

PRIVATE PLACEMENT MEMORANDUM

OBI CAPITAL – REAL ESTATE & CRYPTO FUND

Confidential Offering Document

Date: March 2025

NOTICE TO RECIPIENTS

This Private Placement Memorandum (“Memorandum”) has been prepared solely for informational purposes in connection with a private offering (the “Offering”) by **OBI Capital Real Estate & Crypto Fund** (the “Fund”). This document is confidential and may not be reproduced, shared, or distributed without prior written consent from OBI Capital.

This Offering is only available to eligible participants and does not constitute an offer to sell or a solicitation to buy securities. Participation is facilitated through the acquisition of **non-fungible tokens (“NFTs”)**, which grant eligibility to receive contributions from the Fund’s reward distribution mechanism. The NFTs do **not** confer equity ownership, voting rights, or any direct claim to Fund assets. Participants are not entitled to any guaranteed returns and should not expect profits primarily from the efforts of OBI Capital.

Regulatory Classification:

In alignment with recent regulatory guidance, NFTs issued by OBI Capital are classified as **collectibles and access-based digital assets**, not securities. The NFTs do not provide financial rights, revenue-sharing, or ownership in the Fund’s assets.

This document is not intended as legal, tax, or investment advice. Participants should consult their own legal and financial professionals before engaging. OBI Capital makes no representations regarding the tax implications of participation in the Fund. Participants are responsible for their own tax reporting and compliance based on their jurisdiction.

This offering is not regulated by the U.S. Securities and Exchange Commission and is not conducted under any U.S. securities registration or exemption. Participation is based solely on access to fund activities and does not represent a security or investment contract.

OBI Capital Real Estate & Crypto Fund is managed by **OBI Real Estate LLC**, which oversees the fund’s strategy, asset acquisition, and digital reward mechanisms.

OBI Capital is committed to compliance with global financial regulations and will update policies as needed to maintain adherence to evolving legal requirements.

1. EXECUTIVE SUMMARY

OBI Capital Real Estate & Crypto Fund is a structured real estate-backed asset strategy that offers one of the most powerful and unique opportunities to gain exposure to both real estate and cryptocurrency markets simultaneously. The Fund is backed by over **15 years of experience** in real estate and nearly a **decade of expertise** in cryptocurrency markets.

By combining these two wealth-building assets, the Fund creates a dynamic, long-term strategy to **maximize growth** while **minimizing risks** associated with single-asset exposure.

For the first time, **high-level institutional real estate** is accessible to everyday individuals with just a few thousand dollars. This revolutionary approach gives participants the ability to benefit from stable, cash-flowing real estate while also gaining exposure to a **diversified crypto portfolio**.

Key Highlights

- **Fund Structure:** Real estate-backed asset fund with digital asset allocation.
 - **Participation Mechanism:** Never done before! Gain access to institutional real estate with just a few thousand dollars.
 - **Dual Exposure:** Access to both institutional-grade real estate and a managed crypto portfolio.
 - **Target Holding Period:** 5–7 years (subject to market conditions).
 - **Asset Allocation Strategy:** Rental proceeds are allocated into digital assets such as **Bitcoin (BTC)**, **Ethereum (ETH)**, **Ripple (XRP)**, **Cardano (ADA)**, **Chainlink (LINK)**, and others.
 - **Market Influence:** As the Fund grows, so does its influence on the digital asset market—NFT holders benefit from strategic purchasing and liquidation insight.
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2. PARTICIPATION TERMS

NFT Pricing, Supply & Holding Period

- **Price per NFT:** \$1,000
- **Supply:** Dynamic, based on acquisition needs
- **Lock-Up Period:** 12 months from the date of closing the property
- **Capital Deployment:** Once the funding threshold is met, capital is deployed to acquire properties
- **Resale:** After the lock-up, NFTs may be sold via peer-to-peer marketplace (liquidity not guaranteed)

Note: Reward distributions are discretionary and not guaranteed. NFTs offer access-based utility, not contractual profit entitlement.

Fund Fee Structure & Profit Allocation

Fee Type	Details
NFT Purchase Fee	5% (\$1,000 NFT = \$1,050 total) – covers acquisition/legal/transaction fees
Asset Acquisition Fee	1.5% – 2.5% of total property value
Property Management Fee	8% – 10% of gross rental income

Fee Type	Details
Performance Fee	30% of capital gains (real estate), 40% of net gains (crypto)
Liquidity Event Fee	1% – 2% of distributed profits
Conflict of Interest Disclosure	OBI Capital may co-invest but receives no preferential treatment

KYC / AML Compliance

Participants may be required to undergo Know-Your-Customer (KYC) and Anti-Money Laundering (AML) verification in accordance with global financial regulations.

3. RISK DISCLOSURES

Participation in this Offering involves **significant risks**, including but not limited to:

- Volatility in real estate and crypto markets
- Potential total loss of capital and/or NFT value
- Regulatory reclassification risks
- No guaranteed secondary market or liquidity
- Blockchain and smart contract technical risks
- Changes in tax laws or obligations
- No guarantee of return or appreciation

Participants must perform their own due diligence and assume full responsibility for all decisions and risks.

4. EXIT STRATEGY & FUND TIMELINE

The Fund operates with a **5–7 year horizon**. After property stabilization, options may include **refinancing** or **asset sales**, unlocking potential distribution events.

Distributions from these liquidity events may be shared as digital rewards at the Fund’s discretion. These distributions are **not guaranteed** and depend on performance and timing.

NFT holders may:

- Hold NFTs long-term
 - Resell via peer-to-peer platforms (no guaranteed resale market)
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5. MANAGEMENT TEAM

OBI Real Estate LLC oversees Fund operations with:

- 15+ years in real estate
- 10+ years in crypto asset management

Visit: <https://obirealestate.com> for detailed bios and track records.

6. SIGNATURE & ACKNOWLEDGMENT

By signing below, the undersigned acknowledges the receipt and understanding of this Memorandum, the associated risks, and agrees to the terms outlined herein.

NFT holders participate in the ecosystem based on **access**, not in reliance on OBI Capital to generate profits. All rewards, strategies, and asset deployments are **non-guaranteed** and subject to change.

For inquiries, please contact:

 contact@obirealestate.com