PopCom

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Whitepaper

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Powering the Regulated Retail Economy

Abstract

PopCom, a new leader in automated retail technology, will transition its ground breaking technology to the regulated retail industry with an ecosystem of blockchain products to power machine-driven transactions.

Strong innovation and growth[1] in intelligent vending solutions have brought frictionless transactions to other traditional retail sectors, however the multi-trillion dollar market segment of regulated retail has yet to experience the substantial benefits automation can bring.

The regulated retail industry is comprised of rapidly growing product verticals such as **cannabis, pharmaceuticals, alcohol, and tobacco** –any product that is regulated for identity, age, or consumption–and has remained almost untouched by automated retail solutions. Concerns regarding the security of personally identifiable information (PII), computer vision reliability, and compliance tracking have deterred innovators from entering the space– until now.

PopCom plans to introduce a first-to-market solution that will use blockchain to promote a high standard of privacy, security, auditability, and extensibility for machine-driven transactions in regulated retail economy. At the center of this innovation is a product ecosystem that puts the power of self-sovereign identity management back into the hands of consumers, creating a marketplace for regulated retail data. PopCom believes the exchange of this data, powered by its planned XPOP utility token, will have far reaching impact in medical research, legislation, and public health.

In order to fast-track development of the technology, PopCom has resolved to offer a fully SEC-compliant dual token offering through a Regulation Crowdfunding fundraise on StartEngine*.

This paper is intended to provide an understanding of the automated retail industry and its current shortcomings as well as to introduce PopCom's envisaged utility token and related technology innovations.

The regulated retail industry contains rapidly growing product verticals such as cannabis, pharmaceuticals, alcohol, and tobacco. It represents over $3T in global revenue and has remained untouched by automated retail technology.

* See Legal Disclaimer section on page 30.

Table of Contents

About PopCom

1 **ABOUT POPCOM**

Company History & Background

As an alumnus of three of tech's best accelerators, TechStars, Canopy, and Brinc, PopCom's expansive network of advisors and institutional investors helped bring the company's vision to life.

PopCom began in 2012 as Solutions Vending International, a vending machine manufacturing company specializing in compact vending machines used for the sale of non-traditional products. One of the company's first customers, Flat Out of Heels, was looking to diversify their approach to distribution of women's flat shoes and elected to PopCom's vending product. It was through this engagement that the company was made aware of the undeniable void in the market for data collection through self service machines.

To launch their diversification campaign, Flat Out Heels placed 5 of PopCom's machines across top venues throughout the U.S. including Atlanta Airport, Club LIV in Miami, Bayside Marketplace in Miami, and MGM Grand in Las Vegas to understand how consumers would respond to purchasing non traditional items, like shoes, in vending machines.

This first version of the machines was piloted for 3 years and was well received. PopCom experienced significant interest around the machines' performance and their ability to gather data on traffic and conversion rates. This interest served as a strong indicator that for retailers, a vending machine's ability to obtain metrics at point of sale was equally as important as the actual vending function.

With point of sale data capabilities in mind the company pivoted to focus on software, and in late 2016, started developing the PopCom SaaS, including a POS system and API. Now, two years later, PopCom is a groundbreaking automated retail technology company that specializes in the design and implementation of high-IQ vending machines, kiosks, and related software. Through computer vision and machine learning, PopCom enables retailers to capture anonymous consumer metrics like age, gender, emotion, and engagement. Businesses can accelerate and refine their consumer-targeted omni channel strategies using powerful insights like consumer demographics, conversion rates, and purchase preferences.

It is PopCom's goal to power frictionless transactions for all automated retail products. **A major challenge that PopCom has identified in achieving further retail market coverage is the ability to power machine-driven sales of products that are regulated for identity, age, and consumption.** After conducting market research, PopCom found no competitors in the industry that were addressing identity verification, compliance, and supply chain tracking for regulated retail products.

In alignment with a history of innovation inspired by unique challenges, PopCom has expanded its technology offering to introduce a "2.0" version of its own ecosystem, one that services the multi-trillion dollar Regulated Retail Economy.

"...PopCom found no competitors in the automated retail industry that were addressing identity verification, compliance, and supply chain tracking for regulated retail products."

Unique Innovations

"Our mission is simple: equip vendors with future-ready retail solutions that allow rapid expansion, incredible customer experiences, and powerful sales data."

DAWN DICKSON, CEO

The foundation of PopCom's current technology offering is its patent-pending automated retail software. It provides retailers with unprecedented consumer insights like conversion rates, demographics, sentiment analysis, promotional campaigns, and the industry's first vending CRM. Although the software is now available as part of PopCom's turn-key vending solution, called PopShop, the company is whitelabeling the software, providing the means to boost the IQ of any vending machine or kiosk.

POPCOM SAAS

Manufacturers and operators can license and integrate PopCom's SaaS solution into new vending machines and kiosks during their manufacturing process to incorporate PopCom's advanced platform offerings. PopCom has entered a strategic partnership with the largest kiosk manufacturer in the US, Kiosk Information Systems, to provide its SaaS software to a wide spectrum of machines on a large scale.

POPSHOP KIOSKS

Designed in-house, "PopShops" are turnkey hardware solutions for retailers looking for a new way to sell and sample products. This vending solution is ready to use with PopCom's SaaS product built-in and will offer versatility by giving consumers a variety of payment options including both crypto and fiat. Although the machines are very competitively priced, PopCom has partnered with equipment financing firms to provide the machines to any retailer, no matter their size or startup capital.

RETROFITTING

Existing vending machine and kiosks can be retrofitted with PopCom's white-label API by simply adding a camera and touchscreen. It is the company's belief that any vending operator can benefit from bringing their machines into the world of IoT and data. While still in early stages of proliferation, PopCom's white-label API may soon be able to service more than 18 million "dumb" vending machines currently in the market today.

Revenue Model

To better understand PopCom's current revenue model, it may help to consider the company in terms of existing companies within analogous industries. In terms of its commerce platform, the reader can consider PopCom similar to Shopify, but for physical retailers and shoppers. In terms of the anonymous data and analytics PopCom provides to retailers, the reader can consider PopCom similar to Google Analytics.

50%

MONTHLY SAAS FEE

Monthly recurring software fees to manage the POS, dashboard and database.

Starting at $400/mo per machine

25%

TRANSACTION FEE

Percentage of sales transactions on machines, processed through our payment partner

