
PHCE SECURITY TOKEN OFFERING (STO) AND ADVISORY SCOPE & LEGAL RESPONSIBILITY SERVICES.

1. EXECUTIVE SUMMARY & PHCE-ENTERPRISE ALIGNMENT

This framework defines the advisory, tokenization prep, and technical configuration services provided to clients executing a Security Token Offering (STO) on the Polygon PHCE-Enterprise network. Services are programmatically mapped to the ERC-3643 standard using cryptographic ONCHAINIDs to automate compliance across target sectors.

- Target Sectors: Commercial Real Estate (CRE), Mineral Deposits (Gold focus), and Public Companies Mining/Tech corporations.
- Core Infrastructure: ERC-3643 decentralized identity frameworks and automated ledger management on Polygon.
- Consultative Boundary: This document serves strictly as a technical and operational roadmap. All outputs must be reviewed, finalized, and approved by the client's designated securities counsel prior to contract deployment.

2. SERVICE SCOPE TEMPLATE: COMMERCIAL REAL ESTATE (CRE)

This scope of work governs the preparation, token structure design, and implementation parameters for tokenizing cash-flowing or development-stage commercial real estate assets. The following services are included as a benefit to our customer for using our Tokenized Securities and trusting our integrity to stand true.

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PHASE-BY-PHASE DELIVERABLES

PHASE	MILESTONE / TASK	TECHNICAL & CONSULTATIVE DELIVERABLES
Phase 1:	Asset Structured Tokenomics	• Audit property financial stack (capital structure, debt, equity distribution). • Model distribution logic (e.g., monthly rental distributions or quarterly net payouts). • Define token supply mechanics matching asset valuation (e.g., \$10,000,000 asset split into 10,000 tokens at \$1,000 each).
PHASE 2:	ERC-3643 Parameter Drafting	• Map required ONCHAINID attributes based on investor geography (e.g., US Accredited vs. Non-US Reg s). • Define secondary market lock-up rules (e.g., automatic 12-month rule 144 transfer freeze). • Code transfer rules for fractional ownership caps (e.g., max 10% of total supply per single investor identity).
PHASE 3:	PPM Technical Translation	• Produce the "technical appendix" for the client's ppm detailing the polygon deployment address, token contract mechanics, and key management risks. • Outline claw back and asset recovery processes inside the document for legal review.
PHASE 4:	Investment Banking Handover	• Assemble the investor data room containing the verified token smart contract architecture, property validation documents, and financial models. • Provide technical onboarding for the licensed broker-dealer's underwriting team onto the PHCE-enterprise dashboard

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3. SERVICE SCOPE TEMPLATE: MINERAL DEPOSITS & PUBLIC COMPANIES

This scope addresses the unique operational requirements of mineral exploration projects (primarily Gold) and public corporations requiring strict compliance with insider trading volume limits and reporting standards.

Technical & Consultative Deliverables:

- **Geological Data & Oracle Mapping:**
 - Design data ingestion pipelines to link third-party certified geological valuation metrics (e.g., NI 43-101 or JORC resource reports) to the tokenization platform.
 - Map automated minting parameters if the token design relies on physical gold storage or reserve-backed proof-of-value metrics.
- **Public Company Corporate Action Integration:**
 - Configure smart contract functions to execute corporate governance parameters on-chain, including transfer-freezes during shareholder proxy voting windows or earnings blackouts.
 - Establish multi-signature administration frameworks for corporate treasury control.
- **Insider Trading & Affiliate Rule 144 Automation:**
 - Program specific volume restrictions inside the ERC-3643 compliance registry for identified "Affiliate" or "Insider" ONCHAINIDs.
 - Limit maximum transfer velocity over a rolling 90-day period to comply with Rule 144 volume limitations for public entities.

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4. ASSET CLASS EXECUTION COMPARISON

Feature Metric:	Commercial Real Estate (CRE)	Mineral Deposits / Public Mining
Primary Value Driver:	Rental Yields & Capital Appreciation	Proven Reserves (Gold) & Production Volume
ONCHAINID Rule Priority:	Geographic tax optimization, accredited verification	Affiliate volume caps, corporate voting rights
Data Feed Integration:	Property Appraisals & Title Registry entries	Audited Assay reports & Spot Price Oracles
Secondary Market Rule:	Standard Rule 506(c) lock-ups (12 Months)	Continuous volume monitoring under Rule 144

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5. 4. TECHNICAL CONSULTANT VS. SECURITIES ATTORNEY RESPONSIBILITY MATRIX

To maintain clear operational boundaries, this matrix outlines where your technical consulting services end and where the client's licensed securities counsel assumes absolute liability.

1. Operational Domain	• Technical Consultant Responsibilities (Your Scope)	• Securities Attorney Responsibilities (Counsel Scope)
2. PPM Creation	• Extract financial terms from the term sheet. • Draft the technical descriptions of the Polygon network. • Document the ERC-3643 smart contract interaction, ONCHAINID mechanics, and security recovery parameters.	• Draft the legally binding Private Placement Memorandum (PPM). Write all custom risk factors (geological, market, real estate risks). Conduct full legal review and finalize the definitive offering documentation.
3. Rule 144 & Compliance	• Translate legal rule parameters into conditional logic statements (if/then code rules).	• Determine the legal applicability of Rule 144 exemptions.

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	• Input compliance parameters (e.g., 365-day transfer block) directly into the PHCE-Enterprise dashboard.	• Define the required lock-up durations for specific jurisdictions. • Deliver formal legal opinions on token transferability.
4. Investor Banking Handover	• Package technical source files, smart contract configurations, and security audits. • Provide technical onboarding for the broker-dealer's interface.	• Negotiate the formal Underwriting or Placement Agent Agreement. • Confirm compliance with SEC and FINRA broker-dealer placement rules. • Review KYC/AML procedures from a regulatory compliance standpoint.
5. Regulatory Filings	• Provide final contract addresses and immutable token metrics from the Polygon blockchain.	• Prepare and file SEC Form D via EDGAR within 15 days of the first sale. Execute all state-level Blue Sky compliance filings and payments.

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6. Identity Verification	• Integrate API hooks for the selected third-party identity verification provider into the onboarding portal.	• Approve the legal verification standards for "Accredited Investor" status • Ensure compliance with federal Bank Secrecy Act (BSA) and USA PATRIOT Act regulations.
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OUR COMMITMENT:

Our commission is to ensure that all parties are safe guarded and compliance is paramount as the rule of order.