

TRADEFOX, INC.

2022 Report

Dear investors,

We are at a point now with TradeFox, where a VC round is on the horizon. We have established early signs of product market fit as evidenced by the incredible growth in member provided trade feedback. I believe will be our last public equity crowdfunding round with a goal of raising \$3 million - \$1 million from the crowd, \$1 million from the industry and \$1 million from accredited and other strategic investors.

With the opening of this new crowdfunding round, we are closing our accredited investors round. In combination with the \$900k in new investments we received in the last 2 months and the \$800k from last year, we have established enough runway to begin building the foundation for scale. The funding from this crowdfunding round and an additional \$1 million from the industry will put us on a clear trajectory for Series A. We can only attribute this level of success to the belief you, our investors, have in our vision and our team. Thank you!

We need your help!

We are looking to close this crowdfunding round within 6 months and would appreciate it if you can spread the word to other people in your network.

If anyone has contacts in their network to angel investors in the US, especially in Silicon Valley, please let us know. We are preparing for a Series A round at the beginning of 2024 and need to build our network of accredited and connected investors.

Sincerely,

Ashwani Dutt

Director

Chris Verbeey

Founder & CEO

Our Mission

We aim to become the most trusted platform for services centered around the trade of recyclables. Our goal is to have \$2 billion of the annual global scrap trade being conducted on our platform by 2022. Business intelligence on trading partners and competitors, financial services, documentation tools, and arbitration are just some of the elements we will combine to reduce massive financial risks and market inefficiencies. Forward-looking projections cannot be guaranteed.

[See our full profile](#)



How did we do this year?

Report Card

A-



The Good

We've raised more than \$1 million funding from accredited investors

We've lined up a partnership with the largest credit insurance agency to handle collection for our *Panel Bannan Group*



The Bad

We needed to let two sales reps go due to their lack of performance.

We missed the opportunity to open our crowdfunding campaign in September

Materiality threshold: 1.000000

We've obtained over 100,000 trade reviews from our customer which is a strong signal for product market fit.

We missed our goal of capturing 250,000 trade reviews.

2022 At a Glance

January 1 to December 31



\$10,036 +124%
Revenue



\$618,515 +106%
Net Profit



\$293,252 +375%
Short Term Debt



\$1,276,500
Raised in 2022



\$615,621
Cash on Hand
As of 02/17/23

INCOME

BALANCE

NARRATIVE

Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

Tradefox is a business intelligence product providing visibility into the trading reputations of companies in the recycling industry. Our 5,000+ members are industry professionals, banding together to stop fraud and other unfair trading practices.

Our core product is the Trade Reputation Report. These reports consist of firmographic data, import/export trade data, materials traded, association memberships, post-trade reviews between verified trading partners and a TrustScore rating.

We aim to become the most trusted platform for services centered around the trade of recyclables. Our goal is to have \$2 billion of the annual global scrap trade being conducted on our platform by 2022. Business intelligence on trading partners and competitors, financial services, documentation tools, and arbitration are just some of the elements we will combine to reduce massive financial risks and market inefficiencies. Forward-looking projections cannot be guaranteed.

Milestones

Tradefox, Inc. was incorporated in the State of Delaware in July 2012.

Since then, we have:

- 5,300 Tradefox Members from 183 countries Average 65% increase YOY.
- +80,000 buyer-seller transactions reviewed by verified trading partners. 405% annual increase.
- 2.3 million MT. matched and verified buyer-seller transactions. 500% increase YOY.
- Visibility into over 220,000 unique trading partner relationships.
- \$1 trillion industry growing at 5-10% CAGR with a \$100 billion immediately addressable market.
- 150,000+ Business Reports on companies that buy and sell recyclables.
- First Place in Startup Bootcamp Amsterdam accelerator program. (TechStars Affiliate)

The Company is subject to risks and uncertainties common to early-stage companies. Given the Company's limited operating history, the Company cannot reliably estimate how much revenue it will receive in the future.