TBD

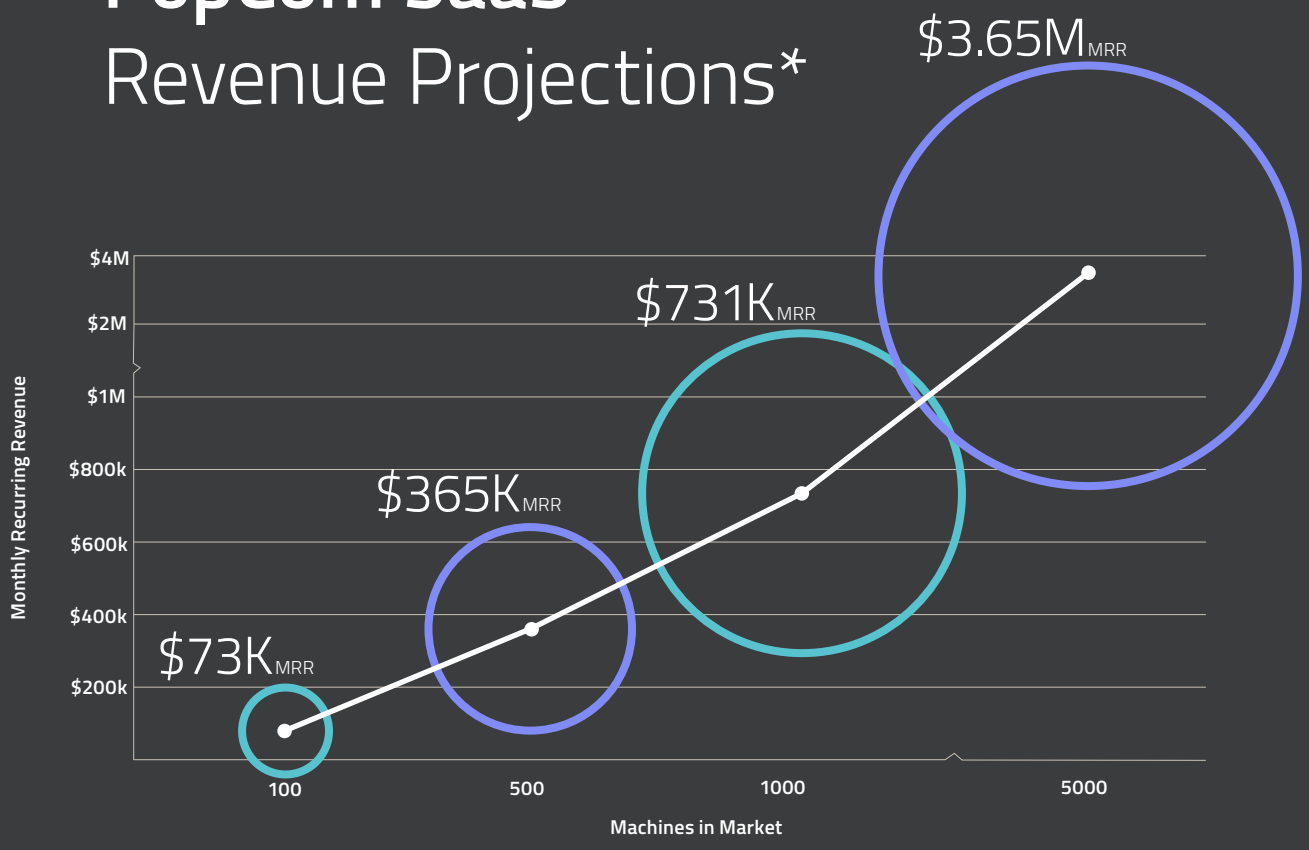
25%

PROMOTIONAL FEES

A la carte platform fees for email and discount campaigns that drive consumer engagement

TBD

PopCom SaaS Revenue Projections*



* See our 2018-2020 projected Income Statements here: http://popcom.shop/investors/2018-2020-is

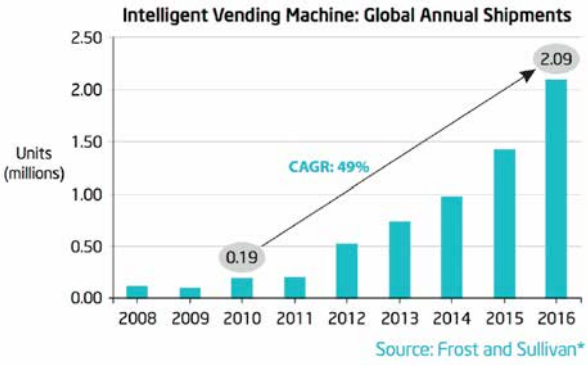
Industry Overview

2 INDUSTRY OVERVIEW

The Changing Retail Landscape

Automation is at the heart of a colossal shift in the retail paradigm, and in the midst of this phenomenon deemed "the Retail Apocalypse",[2] the self-service retail industry is booming. In fact, over two-thirds of retail customers now prefer to self-serve and over 100 million people purchase goods and services from vending machines or kiosks every day in the U.S.[3]

These advancements aren't without caveats; while the majority of consumers enjoy added convenience and lower friction transactions, data also suggests that a personalized retail experience is still of great value in the buying process.[4] Retailers, in the midst of reaping billion-dollar savings from self-service in the form of extremely low operating costs and 24/7 commerce, must address this need for personalized customer experiences without the help of human employees at the point-of-sale. Hence, the arrival of smart vending machines was heralded.



PopCom has committed to further innovation for its industry-leading intelligent vending solutions with the introduction of unique features such as demographically-targeted advertising, loyalty campaigns, and lead generation.

It is this commitment to innovation that has led PopCom to now bring its groundbreaking technology into the Regulated Retail Economy.

75%

OF CONSUMERS PREFER SELF-SERVICE AT THE POINT OF PURCHASE [5]

59%

OF CONSUMERS WANT PERSONALIZED SHOPPING [6]

+30%

YOY GROWTH IN SELF-SERVICE TECHNOLOGY SECTOR [7]

100m

CONSUMERS USE VENDING MACHINES DAILY IN USA ALONE [3]

By 2021, 70% of all retailers are planning investments in Internet Of Things, 68% are investing in machine learning/cognitive computing and 57% are investing in automation. Orchestrating these diverse technologies to provide a more responsive, real-time customer experience is the goal retailers want to achieve in the next five years. [8]

The Regulated Retail Economy

PopCom defines the Regulated Retail Economy as the system by which consumers and retailers interface with government-regulated goods which require identification, sales compliance, supply chain information, or a combination of all three . These regulated goods including cannabis, pharmaceuticals, alcohol, and tobacco represent enormous worldwide commercial markets that are ubiquitously underserved by machine-driven transactions. Continued growth of this market is widely anticipated, in part due to the recent cannabis-friendly legislation changes in the United States and Canada, as well as wave of innovation in pharmaceutical distribution, discussed further in section 2.3 and 2.4.

The absence of automated solutions for the Regulated Retail Economy can be attributed to a human-involved aspect of every regulated retail transaction: identity verification and compliance.

In order for consumers and retailers in the regulated retail industry to experience the benefits of automation and frictionless commerce, these transactions must be entirely machine-driven and digitally facilitated. While the digitization of data has brought unparalleled benefits to almost every conceivable industry, it has not come without risk. Countless high-profile hacks and data leaks have raised questions about the security of personally identifiable information (PII). Regulated retailers inherently become responsible for securing highly sensitive user information. Any compromise of this data may have crippling financial, legal, and reputational consequences both for the individual(s) whose data is compromised and the organization responsible for its safekeeping. Furthermore, regulated retailers are held to a higher standard of transaction immutability for compliance purposes; regulators put the burden of responsibility on vendors to make sure each and every transaction is made within the boundaries of law for a particular product and expect complete sales inventory and supply-chain records.

Global Market Sizes

Regulated Retail Economy

Cumulative Market Size By 2022

Pharmaceuticals [9]

Cannabis [10]

Alcohol [11]

Tobacco [12]

Legal Cannabis
The Regulated Retail Frontier

"Aside from cryptocurrency, there is simply no other industry changing as rapidly or as unevenly as the cannabis sector."

TROY DAYTON, CEO, ARCVIEW GROUP

It's no secret that the cannabis industry is one of the fastest growing segments of retail in modern history. Worldwide sentiment toward the legal sale of cannabis is softening, most rapidly in North America. Per Gallup, 64% of Americans currently support the legalization of cannabis for recreational and medicinal use–the highest support since the poll's inception in 1969.[13] Moreover, Canada recently became the second country in the world to fully legalize cannabis for recreational and medicinal use, a landmark change that is likely to spur renewed legalization efforts worldwide.

While the exponential growth in U.S. consumer spending immediately following state legalization has continued in spite of federal prohibition, roadblocks associated with retail sales of legal cannabis, coupled with the abject newness of the regulated cannabis marketplace have continued to sustain the "uneven change" which accompanies the explosive growth in the industry.

