you chose which Coin Exchange: US, EU, UK, AU or Asia. The Coin Exchange you choose, also will determine the currency you will be paid in.

If your bank account is AUD and you choose the EU Coin Exchange your settlement will be made in Euros and your bank will convert Euros to AUD at a foreign exchange fee via our global FX partners.

The Coin Exchanges charge fees to sell your G00bits just as if you had shares and sold your shares.

Buyers of G00bits

With G00bits being a new kid on the block, the beginning often has more sellers than buyers, so you may have to wait until your sell order is filled. Once your sell order is filled the Coin Exchange will notify you that your G00bits have been exchanged and they will settle to your nominated account.

You may also receive offers to exchange your G00bits for Bitcoins or other Coins on the market by the Coin Exchange, or cash settlement.

G00bits Website

G00bits website will go into service from February 2018.

Your access Login area will be G00bits V2PAY - specifically for V2PAY shareholders.

From the site you will be able to get a greater understanding of the product and service, in addition to a tutorial on how to trade your G00bits on the Coin Exchanges globally.

Proposed G00bits.com website design skin

FORMS

Each shareholder must complete the forms and return not later than March 25th 2018.

75 % vote count to sell V2PAY shares to G00bits has been taken by the majority shareholders who hold more than 75% of V2PAY shares.

You as a V2PAY shareholder are now entitled to receive G00bits in exchange for your V2PAY shares because of the majority shareholders accepting the G00bits offer.

If you are a loan holder with V2PAY you have 2 options:

- 1) Request settlement of the loan from V2PAY
- 2) Accept the offer proposed by G00bits to settle the loan

In the event your forms are not signed and returned, your V2PAY shares will be transferred to G00bits and you will be allocated the number of G00bits you are entitled to from the V2PAY share register.

The screenshot shows the G00bits website. At the top is a navigation bar with links: G00bits Investment Programs, About, Support, Sell, Buy, Lease, G00bank, G00bits Sign in, and G00BITS. Below this is a secondary menu with links like Terms & Cond, Sign-Up, International Exchanges, and G00bits Exchange. A vertical sidebar on the left lists categories: G00bits Investments, Technology, Energy, Emerging, Real Estate, Payments, Bio Science, and Commodities. The main content area features the G00bits logo and the text "WEBSITE Live APRIL 2018". Below the logo is a table showing transaction data.

BLOCK	1	Bankbits	G00bits	\$1.375
		300,000	300,000,000	\$412,500,000
Processed		180,000	180,000,000	\$247,500,000
Next Block	2	133,334	120,000,600	\$1.528

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SHARE TRANSFER FORM A

The transfer form is you transferring your V2PAY shares in exchange for G00bits as full and final settlement for your V2PAY Shares.

LOAN SETTLEMENT AGREEMENT B

If you have an outstanding loan due to you by V2PAY you agree to convert your loan outstanding to G00bits.

BONUS G00bits FORM C

For each year or prorata year you have owned V2PAY shares you are entitled to 10,000 G00bits per year.

BONUS G00bits TRANSFER FORM D

You can nominate any person or entity to receive your bonus G00bits (note the minimum transfer amount is 5,000 G00bits).

G00bits REGISTRATION FORM E

For V2PAY shareholders to be able to sell their G00bits on the Global Coin Exchanges please provide full details as follows:

1. Prior to going live, you will receive a G00bits link with a password, which will allow you access to your online G00bits account.
2. Once you have completed the online application, your G00bits account will be activated.
3. You will then see your G00bits in your secure wallet account.
4. You can directly add your banking details where you would like the funds from the sale of G00bits directed.
5. You can then Buy, sell or trade your G00bits after the four-month escrow period.