

TO: END BUYER
VIA: MR. AVISHAI SHIMSHON - TBI LTD.

SOFT CORPORATE OFFER

WE THE SELLER, HEREBY CONFIRMING WITH FULL CORPORATE RESPONSIBILITY AND UNDER THE PENALTY OF PERJURY, THAT WE ARE READY, WILLING AND ABLE TO SALE /DELIVER THE OFFERED "AU" BULLION/ BARS/DORE COMMODITY WITH OFFERED DISCOUNT AS DESCRIBED HEREIN ACCORDING TO THE TERMS AND CONDITIONS STATED BELOW:

PRODUCT NAME AND DESCRIPTIONS:

COMMODITY: AURUM UTALIUM (AU).
COMMODITY: GOLD BULLION
FORM: 12.5-KILO BARS OF GLD STANDARD
FINENESS: 99.5/1000 OR BETTER
HALLMARK: INTERNATIONAL ACCEPTED HALLMARKS OF LESS THAN 5 YEARS OLD
ORIGIN: AUSTRALIA/LIBERIA
LOCATION: AUSTRALIA/LIBERIA/LONDON/POLAND/NETHERLANDS
DELIVERY: CIF/ASWP TO BUYER'S DESIGNATION PORT.
FIRST TRANCHE: 3000 KG WITH POSSIBLE ROLLS AND EXTENSIONS.
CONTRACT SIZE: 3,000 KILO

PRICE: THE AGREED PURCHASE PRICE IS THE QUOTED PRICE IN USD OR EUR AS SET FORTH IN THE LATEST SECOND LBMA PRICE FIXING. IN THE EVENT THAT THE LBMA IS NOT OPERATING ON THAT SCHEDULED DAY, THE PRICE CALCULATION USED SHALL BE BASED ON THE SECOND LBMA FIXING OF THE NEXT CHANGE TO LAST MARKET OPENING DAY AND PER TRANCHE.

DISCOUNT: GROSS **6%** AND NET **4% OR (FIXED PRICE 40,000\$/KILO)**

COMMISSION: **2%** TOTAL TO BE DISTRIBUTED AS FOLLOWS: 1% TO SELLER SIDE CONSULTANTS AND INTERMEDIARIES (CLOSED) TO BE PAID BY SELLER; AND 1% TO BUYER SIDE THAT WILL BE SPLIT 0.5% TO AVISHAI GROUPS (CLOSE)AND 0.5% TO ALL BUYERS SIDE(OPEN)TO BE PAID BY BUYER.

PAYMENT: ALL PAYMENTS SHALL BE BY CLEAR, CLEAN MONEY OF NON-CRIMINAL ORIGIN AND BY SWIFT/WIRE TRANSFER WITHIN TWO (2) BANKING DAYS OR BY ACCEPTABLE FINANCIAL INSTRUMENT TO BE

PROCEDURE NO 1 BANK TO BANK NOT NEGOTIABLE

1. SELLER ISSUES COMMERCIAL INVOICE/SPA.
2. BUYER COUNTERSIGNS AND RETURN AND SHOW PROOF OF FUND/STATEMENT OF ACCOUNT.
3. WITHIN 1 BANKING DAY, BUYER AND SELLER SHALL LODGE THE EXECUTED SPA AND NCNDA/IMFPA WITH THEIR RESPECTIVE BANKS.
4. SELLER BANK SENDS VIA SWIFT MT600 SKR TO BUYER BANK

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5. BUYER BANK MAKES THE PAYMENT OF THE GOLD TO THE SELLER NOMINATED BANK ACCOUNT
6. SELLER BANK WITHIN ONE BANKING DAYS OF CONFIRMATION OF THE PAYMENT SHIP THE GOLD TO BUYER DESTINATION PORT/BANK VIA BANK BONDED COURIER.
7. BUYER CONFIRMS THE GOLD AND CONDUCTS THE ASSAY AND SENDS THE ASSAY CONFIRMATION TO THE SELLER BANK VIA BANK COURIER.