Addressable Concerns in the Legal Cannabis Industry

Payments

Federal prohibition of legal cannabis payment processing and merchant services is an issue that has plagued the industry. Because cannabis is classified as a Schedule 1 substance, banks and payment networks (including Visa and Mastercard) are barred from processing revenue generated from legal cannabis sales. As a result, the industry has become an all-cash business. This not only increases transaction friction, but also poses a serious security issue for dispensary owners and workers. Moreover, the absence of automation from the payment process slows the transaction process and unnecessarily diminishes customer experience.

Abuse

Due to cannabis' federal classification as a Schedule 1 substance, prescriptions for medical marijuana do not exist. Rather, physicians certify or "recommend" patients for participation in a state's medical cannabis program. Dispensaries and state governments then accept the medical cannabis recommendation and allow consumers to purchase accordingly. A noted difference between standard prescriptions and medical marijuana recommendations is that prescriptions designate dosage and include instructions for use, while recommendations do not. This promotes rampant abuse, as the "no limit" nature of a recommendation allows users to potentially purchase cannabis to abuse personally, or for distribution to others.

Reporting

As the incremental legalization of cannabis for recreational use at the state level progresses, government mandated requirements for tracking consumers and their usage is expected follow. Yet, there is currently no industry-accepted track-and-trace system (also known as seed-to-sale tracking) to securely manage this data. To this end, dispensaries are forced to over-extend their compliance efforts or risk facing a violation upon implementation of guidance. This abject absence of data tracking also causes incalculable loss of marketing insights, which inevitably leads to missed revenue.

Pharmaceuticals
An Innovation-Driven Industry

"In our latest analysis, the big trend we are seeing for 2018 is a far greater mix of market research consultancies partnering with innovative technologies to conduct qualitative and quantitative research."

CALEB COSTA, INCROWD CCO

Collectively, Canada, Mexico, and The United States represent the largest continental pharma market in the world. The U.S. alone represents over 45 percent of the global pharmaceutical market, valued around $446 billion USD as of 2016. This number is expected to bubble to $1.12 trillion in 2022, with the fastest growth occurring during 2016-2020.[9] This growth in revenue will undoubtedly be closely accompanied by the industry's expansion into technology based solutions.

Based on PopCom's discussions with prospective clients in the healthcare industry, this is indeed the case; a technological revolution is on the horizon. Not only will the shift to self-service technology bring 24/7 access to important medication for patients, the data gleaned from their interactions with machines will effectively turn consumer into "e-patients." This opens up groundbreaking possibilities for automated healthcare research.

Addressable Concerns in the Pharmaceutical Industry

Distributed Research

Pharmaceutical R&D spending will reach $182 billion in 2022, with only 4% of successful projects resulting in new commercialized drugs.[14] These successes have to provide enough revenue to justify spending for the 96% of failed projects, which puts increased pressure on the industry to produce "blockbusters". A major challenge for pharmaceutical companies is their inefficiency in establishing profiled patient populations. The industry is turning to technology based solutions to gain real-time patient data for market research. E-patient interaction at pharmaceutical self-serve machines, including surveys and voluntary PII sharing, will give the necessary data for companies to make product decisions with complete patient profiles.

Data Exchange

Health information exchange (HIE) is the sharing of electronic clinical data across organizations. In the United States, the Health Information Technology for Economic and Clinical Health (HITECH) Act is providing up to $29 billion in incentive funding for the adoption and "meaningful use" of electronic health records by hospitals and health professionals.[15] Understandably, all stakeholders are interested in assuring that there is a return on this investment. Real-time biometric data captured by pharmaceutical self service kiosks and vending machines, as well as the accompanying pharmaceutical sales data and e-patient surveys, can provide unprecedented insights into public health and medicinal effectiveness.

OTC Distribution

It is also important to note that while not prescription regulated, OTC drugs are a fast growing segment of the pharmaceutical market.[16] Driven by demographic and economic trends, the transition of medicines from prescription-only to OTC sale, and changes in cultural attitudes toward self-medication– the OTC market is gaining momentum. In 2017, CVS will bring 25 vending machines to non store locations, indicating that major drug store chains are paying attention to the shift to self service machines happening in their market.[17] These machines can also be installed in healthcare facilities to reduce the rate of unfilled prescriptions and medication non-compliance.

Other Verticals
In Regulated Retail

Alcohol

Alcoholic beverage sales are restricted globally by age and identification requirements that can vary significantly across jurisdictions. For example, in the United Arab Emirates, a non-Muslim resident can obtain a license to purchase alcohol for home consumption which is only valid in the Emirate of issuance. In addition to Emirate-specific licensure, the legal minimum age to purchase alcohol varies across the Emirates as well.[18]

PopCom's white label software solution can soon be used to create a fully compliant, simplified, and automated point of sale system regardless of jurisdiction with advanced metrics available for consumer behavior and demographics.

Tobacco

Tobacco is a controversial industry and is highly regulated at the point of sale, worldwide, by age and other factors. There is an established regulatory concern regarding tobacco vending machines. In the United States, the Food and Drug Administration[19] has restricted vending of tobacco products to facilities "in which minors are neither present nor permitted to enter at any time"; existing machines do not have the technology to meet compliant sale standards. PopCom's white label software solution will be able to address various compliance concerns across jurisdictions. Retailers will also benefit from the advanced metrics available of consumer behavior and demographics.

Lottery & Gambling

Identity verification is an integral part of the gaming industry; preventing fraud and minors from gambling are priorities.

If lottery retailers or casinos fail to accurately ID their customers, they face large fines. For example, The Sands Casino Resort in Pennsylvania has already paid $341,000 to the state due to seven instances of underage gambling. [20] Fines from underage gambling clearly result in huge financial losses for casinos and lotteries, providing a valid use-case for PopCom's automated identity verification and compliance solution.

PopCom's Blockchain Ecosystem

3 POPCOM'S BLOCKCHAIN ECOSYSTEM

Blockchain Ecosystem
Stakeholders

Regardless of the industry or product vertical, an automated retail solution that addresses the problems detailed in the Section 2 must account stakeholder concerns at the intersection of four areas:

 **Identity**

 **Privacy**

 **Security**

 **Compliance**

For simplicity's sake, the PopCom team has summarized months of discussions with stakeholders into a matrix of relevant concerns that are addressed with their Ecosystem Solution.*

Retailers, consumers, and regulators serve as the stakeholders in the Regulated Retail Economy.

	RETAILERS	CONSUMERS	REGULATORS
IDENTITY	Am I sure that this consumer is who they say they are?	Can I benefit from sharing my secure, self-sovereign PII with trusted parties?	Is each consumer's identity proven substantially and correctly with every transaction?
PRIVACY	How do I best keep all consumer data secure without diminishing usability?	How can I be sure that my sensitive personal data is not compromised or shared with any third party without my consent?	How can we ensure the public's personal information is safe?
SECURITY	How can I be sure our merchandise will be protected from theft, tampering, or damage?	How can I be sure that the product I am buying has not been tampered with or otherwise compromised along its supply chain?	How can we best protect the public from purchasing counterfeit, tampered with, or mismanaged goods?
COMPLIANCE	What are the legalities of dispensing my products in different regions, states, and countries?	How can I ensure I'm purchasing regulated goods in a legal manner?	How can we best enforce that necessary processes and disclosures are followed by all consumers and vendors for every transaction? Are these processes recorded with integrity and provenance?

