

MANHATTAN PRIVATE CREDIT NETWORK

\$MPCN Membership Token Whitepaper

Digital Membership & Participation Framework

1. Introduction

The Manhattan Private Credit Network (“MPCN”) is a digital membership and engagement platform designed to foster discussion, education, and participation within private credit and alternative finance ecosystems.

The \$MPCN Membership Token provides digital access credentials for participation within the MPCN network.

This token does not represent equity, debt, or ownership in any fund or investment product.

2. Purpose of the Membership Token

The \$MPCN Membership Token is intended to:

- Provide access to MPCN’s digital community platform
- Enable participation in governance discussions
- Unlock educational content and briefings
- Grant tiered membership recognition
- Facilitate engagement within the MPCN ecosystem

The token is not an investment instrument.

3. Nature of the Token

The \$MPCN Membership Token:

- Does not confer ownership in any litigation fund
- Does not entitle holders to income
- Does not represent shares or equity
- Does not guarantee access to future securities offerings
- Does not guarantee appreciation
- Does not provide financial rights

It functions solely as a digital membership credential.

4. Token Supply

Maximum authorized supply: 1,000,000,000 \$MPCN

- Tokens will be minted according to defined distribution phases.
 - Unsold tokens may be permanently removed from circulation.
 - Future minting, if any, will support membership growth and network development.
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5. Membership Benefits

Holding \$MPCN may provide access to:

- Platform and network offers
- Educational webinars
- Industry briefings
- Digital research materials
- Network forums
- Governance feedback polls
- Tiered member recognition
- Other opportunities

Benefits may evolve over time and are subject to governance updates.

6. Tiered Membership Model

Membership levels may be determined by token holdings.

Higher tiers may include:

- Early access
- Enhanced platform privileges
- Invitations to private webinars and briefings
- Loyalty benefits
- Participation in platform and network events

These tiers do not represent financial rights.

7. Loyalty Participation Program

The MPCN network may implement a loyalty participation program.

Under this program:

- Members who hold tokens may receive additional membership tokens, based on quantity and time.
- Additional tokens represent expanded membership units or upgrades of member tiers only.
- No financial yield or guaranteed value is associated with additional tokens.
- Accrual is loyalty based, not tied to investment returns or asset performance.

Loyalty tokens are designed to incentivize ongoing engagement within the network.

They do not represent income, dividends, or profit distribution.

8. No Expectation of Profit

The \$MPCN Membership Token is not promoted or offered as an investment.

Purchasers and holders should not:

- Expect profit
- Expect financial return
- Expect appreciation in value
- Rely on efforts of MPCN for financial gain

The token is designed for access, participation, and network engagement only.

9. Secondary Transfer

While tokens may technically be transferable, MPCN:

- Does not promote speculative trading
- Does not guarantee liquidity
- Does not support exchange listing at this stage

Token liquidity is not a core objective of the membership framework.

10. Separation from Future Investment Products

MPCN or affiliated entities may in the future offer regulated investment products.

Those offerings:

- Will be structured independently
- Will require separate legal documentation
- Will be subject to regulatory compliance
- Will not automatically involve \$MPCN holders

Holding \$MPCN does not provide ownership in any investment vehicle.

11. Governance Participation

\$MPCN holders may participate in:

- Non-binding governance consultations
- Platform feature proposals
- Community initiatives

Governance does not extend to fiduciary investment management functions.

12. Risks

Membership participation involves risks including:

- Regulatory reclassification risk
- Platform evolution

- Lack of liquidity
- Changing membership benefits

Token holders should participate for engagement purposes, not financial expectation.

MANHATTAN PRIVATE CREDIT MARKET

Two-Phase Digital Asset Structure

Governance-Led Participation & Regulated Private Credit

PHASE 1

MEMBERSHIP & NETWORK LAYER

\$MLF Membership Token

- ✓ Digital access & education
- ✓ Webinars & briefings
- ✓ Governance participation
- ✓ Tiered recognition
- ✓ Community engagement

Loyalty Framework

Members may receive additional membership tokens for **holding**.

Expanded membership units only. No yield. No financial linkage.

Legal Characteristics

- Not a security
- No ownership rights
- No income rights
- No guaranteed allocation
- No profit expectation

MEMBERSHIP & NETWORK LAYER

\$MPCN Membership Token (*Utility / Participation Token*)

ENTITY

Manhattan Network (LTD) - Seychelles Incorporated

PURPOSE Digital Membership & Participation Infrastructure

FUNCTIONAL BENEFITS

- ✓ Access to Private Credit Education & Research
 - ✓ Industry Webinars & Briefings
 - ✓ Governance Feedback Participation
 - ✓ Tiered Membership Recognition
 - ✓ Digital Network Access
 - ✓ Community Engagement Rights
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LOYALTY FRAMEWORK

- Members may receive additional membership tokens simply for holding
 - Additional tokens = expanded membership units only
 - No financial yield
 - No profit linkage
 - No asset performance basis
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LEGAL CHARACTERISTICS

- Not a security
 - Not equity
 - Not debt
 - No ownership in any fund
 - No income rights
 - No guaranteed future access to securities
 - No expectation of profit
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IMPORTANT BOUNDARY

Membership ≠ Investment

Holding does NOT guarantee allocation into future fund products.