Historical Results of Operations

- **Revenues & Gross Margin.** For the period ended December 31, 2022, the Company had revenues of \$10,036 compared to the year ended December 31, 2021, when the Company had revenues of \$4,478. Our gross margin was 78.29% in fiscal year 2022, compared to -30.39% in 2021.
- **Assets.** As of December 31, 2022, the Company had total assets of \$205,431, including \$22,173 in cash. As of December 31, 2021, the Company had \$224,696 in total assets, including \$55,784 in cash.
- **Net Income.** The Company has had net income of \$618,515 and net income of \$300,420 for the fiscal years ended December 31, 2022 and December 31, 2021, respectively.
- **Liabilities.** The Company's liabilities totaled \$323,364 for the fiscal year ended December 31, 2022 and \$112,193 for the fiscal year ended December 31, 2021.

Liquidity & Capital Resources

As of 12/31/22, the company has been financed with \$2,323,863 in SAFEs.

After the conclusion of this Offering, should we hit our minimum funding target, our projected runway is 6 months before we need to raise further capital.

We plan to use the proceeds as set forth in this Form C under "Use of Funds". We don't have any

We will likely require additional financing in excess of the proceeds from the Offering in order to perform operations over the lifetime of the Company. We plan to raise capital in 24 months. Except otherwise described in this Form C, we do not have additional sources of capital other than the proceeds from the offering. Because of the complexities and uncertainties in establishing a new business strategy, it is not possible to adequately project whether the proceeds of this offering will be sufficient to enable us to implement our strategy. This complexity and uncertainty will be increased if less than the maximum amount of securities offered in this offering is sold. The Company intends to raise additional capital in the future from investors. Although capital may be available for early stage companies, there is no guarantee that the Company will receive any investments from investors.

Tradefox, Inc. cash in hand is \$615,621, as of February 2023. Over the last three months, revenues have averaged \$1,078/month, cost of goods sold has averaged \$0/month, and operational expenses have averaged \$47,010/month, for an average burn rate of \$45,932 per month. Our intent is to be profitable in 18 months.

TradeX is already revenue generating, albeit early stage and of nominal value. The Company is strategically prioritizing the onboarding of new members across key geographical markets whilst building brand awareness at this time. Typically members are onboarded via a data exchange program, whereby they are able to gain access to the platform via credits earned in exchange for primary data, building the underlying value of our database and platform. We are not targeting a significant uplift in revenue in the next 3-6 months as this is the period in which credits earned by early adopters are depleted, meaning members plans revert to a monthly paid subscription model. This transition will gain momentum from September / October 2023, 4-6 months out from now.

Tradebox expects to be profitable by year end 2024 with an estimated cash positive position of ± \$200,000 based on generating annual Revenues of \$3066,564 against Operating Expenses of £2,880,000 in that calendar period. Revenues will be generated primarily through monthly subscriptions supplemented via income from early stage premium services such as Capital Recovery.

Tradefox has sufficient capital to cover the short term burn rate over the next 8-9 months. Supplementing the WeFunder round, we have accredited investors willing to support the business whilst extending their position. In addition Tradefox is in early discussions with institutional and industry investors, targeting further commitments with a target of \$1 million in parallel to the WeFunder campaign.

Net Margin: 6.183%	Gross Margin: 78%	Return on Assets: 301%	Earnings per Share: \$484.73	Revenue per Employee: \$836	Cash to Assets: 11%	Revenue to Receivables: ~	Debt Ratio: 157%
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**We ♥ Our
2033 Investors**

Thank You For Believing In Us

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T P
Vinay S
Karthik Thekumkara
Rajiv Chinn
Jamey Ryan Sood
Alina I. Gucik
Michael Culp
Harold Thomas Jacobson
Gennadiy Alexeev
Chris Ye
David Branger
Bob Fick
Joseph Peter
Edward Livemont
Matthew Howard
Eoin J. Barry
Carl West
Lawrence Ching
Arun MAHALAN
Maria M. Teo, Jr.
Jerry Lee Cullison
Rudy Choi
Jeremiah Wise
Stephen Lightgornham
Mark Schneider
Terry Eaker
Jason Higbee
Dorothy Bautista Silvestro
Dasha Nishitani
Timothy Pothol
Arthur Brennan
Jerry Wilson
Paul Green
Daniel Peters
Theodore Chan
Sergiy Shon
Teri Krasen
Helen Chou
Jacob Cottrell
Guler Jungs
John N. Deod
Ronald Luthig