* Note that this table does not include stakeholder concerns for Researchers, who would be vital participants in PopCom's PII ecosystem. For example, pharmaceutical and public health researchers will be innately interested in evaluating medicinal effectiveness and proliferation. They can do this by leveraging PopCom's automated direct-to-patient distribution and surveying.

Blockchain Ecosystem
Solution

The Regulated Retail Economy as it presently exists relies on each retailer to obtain and store compliance information relating transactions to consumer information. As mentioned, this not only exposes consumer PII and sensitive retailer data to unnecessary security and compliance risk, but is also a barrier of entry to industry growth and innovation– especially in terms of automation and self-service.

PopCom, already a disruptor in automated retail technology, intends to leverage advancements in blockchain and smart contracts to augment its current technology and introduce a "2.0" version of its own ecosystem. The key innovations of this new blockchain-enabled ecosystem include: the efficient and secure storage of **decentralized consumer PII,** enabling self-sovereign identity management and creating a marketplace for shared data; **automated sales compliance,** used to ensure every identity-approved transaction is also checked for compliance; and **supply-chain provenance**, facilitating the implementation of government-mandated track-and-trace programs with transparency and integrity.

At the crux of this new ecosystem are five critical components: (1) PopCom's biometric, compliance, and reporting blockchain ("**VendChain**") which enables decentralized, anonymous, and secure storage of facial biometrics and transaction data; (2) the Regulated Product Interface (the "**RPI**"), a point-of-sale compliance middleware powered by smart contracts; (3) a utility token known as the point-of-purchase token, or "**XPOP**"; (4) a mobile app for consumers to register, manage, and share their decentralized identity and related data (the "**PopCom App**"); and (5) automated retail machines that are equipped to autonomously verify identity and dispense regulated products ("**PopShop Kiosks**").

VendChain

For the purposes of PopCom's initial blockchain software development, GoChain will serve as the technology backbone of the product ecosystem. Smart contracts and data pointers (described in the following sections) provide ample functionality to bring the ecosystem to market as a minimum viable product. PopCom is confident that the imminent growth of its ecosystem and proliferation of its technology, both regionally and into new industry sectors will be supported by GoChain's extremely robust and cost-effective blockchain. The reason

Aided by a fully SEC-compliant security token offering (STO), PopCom plans to enter its next phase of technology development with the intent to power all machine-driven transactions within the Regulated Retail Economy.

Built on GoChain

for the company''s partnership with GoChain and decision to build on the GoChain blockchain instead of Ethereum is because of several concerns with respect to building on Ethereum's public blockchain solution with perpetuity: 1) low transaction speed; 2) the possibility of forensic analysis of public blockchain records to ascertain details about a consumer or retailer; 3) governed access at the blockchain-level is impossible because of pseudoanonymity; 4) the network cost of smart contracts on Ethereum is much too high for our use case; and 5) any future limitations of Ethereum's network become limitations of PopCom's platform. The GoChain network mitigates most of these concerns: it is 100x faster, 1000x more energy efficient, and 7500x cheaper than Ethereum.

The concerns with regards to private information are especially relevant in the pharmaceutical and healthcare industries, where data exchange and consumer identity carry extremely strict regulations worldwide (e.g. HIPAA). The research and application of blockchain in the healthcare industry is still being evaluated. As such, PopCom proposes a phased development and implementation process that includes forward-looking yet realistic goals for adoption into the healthcare industry. As mentioned, this phased implementation will begin with a solution built on GoChain. (Find it described in detail in the section entitled "Blockchain Ecosystem- Minimum Viable Product".)

Ultimately, PopCom plans to introduce a proprietary blockchain, forked from the GoChain network, that will provide HIPAA-compliant data transfer fabric, a trusted governance protocol, and permissioned access at the blockchain level. This entirely new blockchain platform would enable unprecedented autonomous exchange of information between "e-Patients" and medical researchers and could provide a potentially groundbreaking medium of patient-provider engagement.

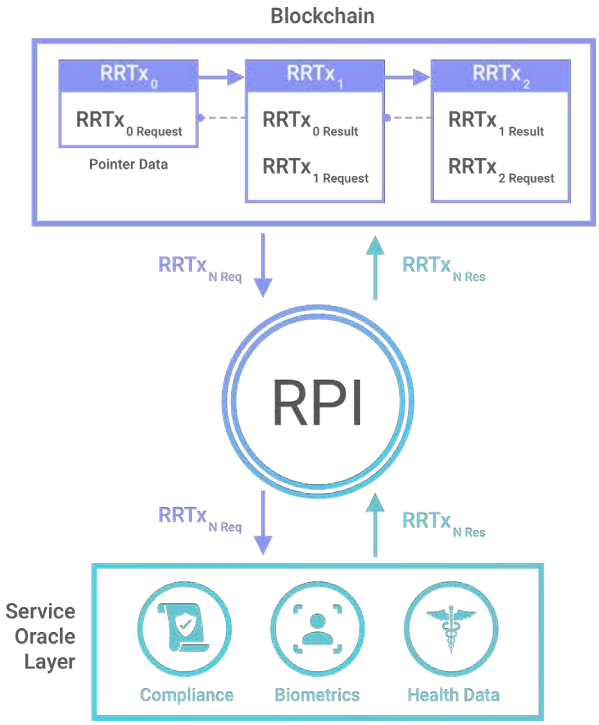
For the purposes of this whitepaper, PopCom will describe the functionality and implementation of their solution built on the GoChain network, comprised of the Regulated Product interface and a service-provider application layer, referred to as the "Service Oracle Layer".

Service Oracle Layer

The GoChain blockchain provides a strong foundation upon which to build the initial features of PopCom's blockchain ecosystem, but blockchains are not built to have ready access to information outside of the chain, nor are smart contracts capable of retrieving that information themselves. Thus, there is no direct way to validate the conditions that smart contracts are based on.

This is especially relevant to the design of PopCom's initial ecosystem, as it requires communication with several off-chain service providers for parts of the intended transactional flow.

For example, a smart contract-powered cannabis transaction may include an off-chain service call to a government-registered compliance provider (e.g. Simplifaya) to ensure that a consumer has not purchased more than the legal daily limit across all state-wide dispensaries. A pharmaceutical smart contract condition may include off-chain service calls to a HIPAA-compliant record keeper to validate the purchase of a prescription. As mentioned, smart contracts alone do not have access to the information needed to trigger the approval or rejection conditions of this kind of transaction.



Clearly, there is a need for a translator of information provided by outside platforms. In blockchain, these translators are colloquially known as "oracles". In the design of PopCom's platform, service providers that help complete an RRTx (verifying biometrics or compliance, for example) will be referred to as "**Service Oracles**". As development of the Ecosystem continues, the network of providers will in turn also grow. Thus PopCom will design and build a provider-agnostic application layer, called the "**Service Oracle Layer**". This application layer will communicate with trusted off-chain providers and provide information to the smart contracts that comprise the Regulated Product Interface by recording off-chain confirmations and authorizations to the blockchain as "pointer-data".

Pointer Data

Pointer data are timestamped and hashed references to off-chain records that are later aggregated by smart contracts in the Regulated Product Interface, providing the means for autonomous transaction confirmation. Without the use of pointer data and an abstraction layer to relate off-chain confirmations to on-chain requests, service-providers would be required to report transactions directly onto the blockchain for use by PopCom's software. At this point in time, this is an unrealistic expectation.

In the future, PopCom plans to acquire some of these providers and work with their teams to lessen the level of transactional abstraction and data centralization associated with off-chain transactions. This will increase the speed of PopCom's network, reduce costs for retailers and consumers, and forge the path for even higher token use. These partnerships and acquisitions, combined with a proprietary blockchain will ensure that PopCom's vision of decentralization is fully realized.

