



Sterling
GLOBAL INVESTMENTS LLC.

**STERLING GLOBAL
INVESTMENTS L.L.C.**
LISTINGS FLOWCHART

**LISTING OF SECURITIES ON THE
BOURSE DE LUXEMBOURG MAIN
MARKET**

INTRODUCTION:

The European equity markets offer a virtually untapped resource for investment in certain emerging growth companies in stark contrast to the US micro cap markets where there are over 10,700 issuers listed on the OTC Markets alone. Europe's regulatory and reporting environments differ from the US and are more favorable in many respects to medium sized companies.

SGCI has proposed to list Client on the Luxembourg Stock Exchange, preceded by a pre-IPO private placement after which we will dual list the Company on the Frankfurt Stock Exchange and launch a Market maker Program to generate liquidity in the trading of the shares.

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SUMMARY INFORMATION

Rationale for Listing on the Luxembourg Stock Exchange (LuxSE)

The Luxembourg Exchange is an internationally recognized European Union based market. LuxSE is the world's number one exchange for international securities listings. We are recognized globally for our expertise and continuous innovation in capital markets. Bonds, warrants, shares and funds are all accepted for admission to the LuxSE, in multiple currencies. The market is well established and has been accepting listings from international issuers for decades. That is why issuers from around the world choose to list their securities on the Lux SE. Entities currently listed at LuxSE include sovereign states, supnationals, financial institutions and corporations.

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In addition, since the Luxembourg SE is a regulated market segment, all of its listed issuers are eligible for immediate admission onto the Frankfurt Stock Exchange (Deutsche Börse) via a dual listing protocol in which no additional documentation is required. Moreover, as the European Union is essentially one jurisdiction, the Company's prospectus is eligible for passporting into all of the EU, meaning that the Company can legally solicit access any investors of any size throughout the EU.

One other major reason for seeking admission to the Luxembourg SE is that the Exchange does NOT require the participation of a Sponsoring Broker. This means that in addition to saving between EU 200 and 300,000 in listing costs, the listing candidate does not incur the extensive loss of time in dealing with extensive due diligence process undertaken by a sponsoring broker.

A GLOBAL MARKET

Luxembourg Exchange links to all major European Exchanges

Access to a global pool of institutional and retail investors.

mai 28, 2018

BASIC CRITERIA TO BE LISTED ON THE ACCESS SEGMENT

Listing in form of a “Direct Listing Procedure” or Technical Listing via Prospectus submission.

Confirmed equity capital of minimum €1,000,000;

Minimum 25% free public floats.

Securities eligible for clearing and settlement.

No obligation to publish accounts in IFRS format. National booking standards are accepted although IFRS is recommended;

2 years of audited financial statements is required.

Securities need to be fungible.

Luxembourg Exchange can request further information from a company.

DOCUMENTS AND PROCEDURES FOR THE LISTING.

Documents and Procedures for the Listing.

Issuer Information: includes the Issuer's address, names of officers and directors (certified copies of ID), certified by-laws, certificate of incorporation, board resolution for listing, current commercial registry entry, documentation of share issues (shareholder and board resolutions);

KYC documents of officers, directors and shareholders of more than 10% of issue.

Prospectus submitted to CSSF (the Luxembourg Securities Regulatory body).

2 years audited financial statements.

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Proper fulfillment and settlement of securities for electronic clearing of shares through the electronic securities depository and clearing house Euroclear France;

No minimum nominal value per share is required;

ISIN (International Securities Identification Number) for trading purposes;

The securities to be listed are freely tradable;

STEP PLAN:

- I. Form Luxembourg Holding Company
- II. Merge operating entity into Holding Company via share exchange.
- III. Engage transfer agent and obtain ISIN and Common Depository (Clearstream Banking) eligibility.
- IV. Draft and submit prospectus to CSSF.
- V. Submit approved prospectus and listing application to LuxSE.
- VI. Obtain admission and commence trading.
- VII. Immediate dual listing onto Open Market Frankfurt Stock Exchange with automatic “passporting” of Prospectus into Germany.