Robert Orlov Seiber
Josh Colardo
Paul Juchter
Suzanne Celas
Kevin Cook
Eric Orlov
Andreas Strake
Karlotta Fink
Amit Shukla
Ralph P. Siskiana Dm
Edwina M. Cohen
Jason Chalecki
Makum Shirochich
Joseph Brockling
Jack Polakant
Donald Scully Basento
Don Terry
Darril Henrich
Michael Shane Orrell
Michael Huisman
Carl Landford
Craig Zohar
Timothy P. Tort
Dea Jara Acosta Haglala
Tedding Dabney
Deaqualine Bell
William Farrell
Lorenz Boudier
Martin Vagstad
Blaise Harter
Marilyn Anderson
Luis Ybarra
Ella Koning
William Paul BURGHARDT
Brian Thomson
Cindy Siska Coops
Jeff Lombardo
David Elwell
Edwina M. Cohen
Dale Jungs
Diane Kessler
Raymond Vining

John MacLachlan
Joshua Harris
Torah Strid
Imanee Toronto
Donald V. Soltz
Scott Howard
Cheryl Smeat
Amit Shukla
Stanley Smith
Michael Huisman
Helen BOONE
Michael Huisman
Jennah Cantlon
Sammy Danello
James Wheeler
Riley Coward
Teresa Turner
Philip Walker
Kensu Aggeman
Rajesh G. Bhaskia
Tina Dunne
Christopher Simpson
Jay Shah
Theodore Henry
Jeddi Hove
Rafael Hernandez
Gregory Ray
Ronald Reed
William Lincho
Michael Kane Sr.
Lingling Feng
Annette Baker
James Dorsey
Ruber Zand
Eric Kime
Michael Brady
Sara Palmer
Dawn Carter
Aron Peterson
Diane Kessler
Scott Gerich

Catherine Butler
Mira Taylor
Cynthia Newman
Neville George
Susan Mc Guinness Gotal
Brian Geller
Taduh Barlow
Roberta Perena
John Hall
Kirk Lundy
Cheryl Hunter
Michael DuMater
Joseph Smetkowski
Mona J. Kobyle
William Brown
Katherine Barton
Jerry Michael Bell
Keith Andrieu
Chris Rogers
Kelli Townsend
Dineshwar Muthuru
Matthew J. Lohrle
May Hollican
Mark Portakalan
David West
John Barrett
Sven Beer
Steven Stanton
Andrew Jaine
Karin Oh
Steve Laifer
Chad Curtis
David Brown
Rob Woods
George Perry
N. Angela Palmer
David Viti
David Brown
Andrew S. Mahling
John Patrick
Gareth Ljarsky

William Paul BURGHARDT
Gerardo Magid
John Kevin Michael
Marc W. Gentilberger
James Dorsey
Robert Henson
David Kariand
Kathy Lefebvre
Ranall A. Kameny
Ron Southern
Cheryl Hattabian
Roo Woods
S. Lisa Langdon
Dana Sullington
Eugene Tokumatsu
Rochey Wade
Vijayendra Kumar Patel
David Redford
Bert Sweeney
Chris C. Christman
Mark Schroeder
Thomas Horens
Ryan Clownd
Anthony Brewer
David Siller
Christopher J. Mathis
Scott Gail
Raymond Pato
Yaniv Dahan
Zoraida Bar Felipe
Richard Roman
Jim Owens
Felix Ray
David Silbury
John D. Bess
Bismuth Palmer
Vinay V. SATTI
Lori HOBBS
Patricia Rayli
David West
David Chiswell

Ty Davidson
J. William Howerton
Kevin Hughes
Jocuous Erik Spreenem
Ryan Jones
William R. Anderson
Alfred Alexander Cradtree
Michael Fink
Susan Patricia Ayres
John Lutz
James Scott
Steve Berry
Steve Berkmyer
Charles Thaggard
Rita Rian
Juan Chen
Mohammed Murad
Ernest Kraminger
Marina Andruskovic
Alan Semmes
Valina Karmelty
Patricia Boyd
Rad Minkoz
John Curry
Dan Tsalis
James Duma
Lori Hall
Andrew J. Blase
Andrew Lammi
Andrew S. Mahling
Corrine Chen
Stephen Slay
John Vail
Clair H. Sauter
Lorina Pears
Andrew Schurk
Michael Truse
Robert Turner
Christopher Simpson
Suzana Casas
Steve Laifer