Left: The three layers of PopCom's GoChain ecosystem that will power Regulated Retail Transactions, or RRTx's. The RPI contains smart contracts that wait for confirmations from the Service Oracle Layer. Once confirmation is received, the smart contracts activate and the transaction is processed.

Regulated Product Interface

The RPI is a collection of smart contracts used to provide the commercial functionality of PopCom's ecosystem. Every machine-driven Regulated Retail Transaction (referred to as an "RRTx") consists of three distinct operations: the first is ensuring the consumer that initiated the transaction is properly identified, in this case with facial biometrics; the second is ensuring the now properly-identified consumer is legally allowed to purchase the regulated product(s); and the third is broadcasting the sale to the blockchain for supply-chain reporting.

As discussed previously, the RPI and Service Oracle Layer are designed to be provider-agnostic. However, PopCom has already established partnerships with providers that are to become the first Service Oracles in the Ecosystem.

Step 1: Identity Confirmation With Biometrics

The first Service Oracle in the RRTx process is Kairos–used to register and verify a purchaser's identity. Kairos provides Face Recognition software that processes facial images into datasets called templates. These templates include biometric data for face recognition and demographic data.

The Service Oracle Layer will subscribe to Kairos' application programming interface (API) for enrollment and identity verification through their Face Recognition software. The API access points to enroll and verify are called endpoints. The Service Oracle layer will contain the API credentials used when enrolling face templates into a dedicated gallery and later verifying a new face template against another previously enrolled template. These templates can also be associated with extra data like an GO or ETH address. The smart contract associates a template with an GO or ETH address so that it can verify future face images to identify the wallet holder in its 'authorize' agreement.

The facial biometric confirmations are broadcast from the Service Oracle Layer to the GoChain blockchain as pointer data and serve as a biometric-validation audit trail. This audit trail, when combined with smart contracts, will allow autonomous identity confirmation, meet regulator reporting requirements, and lay the foundation for the envisaged decentralized data exchanges.

Step 2: Compliance Confirmation

This step may involve a wide variety of parameters that ultimately constitute a legal transaction, the most common of which are meeting requirements for:

- age
- product quantity (e.g. 1oz of cannabis per day)
- product type (e.g. specific prescriptions)
- time (e.g. disallowing sales after 2am)

Realistically, a particular product may indeed have a combination of restrictions that every transaction must account for. The importance of retailer compliance cannot be understated: even one non-compliant transaction can put a retailer's license at risk. Smart contracts are the key to ensuring the execution of compliance authorization when any and all new transactions begin.

At the beginning of this step, another request to the Service Oracle Layer is initiated. This time, the request is routed to an off-chain compliance provider. In the case of a recreational cannabis RRTx, a compliance provider will provide confirmation that a particular individual has not purchased more than the legal amount of cannabis product in the last 24 hours.

The RPI will listen for the response from the Service Oracle layer and record the result in the form of pointer data. This pointer data will contain references to the off-chain source of the compliance authorization, the on-chain address of the requestor, and the compliance authorization result itself. Permissioned access to PopCom's software that relates off-chain records using the public pointer data will satisfy regulatory compliance and record-keeping requirements.

Step 3: Supply Chain Reporting

The RPI will record sales information to the GoChain blockchain in the form of pointer data that references off-chain information from the PopCom Point-of-Sale (e.g. product SKUs, machine locations, pricing). The first implementation of this supply chain reporting suite will be a cannabis seed-to-sale tracking product that operates within the PopCom ecosystem. Permissioned access to off-chain data will allow **consumers** to see the source of their cannabis products, **retailers** to satisfy seed-to-sale reporting requirements, and **regulators** to ensure realtime seed-to-sale program integrity and provenance.

This design can be taken into other industries, e.g. pharmaceuticals, to implement required supply chain logistics and analytics that will add to the depth and value of decentralized data exchanges (covered in detail later in this paper).

XPOP: a network token used to settle identity and compliance transactions on the VendChain blockchain and incentivize the exchange of powerful consumer data.

Point-of-Purchase Token

PopCom plans to create a utility token called Point-of-Purchase Token, or XPOP, which will provide means to settle transactions within the PopCom Blockchain Ecosystem*. There are several classes of transactions in the planned Ecosystem, all of which are detailed below.

Regulated Retail Transactions (RRTx's)

RRTx's are the transactional logic behind a regulated retail purchase and involve several Service Oracles to fully confirm a transaction. As discussed, the multi-layered nature of a RRTx includes the following steps at minimum: identify, ensure compliance, and register supply chain event. At each step of the process, Service Oracles are rewarded with XPOP. Since the various stages of RRTx confirmation have been designed to be provider-agnostic, PopCom believes that as the ecosystem grows, it will inherently lead to many competitively-priced service providers that accept XPOP. Additionally, as PopCom executes its plans to build a proprietary & permissioned blockchain, called VendChain, the company can work with providers to bring their off-chain authorization logic onto VendChain and add further demand for the token.

Decentralized Data Exchange Transactions

XPOP will also provide the financial infrastructure upon which decentralized data exchange contracts are settled. This is covered in detail in the next section, entitled "The Decentralized Data Economy". Essentially, data providers, whether they are individual consumers or wholesalers such as pharmaceutical retailers, can sell their decentralized data and receive settlement in XPOP. Data consumers (e.g. other retailers, public health and pharmaceutical researchers, consumer data scientists) can purchase access to the decentralized data with XPOP.

Platform Service Transactions

PopCom will offer the entirety of its platform's service fees to be payable in XPOP at a discounted rate. This incudes tiered monthly SaaS fees as well as fees for a la carte features such as consumer surveys, email campaigns, and pay-with-crypto. At 5,000 machines, this would mean at least $3.65M in monthly transaction volume from tiered SaaS fees alone.

Other Transactions

PopCom will give priority status for its highly-demanded PopShop retail units to retailers that hold XPOP.

* See Legal Disclaimer section on page 30.

The PopCom App

The PopCom App will provide the client-side interface for consumers to interact with the Ecosystem. The foundation to these interactions will be consumers' ability to have complete control of their decentralized identity and related private data.

This control will eventually extend to registration into the Ecosystem, providing authorizations for Regulated Retail Transactions, and sharing data in permissioned, decentralized data exchanges.

Although most of the UI will be bound to off-chain actions, it will connect to the RPI for on-chain I/O when rendering a user's on-chain pointer-data into actionable data like purchase history, compliance information, and records of any data-sharing transactions.

With the eventual construction of its proprietary VendChain blockchain and governance protocols, consumers will be able to track their private data as it is referenced in permissioned data silos (e.g. pharmaceutical research centers), further extending the functionality and control over their PII.

Other Features

Consumers will be able to find PopShops using the app, and eventually browse a product catalogue of products within the PopCom vendor network. It is the company's hope that eventually, a consumer will be able to pre-purchase items from home and retrieve the goods after verifying their identity at the machines, thus bridging the rapidly growing industries of e-commerce and regulated retail.

PopShop Kiosks

PopCom has already created and manufactured a vending machine design that has the technology to verify identity and dispense regulated products. The automated retail units, called PopShops, are already being sold to traditional retail vendors. To enable regulated retail sales, these machines will undergo a simple software update from the existing point-of-sale software to PopCom's new blockchain software.

