



Document No.: EN 010-2025

SOSNA GEMS INVESTMENTS INC.

7901 4th St N, Ste 300, St. Petersburg, FL, 33702, USA

EIN: 32-0763482

Legal Form: Corporation (Incorporated in the State of Florida, USA)

Document No.: EN 010/2025

Document Title: Investment Offering Limitations – SEC Compliance & Investor Notice

Date of Issue: February 15, 2025

Effective From: February 15, 2025

Prepared by: Legal Department

1. REGULATORY FRAMEWORK AND LIMITATIONS

1.1 This document establishes the regulatory framework and investor disclosures applicable to the securities offerings by **SOSNA GEMS INVESTMENTS INC.** (“the Company”), in accordance with U.S. federal law and SEC regulations.

1.2 The offering of securities within the United States is strictly limited to **accredited investors** under **SEC Regulation D Rule 506(c)**.

For investors outside the United States, offerings are made pursuant to **Regulation S**.

1.3 The Company is a private entity. None of the securities offered have been registered with the U.S. Securities and Exchange Commission (SEC), nor with any state securities authority.

2. RISK FACTORS

2.1 Investments in the Company’s securities are **not insured or guaranteed** by any government agency, including the **FDIC or SIPC**.

2.2 The value of shares and investment returns are not guaranteed and may fluctuate due to:

- macroeconomic events and market volatility
- geopolitical tensions or wars
- regulatory changes in gemstone-producing countries

2.3 Past performance is not indicative of future results.

3. PROHIBITION ON PUBLIC OFFERING IN THE U.S.

3.1 The Company explicitly states that:

- The offering is not open to non-accredited U.S. investors
- Marketing materials are for informational purposes only and do not constitute a public solicitation

3.2 Access to investment documents is contingent upon proper verification of accredited investor status under **SEC Rule 501**.

3.1 VIOLATIONS AND ENFORCEMENT CONSEQUENCES

Offering securities in violation of these regulations may result in:

- Loss of rights to dividends or redemption
 - Termination of the investment agreement without compensation
 - Legal liability for both the unauthorized investor and the intermediary
 - Immediate reporting of the breach to the **SEC** and **FinCEN**
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4. TRANSFER AND RESALE RESTRICTIONS

4.1 Transfers of securities are subject to:

- A minimum 12-month holding period for securities issued under **Reg D**, per **SEC Rule 144**
- Prior approval by the Company, including any transfer of tokenized shares

4.2 All share transfers must be reported to the Company and are subject to AML/KYC verification.

4.3 Tokenized securities (SGI D) may only be transferred via approved platforms in compliance with smart contract restrictions.

5. GOVERNING LAW AND DISPUTE RESOLUTION

5.1 All legal relationships between the Company and its investors shall be governed by the laws of the **State of Florida, USA**.

5.2 All disputes will be resolved exclusively by binding arbitration administered by the **American Arbitration Association (AAA)**.

5.3 The application of foreign legal systems is expressly excluded.

6. FINAL PROVISIONS

6.1 The Company reserves the right to:

- Reject any investment or transfer request that fails to meet regulatory or internal compliance standards
- Modify offering conditions without prior notice due to regulatory, strategic, or operational needs

6.2 By investing, the investor acknowledges and confirms:

- Full understanding of the investment risks associated with private securities
- That no part of the offering constitutes a guaranteed return
- That they act as an independently responsible party and are aware of applicable restrictions

Approved on behalf of the Company:

Date: February 15, 2025

Martin Sosna

Chief Executive Officer (CEO) and Chairman of the Board

SOSNA GEMS INVESTMENTS INC.