

Terms and Conditions

PLEASE READ THIS SECTION AND THE FOLLOWING SECTIONS ENTITLED “DISCLAIMER OF LIABILITY”, “NO REPRESENTATIONS AND WARRANTIES”, “REPRESENTATIONS AND WARRANTIES BY YOU”, “CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS”, “MARKET AND INDUSTRY INFORMATION AND NO CONSENT OF OTHER PERSONS”, “NO ADVICE”, “NO FURTHER INFORMATION OR UPDATE”, “RESTRICTIONS ON DISTRIBUTION AND DISSEMINATION”, “NO OFFER OF SECURITIES OR REGISTRATION” AND “RISKS AND UNCERTAINTIES” CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISOR(S).

The ALLY Tokens are not intended to constitute securities in any jurisdiction. This website and all of its contents, including but not limited to: the whitepaper (the “**Whitepaper**”), the code of the website, the presentation, the legal disclaimer and these Terms and Conditions, do not—individually or collectively—constitute a prospectus or offering document of any sort and is not intended to constitute an offering of securities or a solicitation for investment in securities in any jurisdiction. For the purposes of the following, the Whitepaper, the code of the website, the presentation, any legal disclaimer and these Terms and Conditions shall be referred to collectively as the “**Information**”).

The official language of the Information shall be the English language, and any interpretation or construction of the Information shall be based thereon. If the Information or any document or notice relating to it are translated into another language, the English version shall be controlling in the event of discrepancy between the two.

The Information does not constitute or form part of any opinion on any advice to sell, or any solicitation of any offer by the distributor/vendor of the ALLY Tokens (the “**Distributor**”) to purchase any ALLY Tokens nor shall it—or any part of it—nor the fact of its presentation form the basis of, or be relied upon in connection with, any contract or investment decision.

The Distributor will be an affiliate of TripAlly Technologies, Pte. Ltd. (“**TripAlly**”), and will deploy all proceeds of sale of the ALLY Tokens to fund TripAlly research, its project, businesses, and operations.

No person is bound to enter into any contract or binding legal commitment in relation to the sale and purchase of the ALLY Tokens and no cryptocurrency or other form of Payment is to be accepted on the basis of the Information.

Any agreement as between the Distributor and you as a purchaser, and in relation to any sale and purchase, of ALLY Tokens (as referred to in the Information) is to be governed by these terms and conditions (the “**T&Cs**”). In the event of any inconsistencies between the T&Cs, the Information, and the Whitepaper the T&Cs shall prevail.

TripAlly believes that the ALLY token is a utility token; the value of the token is not tied to the performance of the Company. Accordingly, it is TripAlly’s opinion that the ALLY token is not a security and is therefore not regulated by any government or agency that has purview over such matters; however, TripAlly does not purport to know the law(s) of the specific jurisdiction in which a contributor is domiciled. It is the responsibility of the contributor to know and understand the laws to which it is subject to.

TripAlly requires that its contributors check with their local laws and consult counsel if necessary to determine whether or not it may contribute. All contributors are hereby put on notice that citizens, residents (tax or otherwise) and green card holders of the United States of America (“**USA**”) and citizens or residents of the People’s Republic of China (“**PRC**”), should take special care to decide if contributing is compliant with the laws of their countries.

No regulatory authority has examined or approved of any of the information set out in the Information. No such action has been or will be taken under the laws, regulatory requirements or rules of any jurisdiction. The publication, distribution or dissemination of the Information does not imply that the applicable laws, regulatory requirements or rules have been complied with.

There are risks and uncertainties associated with TripAlly and/or the Distributor and their respective businesses and operations, the ALLY Tokens, the TripAlly Initial Token Sale and the TripAlly Wallet (each as referred to in the Whitepaper).

The Information, any part thereof and any copy thereof must not be taken or transmitted to any country where distribution or dissemination of the Information is prohibited or restricted.

No part of the Information is to be reproduced, distributed or disseminated without including this section and the following sections entitled “**Disclaimer of Liability**,” “**No Representations and Warranties**,” “**Representations and Warranties By You**,” “**Cautionary Note On Forward-Looking Statements**,” “**Market and Industry Information and No Consent of Other Persons**,” “**Terms Used**,” “**No Advice**,” “**No Further Information or Update**,” “**Restrictions On Distribution and Dissemination**,” “**No Offer of Securities Or Registration**,” and “**Risks and Uncertainties**.”