See our Point-of-Sale system in action inside our first PopShop Kiosk prototype:
https://youtu.be/dapVFe6fNL8

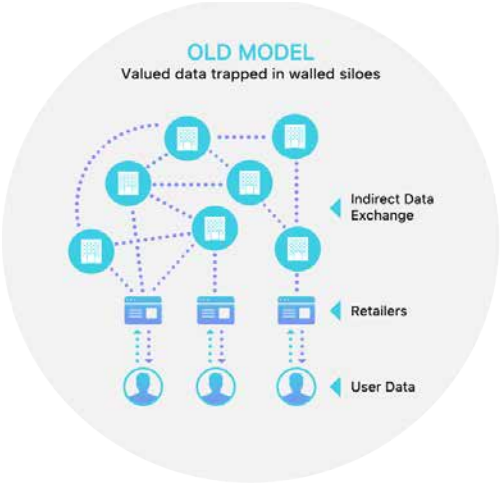
See our 2nd PopShop Kiosk prototype dispensing products:
https://youtu.be/JWOzbbEeVBk

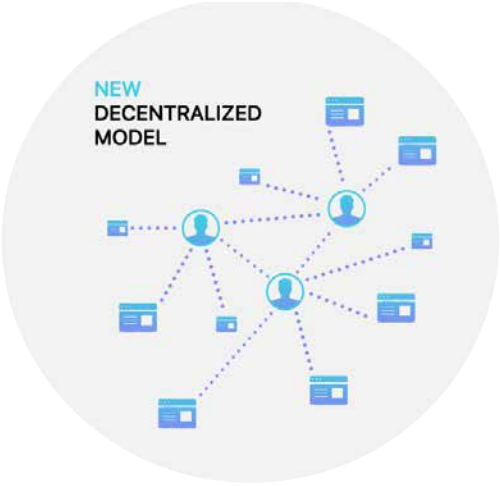
Right: actual photos of the PopShop Kiosk prototypes (1) and (2), respectively.

Actual photo of PopShop Kiosk

Blockchain Ecosystem

The Decentralized Data Economy





An engaging and personalized experience is vital to success in any sector of retail. Unfortunately, this usually comes at a great cost: retailers own large amounts of consumer data and generate revenue from it, leaving consumers with no recourse for sharing in the revenue or taking back ownership of their data. Furthermore, each walled silo that a consumer's data may exist in will have its own security–or lack thereof– exposing a consumer to variable and unknown risk for identity leaks. These issues of the current model for consumer-retailer data exchange are only amplified in severity in the context of the regulated retail sector. Clearly, there is a huge opportunity to present a solution that bridges the gap between providing a personalized experience while securing and rewarding the exchange of data between consumers and retailers. PopCom believes its envisaged blockchain ecosystem will be that solution.

The Decentralized Data Economy

PopCom will make use of smart contracts to enable retailers to create and reward direct "data relationships" with consumers. These smart contracts will put the ownership of a consumer's data back into the hands of the consumer themselves, allowing each consumer to push and pull data to individual retailers privately and securely, without the retailers' involvement. When a data exchange contract is established, retailers can set a "price" or reward for the approval of the contract in XPOP tokens. Retailers can ask for any level of data fidelity from a consumer from email to purchase data, in real-time, and give a higher reward for higher data fidelity. Once each party agrees to the data-exchange contract terms, the transaction is signed, the data is transferred, and the XPOP tokens are sent to the consumer's address. The consumer can be assured that only the information they approved for sharing can be used. The retailer is free to advertise the existence of these data-exchange contracts to other retailers–but not the private data inside the contracts. The original approved retailer can thus serve as a proxy for other retailers to discover relevant consumers, allowing for a new data-exchange contract to be generated with permission from the consumer. In the instance that a new retailer establishes a new data-exchange contract, both the consumer and original retailer are compensated in XPOP tokens. This architecture not only improves security of data and directly benefits consumers, but it also allows for retailers to lawfully explore and establish valuable relationships with new consumer prospects. The result will ultimately be a marketplace for data exchanges, with XPOP as the currency.

An Example in the Cannabis Industry

A cannabis vaping company, CannaVape is advertising its 10,000 email data-exchange contracts with consumers in Colorado that purchased a vaporizer in the last 24 months. Acme CannaVape originally rewarded 2 XPOP for each email-exchange contract and is offering the contracts at market for 4 XPOP each. A CBD vape oil company, CannaOil, specializes in flavored vape juices and would like to use the emails to send a 20% discount coupon to each customer. CannaOil accepts the total price of 40,000 XPOP. New contracts are generated for each of the 10,000 existing contracts. This time, CannaOil is the payer and recipient of the data, paying 4 XPOP per contract; the consumers are the payee and owners of the data, receiving 2 XPOP per contract; and CannaVape is a third-party payee, receiving 2 XPOP per contract. Once these new contracts are generated, each consumer receives a notification (via email or push notification) with the contract details, including metadata explaining the purpose of the new email-exchange contract. If the contract is accepted and signed by the consumer's key, the XPOP in escrow is distributed.

Conclusion

PopCom believes building a network where secure and mutually-beneficial consumer-retailer relationships can be established will ultimately lead to better retail experiences and could have far reaching benefits in consumer research, especially in the cannabis and pharmaceutical industry.

Blockchain Ecosystem
Platform Summary

SELF-SOVEREIGN IDENTITY

Protected by secure biometrics, consumers can dictate where, when, and for what purpose their decentralized identity is used.

Use case: Eliminating the proliferation of high-risk private data silos often targeted by hackers

AUTOMATED COMPLIANCE

Service Oracles ensure regulated goods are sold within legal constraints with records stored securely on the blockchain.

Use case: Enforcing consumer purchase limits autonomously in pharma or cannabis machines

DE-IDENTIFIED DATA

PopCom's technology uses computer vision to collect anonymous consumer data, while still allowing consumers to benefit from sharing private shopping data.

Use case: Compensating consumers for securely sharing their data with retailers or researchers.

SUPPLY CHAIN PROVENANCE

Blockchain enables transparent and reliable track-and-trace functionality for all autonomously sold products, keeping retailers compliant and regulators happy.

Use case: Government mandated seed-to-sale tracking for cannabis vending machines

Blockchain Ecosystem
Minimum Viable Product

PopCom intends to develop a minimum viable product version of the RPI that will use GoChain to store data and Kairos for biometric confirmations. The purpose of the MVP will be to demonstrate the baseline functionality of the platform and launch into the cannabis industry. From there, the team will continue to develop the system architecture to close the gap between the blockchain, data, and service provider layers.

As mentioned, the planned RPI will be a collection of smart contracts. The MVP implementations of the RPI automate authorizations, accounting of authorizations, and accounting of regulated goods purchases. The interface includes PopCom's token XPOP, and two contract agreements: consumer **registration** and consumer purchase **authorization**.

The 'register' agreement enrolls a consumer with the smart contract implementing the RPI. This associates the consumer's wallet with data needed to verify his identity and confirm that he is authorized to consume an implementation-specific regulated product.

The 'authorize' agreement takes a registered wallet address along with verification data and a purchase request. If the consumer is paying in crypto, it ensures wallet has the funds and that the wallet-holder is authorized to make the purchase before authorizing the purchase. If the consumer is paying in fiat, it will simply send a payment hold request to PopCom's payment system to verify the validity of the payment method.

Implementation-Specific Details

A retailer's smart contract features details specific to the regulated good that they are selling. Most notably these smart contracts contain rules about how to verify that a given purchaser is authorized to purchase a given good. For example: a medical marijuana provider might associate a patient with a mapping from product codes representing flower strains to a limit on how much of that strain she may currently purchase based on her doctor's recommendation. This implementation would also track expiration dates on recommendations to enforce the use of current, non-expired recommendations to purchase cannabis. In the case of recreational marijuana, the authorization process is simpler. A state-issued identification card can prove that a purchaser meets the age requirement to buy, and a record of her transactions can prove that she has not met the daily purchase limit set by her government regulatory body.