ESTIMATED FEE BREAK DOWN

Incorporation fee of Luxembourg Holding Company

Legal Fees (Prospectus)

Exchange Application Fee

Transfer Agent Set Up Fees

SGCI Investment Banking Service Fee

VALUATION

One of the critical elements of the program is that the Company can to all intents and purposes, within certain limitations, determine its own market value. Further, once the security is priced, as there is no competition from other sellers in the public float, it is relatively easy to establish higher share prices before selling larger numbers of shares in order to fund the Company.

CAPITAL ACCESS/LIQUIDITY CAMPAIGN METHODOLOGY

SGCI has formulated a multi-step approach to creating liquidity in the shares of the listed Company so that they prove to be a more attractive investment opportunity when the Company proceeds to approach institutional investors:

I. Licensed Investment Advisory Teams-Pre -IPO:

These entities are not brokers, but rather outside investor advisors who maintain a broad database of clientele and recommend purchase of select issues via private placement. SGCI will facilitate the establishment of a Europe based escrow account in order to receive subscriptions from investors.

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II. Market maker Program:

With a newly issued security that has a limited float, The Market Maker Advisors able to place shares in the market with their clientele through direct purchases on the Exchange thereby creating additional volume and allowing the Company to sell shares through European based brokerage escrow accounts.

III. Digital Marketing Campaign:

SGCI maintains relationships with key digital/online marketing Investor Relation firms that maintain extensive databases of investor names exceeding one million names. SGCI will advise Client on a proposed campaign of newsletters, press releases, online videos such as management interviews and other ancillary methods that have the effect of driving volume and activity into the shares.

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Examples of successful companies that have reaped the success of these digital marketing efforts are:

Sterling Minerals; Noram Ventures; Start Monday Technologies; Pure Energy Minerals; Dajin Resources; Scientific Metals; Northern Iron Corp.; Zadar Ventures; Eureka Resources

Through the combined efforts of the methodologies listed above, the Company may reasonably expect to realize net proceeds exceeding EU 2 million per month for the duration of the campaigns.

INSTITUTIONAL PRIVATE PLACEMENT

Once the Company's shares have established a baseline of trading volume and an attractive stock chart using the methods describes above, SGCI will undertake to set up a road show or engage on behalf of the Company a statutory underwriter to complete an institutional financing.

OUR INVESTMENT BANKING SERVICES INCLUDE:

Assistance and advice during all stages of listing;

Support to prepare listing documentation;

Support and advice for all ongoing reporting and disclosure requirements;

Best efforts to present company to potential investors and agents;

Preparation of a stock valuation report;

Preparation of all required certifications in connection with listing;

Support for suitable awareness campaigns for company and shares.

ANCILLARY ADVISORY SERVICES INCLUDES **BUT NOT LIMITED TO:**

Liaison with Luxembourg Exchange Stock Exchange.

Choosing and coordination suitable Market Maker / Lead Broker.

Coordination procedure for electronic clearing, deposit and settlement of shares.

Liaison with Euroclear France and Paying Agent in France.

Support issue international security number ISIN, Luxembourg security number and trading symbol.

Coordinating and supporting to prepare all required documents for listing approval Luxembourg Exchange.

Coordination, support with filing papers in cooperation with Lead Broker.

Support, coordination for fund raising with Lead Broker.

ESTIMATED TIMELINE UNTIL LISTING

Up to 4 months if and when documents are adequately supplied, requirements are met and clearing of shares is properly approved.

All terms mentioned above are subject to a final written agreement between the Company SGCI and the Broker.

NOTICE:

The information in this summary can change at any time pursuant to decisions by the brokers, the LUXEMBOURG STOCK EXCHANGE, clearing agents or general rules and regulations. Every listing application is considered and reviewed on an individual case by the Broker and the LUXEMBOURG EXCHANGE, therefore there is no guarantee for an approval of listing even if all formal requirements are fulfilled. This paper does not represent any kind of legal or taxation consulting or advice or any kind of activities that need a proper license issued by a competent authority in the respective territory.