DISCLAIMER OF LIABILITY

To the maximum extent permitted by the applicable laws, regulations and rules, TripAlly and/or the Distributor shall not be liable for any indirect, special, incidental, consequential or other losses of any kind, in tort, contract or otherwise (including but not limited to: loss of revenue, income or profits, and loss of use or data), arising out of or in connection with any acceptance of or reliance on the Information or any part thereof by you.

NO REPRESENTATIONS AND WARRANTIES

TripAlly and/or the Distributor does not make, or purport to make, and hereby disclaims, any representation, warranty, or undertaking in any form whatsoever to any entity or person, including any representation, warranty, or undertaking in relation to the truth, accuracy, and completeness of any of the information set out in the Information.

REPRESENTATIONS AND WARRANTIES BY YOU

By accessing and/or accepting possession of the Information or such part thereof you represent and warrant to TripAlly and/or the Distributor as follows:

- (a) you agree and acknowledge that the ALLY Tokens do not constitute securities in any form in any jurisdiction;
- (b) you agree and acknowledge that the Information does not constitute a prospectus or offer document of any sort and is not intended to constitute an offer of securities in any jurisdiction or a solicitation for investment in securities and you are not bound to enter into any contract or binding legal commitment and no cryptocurrency or other form of currency is to be accepted on the basis of the Information;
- (c) you agree and acknowledge that no regulatory authority has examined or approved of the information set out in the Information, no action has been or will be taken under the laws, regulatory requirements or rules of any jurisdiction and the publication, distribution or dissemination of the Information to you does not imply that the applicable laws, regulatory requirements or rules have been complied with;
- (d) you agree and acknowledge that the Information, the undertaking and/or the completion of the TripAlly Initial Token Sale, or future trading of the ALLY Tokens on any cryptocurrency exchange,

shall not be construed, interpreted or deemed by you as an indication of the merits of the TripAlly and/or the Distributor, the ALLY Tokens, the TripAlly Initial Token Sale and the TripAlly Wallet (each as referred to in the Information);

- (e) the distribution or dissemination of the Information, any part thereof or any copy thereof, or acceptance of the same by you, is not prohibited or restricted by the applicable laws, regulations or rules in your jurisdiction, and where any restrictions in relation to possession are applicable, you have observed and complied with all such restrictions at your own expense and without liability to TripAlly and/or the Distributor;
- (f) you agree and acknowledge that in the case where you wish to purchase any ALLY Tokens, the ALLY Tokens are not to be construed, interpreted, classified or treated as:
 - i. any kind of currency other than cryptocurrency;
 - ii. debentures, stocks or shares issued by any person or entity (whether TripAlly and/or the Distributor)
 - iii. rights, options or derivatives in respect of such debentures, stocks or shares;
 - iv. rights under a contract for differences or under any other contract the purpose or pretended purpose of which is to secure a profit or avoid a loss;
 - v. units in a collective investment scheme;
 - vi. units in a business trust;
 - vii. derivatives of units in a business trust; any other security or class of securities;
 - viii. an investment contract.
 - ix. profits from a common enterprise depending solely on the efforts of a promoter or third party
- (g) you have a basic degree of understanding of the operation, functionality, usage, storage, transmission mechanisms and other material characteristics of Cryptocurrencies, blockchain-based software systems, cryptocurrency wallets or other related token storage mechanisms, blockchain technology and smart contract technology;
- (h) you are fully aware and understand that in the case where you wish to purchase any ALLY Tokens, there are risks associated with TripAlly and the Distributor and their respective business and operations, the ALLY Tokens, the TripAlly Initial Token Sale.
- (i) you agree and acknowledge that neither TripAlly nor the Distributor is liable for any indirect, special, incidental, consequential or other losses of any kind, in tort, contract or otherwise (including but not limited to loss of revenue, income or profits, and loss of use or data), arising out of or in connection with any acceptance of or reliance on the Information or any part thereof by you; and
- (j) all of the above representations and warranties are true, complete, accurate and non-misleading from the time of your access to and/or acceptance of possession the Information or such part thereof (as the case may be).
- (k) This information is provided with the understanding that with respect to the Information, and the entity (i) the person who prepared this document is not acting in a fiduciary or advisory capacity under any contract with you, or any applicable law or regulation, (ii) that you will make your own independent decision with respect to any course of action in connection herewith, as to whether such course of action is appropriate or proper based on your own judgment and your specific circumstances and objectives, and (iii) that you are capable of understanding and assessing the merits of a course of action and evaluating investment risks independently. You may not rely on the material contained herein. The person who wrote the codes to produce these documents shall not have any liability for any damages of any kind whatsoever relating to these documents.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in the Information, statements made in press releases or in any place accessible by the public and oral statements that may be made by TripAlly and/or the Distributor or their respective directors, executive officers or employees acting on behalf of TripAlly or the Distributor (as the case may be), that are not statements of historical fact, constitute “**Forward-Looking Statements**”. Some of these statements can be identified by forward-looking terms such as “aim”, “target”, “anticipate”, “believe”, “could”, “estimate”, “expect”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “would”, “will” or other similar terms. However, these terms are not the exclusive means of identifying forward-looking statements. All statements regarding TripAlly and/or the Distributor’s financial position, business strategies, plans and prospects and the future prospects of the industry which TripAlly and/or the Distributor are in are forward-looking statements. These forward-looking statements, including but not limited to statements as to TripAlly and/or the Distributor’s revenue and profitability, prospects, future plans, other expected industry trends and other matters discussed in the Information regarding TripAlly and/or the Distributor are matters that are not historic facts, but only predictions.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual future results, performance or achievements of TripAlly and/or the Distributor to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements. These factors include, amongst others:

- (a) changes in political, social, economic and stock or cryptocurrency market conditions, and the regulatory environment in the countries in which TripAlly and/or the Distributor conducts its respective businesses and operations;
- (b) the risk that TripAlly and/or the Distributor may be unable or execute or implement their respective business strategies and future plans;
- (c) changes in interest rates and exchange rates of fiat currencies and Cryptocurrencies;
- (d) changes in the anticipated growth strategies and expected internal growth of TripAlly and/or the Distributor;
- (e) changes in the availability and fees billable to TripAlly and/or the Distributor in connection with their respective businesses and operations;
- (f) changes in the availability and salaries of employees who are required by TripAlly and/or the Distributor to operate their respective businesses and operations;
- (g) changes in preferences of customers of TripAlly and/or the Distributor;
- (h) changes in competitive conditions under which TripAlly and/or the Distributor operate, and the ability of TripAlly and/or the Distributor to compete under such conditions;
- (i) changes in the future capital needs of TripAlly and/or the Distributor and the availability of financing and capital to fund such needs;
- (j) war or acts of international or domestic terrorism;
- (k) occurrences of catastrophic events, natural disasters and acts of God that affect the businesses and/or operations of TripAlly and/or the Distributor;
- (l) other factors beyond the control of TripAlly and/or the Distributor; and
- (m) any risk and uncertainties associated with TripAlly and/or the Distributor and their businesses and operations, the ALLY Tokens, the

All forward-looking statements made by or attributable to TripAlly and/or the Distributor or persons acting on behalf of TripAlly and/or the Distributor are expressly qualified in their entirety by such factors. Given that risks and uncertainties that may cause the actual future results, performance or achievements of TripAlly and/or the Distributor to be materially different from that expected, expressed or implied by the forward-looking statements in the Information, undue reliance must not be placed on these statements. These forward-looking statements are applicable only as of the date of the Information.

Neither TripAlly, the Distributor, nor any other person represents, warrants and/or undertakes that the actual future results, performance or achievements of TripAlly and/or the Distributor will be as discussed in those forward-looking statements. The actual results, performance or achievements of TripAlly and/or the Distributor may differ materially from those anticipated in these forward-looking statements.

Nothing contained in the Information is or may be relied upon as a promise, representation or undertaking as to the future performance or policies of TripAlly and/or the Distributor. Further, TripAlly and/or the Distributor disclaim any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances, even if new information becomes available or other events occur in the future.

MARKET AND INDUSTRY INFORMATION AND NO CONSENT OF OTHER PERSONS

The Information includes market and industry information and forecasts that have been obtained from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications. Such surveys, reports, studies, market research, publicly available information and publications generally state that the information that they contain has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of such included information.