Registration Contract

The smart contract keeps a registry of enrolled wallet addresses. A point-of-sale can look up transaction history for a given GO address and know that if no data is there, then the address given has yet to enroll with the smart contract. In this case a purchaser is required to register with the smart contract.

To start the registration process, the point-of-sale takes a purchaser's identification card and XPOP wallet address. It uses the ID to retrieve authorization information from a government database and the GO or ETH address to register her identity with Kairos.

In this stage the POS is collecting registration data and bundling it into a payload, or collection of relevant data sent to a computer program to do a specific task. The POS requests authorization data from the pertinent government database and adds it to the payload.

The POS then sends the purchaser's GO or ETH address and photo to Kairos' API to enroll her identity. The API sends back a response signed by Kairos' GO or ETH address verifying that this enrollment took place. The POS adds this signed response to the payload. With the purchaser's authorization data and Kairos enrollment data, the POS is ready to register her with the smart contract.

At this point the POS generates transaction data that the purchaser will use to register. It writes a message with the payload it's bundled and signs this message with its private key. A few seconds after the purchaser has submitted her identity info, the POS presents her with a QR code that she will use to send a 'register' transaction from her XPOP wallet to the smart contract. She scans this QR code with her smartphone wallet app to pull up the transaction on her phone. After reviewing the network fee associated with this transaction, she authorizes it and sends it to be mined on the GoChain blockchain.

(Continued on next page)

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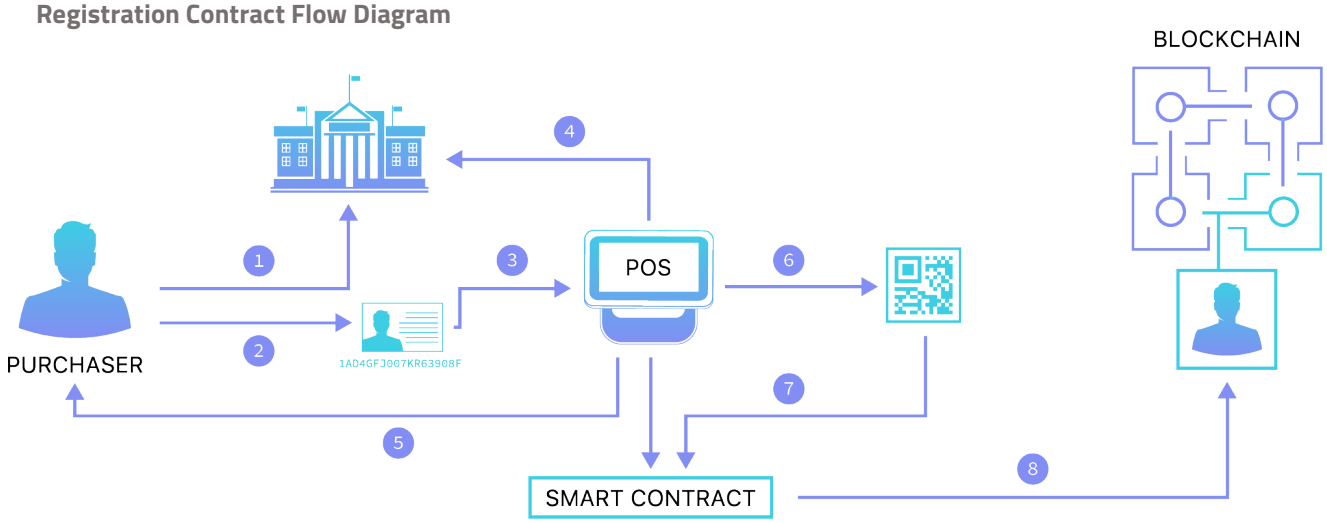
When the smart contract receives this transaction it takes the payload input and validates the signatures from Kairos and the POS. If these signatures clear, then the smart contract will create a mapping from the purchaser's GO address to a data structure containing her authorization and identity verification data. Lastly, the smart contract returns a message to the POS indicating whether the registration was successful or an error occurred. When the system is used as prescribed, this message will generally be successful, but if a network or validation error occurs the POS system can handle the error accordingly.

1. Purchaser registers with government regulatory body to receive identification card
2. Purchaser submits government-issued identification card and GO address at POS
3. POS checks smart contract for GO address history, sees none
4. POS requests authorization data associated with ID from government database
5. POS photographs purchaser's face, registers photo and GO or ETH address with Kairos
6. POS signs 'register' data payload, presents purchaser with transaction QR code
7. Purchaser uses her wallet to call the 'register' function on provider contract
8. Transaction gets mined and published to blockchain, registering the purchaser

Registration Contract Flow Diagram



Authorization Contract

The authorization process follows a similar workflow and involves the same parties. Once a purchaser is registered with the smart contract, she can make a purchase at a POS by sending a payload containing authorization and identity data in an 'authorize' transaction to the smart contract.

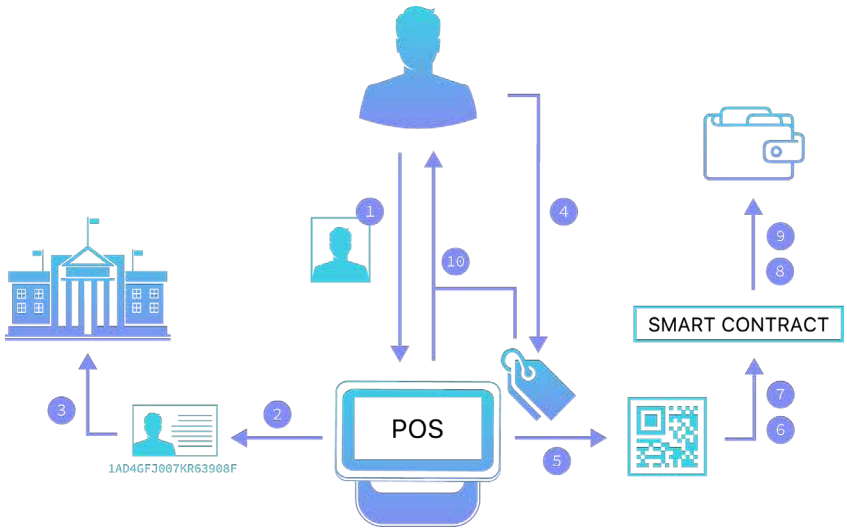
To begin, the purchaser allows the POS to capture a photo of her face. The POS sends a request to Kairos to find a matching facial template in its gallery of enrolled PopCom users. When Kairos returns a match, the POS knows that the purchaser is enrolled. The POS sends a request to a government database to ensure that the purchaser has not been blacklisted. Next the purchaser selects a product and quantity. The POS sends an 'authorize' transaction to the smart contract with a signed payload including her selections and the responses from Kairos and the government database.

When the transaction is mined the smart contract receives this authorization request and begins by validating the signed payload and Kairos verification. This agreement likely features the most implementation-specific details based on the regulatory requirements for the specified product and organizational needs of the implementer.

Generally, this agreement makes a few key comparisons. It checks the purchaser's authorization data for allowance to purchase to the specified good. It compares the quantity specified and the purchaser's transaction history against any regulatory limits on quantity she may purchase in a given time period. Lastly it ensures that the purchasers funds are cleared for the purchase amount.

After making these comparisons, the contract returns a response validating or invalidating the purchase. If the contract returns a success message, the point of sale indicates that the purchase is authorized and the retail unit provides the requested goods in the quantity allotted.