Leonard Chipeke Spenwe
Lyle Edwards
Arun Upadhyay
Pella M. Dayala
Steven Kramet
Sandeep Mungil
John Kevin Staphel
Terry Rayne
Suzanne M. Guch
Thomas J. Laidock
Lawrence Ye
Stephanie Walther
Vincent Mach
James Theoprop
Cheryl Ann George
Terry Muscott
Sydney Sheng
Peter G. Pflin
Gary Chan
Marilyn Senu
Hatch Vissal
Jawey W.C.
Mingqian Ye
Bradley Skarsten
Jamil Kalia
Bruce Barmawilo
Austin Gottschalk
Sandeep Upadhyay
Marcus Bertschi
Antonio Thomas
Raghuvaran Dahan
Sadeh Khan
Mohammed Hossain
Montgomery Close
Steven Harris
Arunam Talsara
Stephanie Dullman
Robert Macera
Lafeld Charles
Christina Hensch
Sandeep Barmawilo

Thank You!
From the Tradefox, Inc. Team



Chris Yerbey
Founder & CEO



Will Cavendish
CTO / CSO



Ashwani Dutt



Duncan Walker
Market Research / Trade Finance

Structured Finance Valuation specialist, 10+ yrs of modelling complex, illiquid assets for Deutsche Bank. Loves markets and risk, excited about how transformative quality information & trading systems could be for industry made finance supply.

(1)



Denise Gerards
Senior Head of Operations

7 years experience in start-ups. Setup the operational and legal department for a multi-billion customer Berlin based tech scale up (50M netflow Netbank investment). Now continuing her career in tech, making an impact in the recycling industry.

(1)



Ashwani Dutt
VP of Operations, Central Asia

15 years experience in international trade across multiple commodities and 25 countries. Governmental liaison and operational leader in central Asia.



Damir Dardagan
Product Owner

Dedicated and accomplished professional with 22 years of experience in IT. Driving the team of developers to create the best possible platform.



Ervin Djogic
Lead Software Engineer

Full stack engineer and architect providing oversight & solution design for the development team.



Poonam Dhiman Bansal
Customer Support

As the Data Team Manager Poonam oversees our Data based data specialists and CSMs. The team are responsible for data verification, due diligence, analysis and reporting.

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Details

The Board of Directors

DIRECTOR	OCCUPATION	JOINED
Ashwani Dutt	President @ Easy Travel India Pvt Ltd	2017
Chris Yerbey	CEO of Scrap Connection @ Scrap Connection	2012

Officers

OFFICER	TITLE	JOINED
Hon William Cavendish	CTO/CSO	2021
Chris Yerbey	CEO, Secretary	2012

Voting Power

HOLDER	SECURITIES HELD	VOTING POWER
Chris Yerbey	731,000 common stock	82.8%

Past Equity Fundraises

DATE	AMOUNT	SECURITY	EXEMPTION
02/2012	\$20,000		Section 4(a)(2)
09/2012	\$12,000		Section 4(a)(2)
09/2013	\$330,000		Section 4(a)(2)
06/2016	\$55,000		Section 4(a)(2)
1/2017	\$969,727		4(a)(6)
1/2018	\$100,000	Safe	Section 4(a)(2)
06/2019	\$200,000	Safe	Section 4(a)(2)
08/2019	\$20,000	Safe	Section 4(a)(2)
06/2020	\$30,363	Safe	Regulation D, Rule 506(b)
09/2020	\$290,895		4(a)(6)
09/2021	\$197,000	Safe	Regulation D, Rule 506(b)
09/2022	\$876,500	Safe	Regulation D, Rule 506(b)

12/2022	\$400,000	Safe	Section 4(a)(2)
03/2023	\$500,000	Safe	Regulation D, Rule 506(b)

The use of proceeds is as listed general operations.

Convertible Notes Outstanding

ISSUED	AMOUNT	INTEREST	DISCOUNT	VALUATION CAP	MATURITY
09/21/2012	\$12,000 ⁽¹⁾			\$2,400,000	0
09/27/2013	\$330,000 ⁽¹⁾			\$2,400,000	0
06/24/2016	\$55,000 ⁽¹⁾	9.0%		\$2,668,000	0

Outstanding Debts

None.

Related Party Transactions

In 2018 and prior years, the company advanced funds to Chris Yerbey, its founder, in connection with his employment as CEO ("the Related Party Loans and Advances"). The funds advanced were partially paid out in lieu of salary and will be amortized in accordance with Chris Yerbey's employment agreement with the Company. The Company also advanced nominal amounts to other employees which are expected to be repaid by salary deduction in future periods. The Related Party Loans and Advances do not accrue interest. As of August 2019, the outstanding balance is € 151,358.00 .