Save for TripAlly, the Distributor and their respective directors, executive officers and employees, no person has provided his or her consent to the inclusion of his or her name and/or other information attributed or perceived to be attributed to such person in connection therewith in the Information and no representation, warranty or undertaking is or purported to be provided as to the accuracy or completeness of such information by such person and such persons shall not be obliged to provide any updates on the same.

While TripAlly and/or the Distributor have taken reasonable actions to ensure that the information is extracted accurately and in its proper context, TripAlly and/or the Distributor have not conducted any independent review of the information extracted from third party sources, verified the accuracy or completeness of such information or ascertained the underlying economic assumptions relied upon therein. Consequently, neither TripAlly, the Distributor, nor their respective directors, executive officers and employees acting on their behalf makes any representation or warranty as to the accuracy or completeness of such information and shall not be obliged to provide any updates on the same.

TERMS USED

To facilitate a better understanding of the ALLY Tokens being offered for purchase by the Distributor, and the businesses and operations of TripAlly and/or the Distributor, certain technical terms and abbreviations, as well as, in certain instances, their descriptions, have been used in the Information. These descriptions and assigned meanings should not be treated as being definitive of their meanings and may not correspond to standard industry meanings or usage.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

NO ADVICE

No information in the Information should be considered to be business, legal, financial or tax advice regarding TripAlly, the Distributor, the ALLY Tokens, the TripAlly Initial Token Sale. You should consult your own legal, financial, tax or other professional adviser regarding TripAlly and/or the Distributor and their respective businesses and operations, the ALLY Tokens, the TripAlly Initial Token Sale. You should be aware that you may be required to bear the financial risk of any purchase of ALLY Tokens for an indefinite period of time.

NO FURTHER INFORMATION OR UPDATE

No person has been or is authorized to give any information or representation not contained in the Information in connection with TripAlly and/or the Distributor and their respective businesses and operations, the ALLY Tokens, the TripAlly Initial Token Sale and the TripAlly Wallet (each as referred to in the Whitepaper) and, if given, such information or representation must not be relied upon as having been authorized by or on behalf of TripAlly and/or the Distributor. The TripAlly Initial Token Sale (as referred to in the Whitepaper) shall not, under any circumstances, constitute a continuing representation or create any suggestion or implication that there has been no change, or development reasonably likely to involve a material change in the affairs, conditions and prospects of TripAlly and/or the Distributor or in any statement of fact or information contained in the Information since the date hereof.

RESTRICTIONS ON DISTRIBUTION AND DISSEMINATION

The distribution or dissemination of the Information or any part thereof may be prohibited or restricted by the laws, regulatory requirements and rules of any jurisdiction. In the case where any restriction applies, you are to inform yourself about, and to observe, any restrictions which are applicable to your possession of the Information or such part thereof (as the case may be) at your own expense and without liability to TripAlly and/or the Distributor.

Persons to whom a copy of the Information has been distributed or disseminated, provided access to or who otherwise have the Information in their possession shall not circulate it to any other persons, reproduce or otherwise distribute the Information or any information contained herein for any purpose whatsoever nor permit or cause the same to occur.

NO OFFER OF SECURITIES OR REGISTRATION

The Information does not constitute a prospectus or offer document of any sort and is not intended to constitute an offer of securities or a solicitation for investment in securities in any jurisdiction. No person is bound to enter into any contract or binding legal commitment and no cryptocurrency or other form of TripAlly is to be accepted on the basis of the Information. Any agreement in relation to any sale and purchase of ALLY Tokens (as referred to in the Information) is to be governed by only the T&Cs of such agreement and no other document. In the event of any inconsistencies between the T&Cs and the Information, the former shall prevail.

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RISKS AND UNCERTAINTIES

Prospective purchasers of ALLY Tokens should carefully consider and evaluate all risks and uncertainties associated with TripAlly, the Distributor and their respective businesses and operations, the ALLY Tokens, the

TripAlly Initial Token Sale, all information set out in the Whitepaper, the Disclaimers the T&Cs prior to any purchase of ALLY Tokens. If any of such risks and uncertainties develops into actual events, the business, financial condition, results of operations and prospects of TripAlly and/or the Distributor could be materially and adversely affected. In such cases, you may lose all or part of the value of the ALLY Tokens.