Authorization Contract Flow Diagram



1. Purchaser provides a photo of her face to vending POS
2. POS looks up her identity with Kairos
3. POS checks a government database to ensure ID is not blacklisted
4. Purchaser selects a product
5. POS signs 'authorize' data payload, presents purchaser with transaction QR code
6. Purchaser scans QR code with her wallet to call the 'authorize' function on provider contract
7. Contract checks if purchase is authorized based on authorization data. If purchase is not authorized, contract returns unauthorized purchase error
8. Contract checks if purchaser's wallet has enough funds to pay for goods. If funds too low, contract returns insufficient funds error.
9. If authorized and funds available, contract transfers funds to provider wallet and returns success message
10. POS relays message error/success message. If success, capture payment and vend goods.

RPI Interface Code (Minimum Viable Product)

```
pragma solidity ^0.4.18;

interface RegulatedProductsInterface {
event Register(address user, bytes identityProviderId, uint registrationTimestamp, uint registrationPeriod);
event Authorized(bytes accessPointId, address user, bytes regulatedProductData, bool success);

 address private identityProvider; //Address used by POS to register users

struct Registration {
   bytes identityProviderId;   // User's ID in regulatory system
   uint registrationTimestamp; // Block time of registration
   uint registrationPeriod;    // Number of seconds registration is valid
   bytes regulatedProductUserAccess; // implementation specific structure
}

struct Authorization {
   bytes accessPointId;
   bytes regulatedProductData;
   uint timestamp;
}

mapping(address => Registration) public registrations; //User address -> Registration object
mapping(bytes32 => Authorization) public authorizations; //Hash of user address + authorization number -> Authorization object
mapping(address => uint) public authorizationCounts; //User address -> number of authorization attempts

function register(
   address user,
   bytes identityProviderId,
   uint registrationPeriod,
   bytes regulatedProductUserAccess
) public  returns (bool success);

function authorize(
   bytes accessPointId,
   bytes regulatedProductData
  ) public  returns (bool success);
}
```

Token Sale

4 TOKEN SALE

Token Sale
Security & Utility Tokens

PopCom is inviting forward thinking investors to join them in bringing transformative technology to retail via their Security Token Offering (STO)–an SEC-compliant public Regulation Crowdfunding round that allows to anyone invest in the future of retail.

The company plans to reward investors that participate in the security token offering by airdropped utility tokens as a perk. Utility tokens, while not currently being sold in a public token offering, will offer investors a quicker path to liquidity in the event of XPOP being listed on exchanges– a high priority for PopCom's ICO team.

* Please see Legal Disclaimer section on page 30.

PopCom Security Token (PCOM)

ERC20 Security Token ▪ Offered on StartEngine, an approved RegCF crowdfunding portal ▪ Distributed through StartEngine Secure

Click here to **INVEST NOW** | start engine

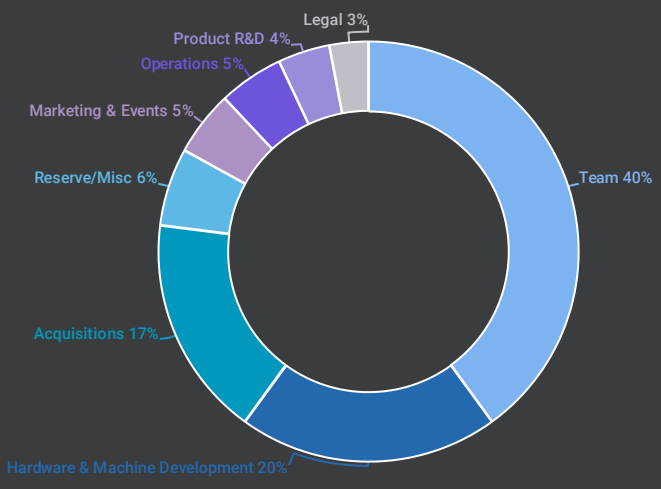
Point-of-Purchase Utility Token (XPOP)

Planned Utility Token built on GoChain ▪ Airdropped to all security token investors** ▪ Will power Regulated Retail transactions

500M	40%	TBA	TBA
Total Supply	Token Sale Allocation	Token Sale Begins	Token Sale Ends

** See StartEngine listing for more details. Please see Legal Disclaimer section on page 30.

Use-of-Funds (STO)



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& Advisors

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ANTHONY REDIC
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CHELSA SAVAGE
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RYAN ORBACH
ICO Advisor

ALEXA MCCULLOCH
Advisor

NATASIA MALAIHOLLO
Advisor

DERRICK CLAY
Lobbyist/Advisor

Conclusion
Why invest in PopCom?

PopCom is not a brand new company comprised solely of ambitious blockchain academics; it is comprised of innovators and leaders that have a history of bringing disruptive technology to market. PopCom is at a very advantageous position in terms of bringing its ecosystem and token to widespread public use: the company already has existing, high-quality products in the market that are built in a way that facilitates an easy transition to a blockchain network; the company has existing commercial relationships with Fortune 500 companies– including pharmaceuticals–and cannabis dispensaries that have expressed interest in PopCom's regulated retail solution; and the technology that PopCom plans to build will be white-labeled for use in over 18 million vending machines and kiosks.

The Popcom team believes in a future where decentralization is not just a concept at the fringes of technology, but is the norm. Instead of fighting a decentralized business model, the company's technology will bring the power of decentralization and self-sovereign identity to regulated retail: a market in desperate need of innovation and disruption.

With powerful institutional backing, a very strong press presence, and a team of die-hard entrepreneurs, PopCom stands to bring blockchain technology to the forefront of automated retail and consequently the public's everyday lives. The company invites forward-thinking investors to join them in bringing their transformative technology to the world.

PopCom is highly visible and respected in the automated retail space.

Forbes · Kiosk Marketplace .com · PYMNTS.com · VentureBeat · KIOSK&RETAIL REPORT · innov8tiv · BLACK ENTERPRISE · The Asian Entrepreneur · CNBC · SMART BUSINESS Insight. Advice. Strategy. · COLUMBUSCEO · Inc.

And supported by institutional investors.

techstars · canopy · jumpstart · LOUD CAPITAL · nc+ VENTURES · rev1ventures · BACKSTAGE CAPITAL

Works
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Legal
Disclosures

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Due to the fact that cryptocurrency markets are unregulated and decentralized, the provision of our services is not governed by any specific regulatory framework or investor protection rules. Investment in cryptocurrencies carries high degree of risk and volatility and is not suitable for every investor; therefore, you should not risk the capital you cannot afford to lose. Please consult an independent professional financial or legal advisor to ensure the product meets your objectives before you decide to invest. Under no circumstances shall PopCom have any liability to any person or entity for (a) any loss or damage in whole or part caused by, resulting from, or relating to any transactions related to the asset tokens or (b) any direct, indirect, special, consequential or incidental damages whatsoever. Please consider our Risk Disclosure and our Terms of Use before using our products. Social media posts about the PopCom platform are generated by members of PopCom community and do not contain advice, recommendations or solicitation on behalf of PopCom. You are not permitted to use, alter or reproduce or distribute any of PopCom images and/or content, including but not limited to text, graphics, video, audio, software code, interface design or logos without our prior written consent.

Point-of-Purchase Tokens ("XPOP", the "Utility Tokens")
The Utility Token(s) are currently intended to be listed exchanges, but this may change, pending approval to list on such exchanges, changes to the regulatory landscape, or any other reason. Security Tokens may be eligible for trading on SEC approved alternate trading platforms as they become available. There is no guarantee that such a trading platform will be available at that time. The right to Utility Tokens is contingent upon the successful development of such Utility Tokens and to the extent applicable, the blockchain upon which they function. There is no guarantee that successful development will ever occur.

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