Capital Structure

CLASS OF SECURITY	SECURITIES (OR AMOUNT) AUTHORIZED	SECURITIES (OR AMOUNT) OUTSTANDING	VOTING RIGHTS
Preferred A	1,000,000	394,638	No
Preferred Aa	100,000	0	No
Common Stock	10,000,000	882,400	Yes

SECURITIES RESERVED FOR
ISSUANCE UPON EXERCISE OR CONVERSION

Warrants: 0

Options: No options issued on this date

Over rights:

Risks

Scrap Connection Inc. operates currently as a holding company for its Dutch based subsidiary, Scrap Connection BV. All business development and tech development carried out from their offices in the US, Netherlands, Poland and India are managed and paid for by Scrap Connection BV. 99% of Scrap Connection, Inc.'s assets are comprised of its interest in its foreign subsidiary and a loan of investment proceeds to Scrap Connection BV. This represents amounts advanced to Scrap Connection BV primarily from investments in previous rounds of funding. Scrap Connection BV is organized under the laws of and located in The Netherlands.

The Company may never receive a future equity financing or elect to convert the Securities upon such future financing. In addition, the Company may never undergo a liquidity event such as a sale of the Company or an IPO. If neither the conversion of the Securities nor a liquidity event occurs, the Purchasers could be left holding the Securities in perpetuity. The Securities have numerous transfer restrictions and will likely be highly illiquid, with no secondary market on which to sell them. The Securities are not equity interests, have no ownership rights, have no rights to the Company's assets or profits and have no voting rights or ability to direct the Company or its actions.

Our future success depends on the efforts of a small management team. The loss of services of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

The Company not might sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case the Company might need to reduce sales & marketing, engineering, or other expenses. Were recurring revenue to decrease, further cuts would be needed and hurt the Company's ability to meet its goals. Even if the Company raises the entire round successfully, we may need to raise more capital in the future in order to continue. Even if we do make successful offering(s) in the future, the terms of that offering might result in your investment in the company being worth less because of the terms of future investment rounds.

The success of the Company is highly dependent upon the ability of its CEO and management team, to attract and retain qualified managers and other personnel in a competitive environment.

While the Company believes in good faith that its business plans have a reasonable chance of success, the operation of the Company are ultimately speculative and involve the possibility of a total loss of investment, due to any number of considerations. Investment is suitable only for individuals who are financially able to withstand total loss of their investment.

The company intends to use a significant portion of the proceeds from the offering for unspecified working capital. The offering proceeds will be used by the Company in the ways management deems most effective towards the Company's goals. This means that although we definitely have plans for the proceeds (focused on sales, marketing, and product development) the Company will have ultimate discretion to use the proceeds as it sees fit and the Company has chosen not to limit the Company's use of the funds to specific uses that investors could evaluate. Such portion of the proceeds from this offering will be used for the purpose that the company's management deems to be in its best interest in order to address changed circumstances or opportunities. As a result of the foregoing, the Company's success will be substantially dependent upon its discretion and judgement with respect to application and allocation of such portion of the proceeds of this Offering. The company may choose to use the proceeds in the manner that the investors do not agree with and investor may have no recourse. A use of proceeds that does not further the Company's business and goals could harm the Company and its operations, and ultimately cause an investor to lose all or portion of his or her investment.

The Company could be harmed in the event of the death or disability of founder Chris Yerbey. Likewise, key team members could leave or become unable to serve, decreasing the Company's ability to achieve its goals. The company also leverages the global talent pool and political risks, natural disasters, communication outrages and other factors can make team member unavailable or otherwise impact our ability to keep operating at current efficiency.

The market for technology companies is not predictable. While we may be able to sell the company for its technology, client relationships, team or other factors, there is no guarantee that it can be sold, nor that it will become profitable, nor that it will reach an Initial Public Offering (IPO). Even if those do occur, there is no guarantee that investor returns will be positive.

Growth of the company will require the recruitment, retention, and integration of additional highly qualified individuals. Even if such people can be hired, the projected growth in staff could present further management risks. The market for qualified personnel is highly competitive and there can be no assurance that any critical positions can be filled on a timely basis.

The company has received no notices or indications otherwise and believes they have not infringed on anyone else's IP rights. That said, the Company's technology-driven business is highly dependent on the Company's intellectual property. While the Company believes in good faith that it has robust rights to all intellectual property needed for its business, any dispute or litigation regarding intellectual property could be costly and time consuming due to the uncertainty of the intellectual property litigation and could divert the Company's management and key personnel from its business operation. A claim of intellectual property infringement could force the Company to enter into costly or restrictive license agreement, which may not be available under acceptable terms or at all, could require the Company to redesign or relabel its products, which would be costly and time consuming, and/or could subject the Company to an injunction against sale of certain of its products. The Company may have to pay substantial damages, including damages for the past infringement, if it is ultimately determined that its products infringe a third party's proprietary rights.

The Company's revenue model may be impaired or change. The Company's success depends mainly on its ability to receive revenue as earnings from the Company's software as a Service platform. The company may generate but retain some or all of the

earnings for growth and development or its business and accordingly, not make distributions to the shareholders. If the Company does not generate revenue, its business, financial condition, and operating results will be materially adversely affected.

From time to time, third parties may claim that one or more of the Company's products infringe their intellectual property rights.

The Company has a small team, and the loss of key team members, and especially the loss or death of the founder Chris Yerbey, could harm the company's ability to implement their plans.

Even if the Company is successful, an investor may want immediate access to the then net worth of the investment, but selling private securities can be difficult or impossible. In this case, an investor may need to wait until a liquidity event, and there are no guarantees one will occur.

The following trends or uncertainties could affect our financial condition, including the liquidity, cash flow and capital resources described below: The Company's operations may be unprofitable, and may result in the total loss of investment.

Description of Securities for Prior Reg CF Raise

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities; decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

Minority Ownership

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Exercise of Rights Held by Principal Shareholders

As holders of a majority-in-interest of voting rights in the Company, the shareholders may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor. For example, the shareholders may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The shareholders may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns. The shareholders have the right to redeem their securities at any time. Shareholders could decide to force the Company to redeem their securities at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability. In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

Restrictions on Transfer

The securities offered via Regulation Crowdfunding may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

- to the issuer;
- to an accredited investor^(D);
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

Valuation Methodology for Prior Reg CF Raise

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

The initial amount invested in a SAFE is determined by the investor, and we do not guarantee that the SAFE will be converted into any particular number of shares of Preferred Stock. As discussed in Question 13, when we engage in an offering of equity

Interests involving Preferred Stock, Investors may receive a number of shares of Preferred Stock calculated as either (i) the total value of the Investor's investment, divided by the price of the Preferred Stock being issued to new Investors, or (ii) If the valuation for the company is more than the Valuation Cap, the amount invested divided by the quotient of (a) the Valuation Cap divided by (b) the total amount of the Company's capitalization at that time. Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the Preferred Stock that Investors will receive, and/or the total value of the Company's capitalization, will be determined by our board of directors. Among the factors we may consider in determining the price of Preferred Stock are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant. In the future, we will perform valuations of our stock (including both common stock and Preferred Stock) that take into account, as applicable, factors such as the following:

- unrelated third party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and privileges of those securities;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

Company

- Tradebox, Inc.
- Delaware Corporation
- Organized July 2012
- 12 employees

896 S State Street # 542
Dover DE 19901

<http://www.tradebox.co>

Business Description

Refer to the Tradebox, Inc. profile.

EDGAR Filing

The Securities and Exchange Commission hosts the [official version of this annual report](#) on their EDGAR web site. It looks like it was built in 1989.

Compliance with Prior Annual Reports

Tradebox, Inc. has previously not complied with the reporting requirements under Rule 202 of Regulation Crowdfunding.

We failed to file an annual report on time in 2022.

All prior Investor updates

You can refer to the company's [updates page](#) to view all updates to date. Updates are for investors only and will require you to log in to the Wefunder account used to make the investment.

Say Hello

Questions? Ideas? Love Letters?

Say something nice....

SUBMIT COMMENT



You're the first one here!
Early people don't usually get a prize, so here's a love letter from us.



Wefunder is a Public Benefit Corporation.
We're here to fix capitalism.

Our Story
Jobs

Investor FAQ
Founder FAQ

App Store
Google Play

2019-2022 IMPACT REPORT

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