PROCEDURE NO 2 ESCROW NOT NEGOTIABLE

1. BUYER ACCEPT SELLER ESCROW COMPANY AND SIGN ESCROW AGREEMENT.
2. BUYER AND SELLER SIGN A SALES AND PURCHASE AGREEMENT (SPA).
3. SELLER PROVIDES PROOF OF PRODUCT (POP) TO THE BUYER IN THE FORM OF A PRO-FORMA INVOICE AND A VERIFIABLE (SKR) SAFE KEEPING RECEIPT BANK TO BANK VIA SWIFT MT600.
4. BUYER DEPOSITS FUNDS INTO SELLER NOMINATED ESCROW ACCOUNT TO COVER SIZE OF FIRST SHIPMENT OF 3000KILOS.
5. SELLER SHALL, WITHIN SEVEN (7) DAYS OR SOONER FROM THE DATE OF RECEIVING CONFIRMATION BUYER'S ESCROW DEPOSIT, SEND TO THE BUYER ALL EXPORT DOCUMENTS. ALL EXPORT DOCUMENTS, TAXES, AIR FREIGHT AND INSURANCE COSTS ARE TO BE MET BY THE SELLER.
6. SELLER SHALL, WITHIN TEN (10) DAYS OR SOONER FROM THE DATE OF RECEIVING CONFIRMATION OF BUYER'S ESCROW DEPOSIT, DELIVERY THE FIRST SHIPMENT TO THE BUYER'S DESTINATION AIRPORT.
7. SELLER TRANSPORTS THE COMMODITY TO THE BUYER'S DESTINATION AIRPORT AND BUYER MAKES THE APPROPRIATE DECLARATION TO CUSTOMS, WHICH SHALL CONTROL AND CONFIRM IN SITU THE NATURE OF THE COMMODITY DELIVERED BY THE SELLER; THE COMMODITY MUST BE ACCOMPANIED BY ALL NECESSARY DOCUMENTS.
8. CLEARANCE OF THE COMMODITY BY THE IMPORT COUNTRY CUSTOMS AUTHORITIES IS AT THE BUYER'S COSTS.
9. TRANSFER OF THE COMMODITY AT THE BUYER'S EXPENSE TO THE REFINERY THROUGH BRINKS OR EQUIVALENT SECURITY AGENCY.
10. DELIVERY AND COMMUNICATION TO THE PARTIES OF THE FINAL ASSAY REPORT BY THE REFINERY WITHIN THE THREE (3) WORKING DAYS OF THE ARRIVAL OF THE COMMODITY AT BUYER'S DESTINATION AIRPORT.
11. ISSUANCE AND DELIVERY BY THE SELLER TO THE BUYER OF THE FINAL COMMERCIAL INVOICE FOR AN AMOUNT EQUAL TO THE PURCHASE PRICE BASED ON REFINERY'S ASSAY.
12. THE BUYER SHALL WITHIN TWENTY-FOUR (24) WORKING BANK'S HOURS FROM THE DATE OF ISSUANCE OF THE FINAL COMMERCIAL INVOICE BASED ON FINAL ASSAY REPORT BY THE REFINERY RELEASE THE PAYMENT FROM

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THE ESCROW ACCOUNT BY MT 103 OF THE INVOICE'S FACE VALUE TO THE SELLER'S BANK FOR EACH RESPECTIVE SHIPMENT OF THE COMMODITY.

13. ALL PAYMENTS WILL BE DONE IN USD.

14. BUYER CAN ACCEPT SHIPMENTS EVERY TWO WEEKS PER THE RAMP UP SCHEDULE.

15. BUYER DEPOSITS FUNDS IN ESCROW ACCOUNT TO COVER EACH SUBSEQUENT SHIPMENT PER THE ABOVE PROCEDURES.

PROCEDURE N O 3 FACE TO FACE NOT NEGOTIABLE

1- SELLER SENDS FULL CORPORATE OFFER (FCO) TO THE BUYER OR HIS REPRESENTATIVE.

2- BUYER WILL SIGN, SEAL AND SEND BACK THE SAME FCO TO THE SELLER.

3-BUYER MEETS THE SELLER REPRESENTATIVE IN LONDON/AUSTRALIA/LIBERIA FOR TOP TABLE MEETING (TTM) FOR SIGNING THE CONTRACT, INSPECTION OF GOODS AND REST OF PROCEDURES BASED ON SELLER LOCATION.

4-ON SATISFACTION OF THE TERMS BY BOTH SIDES, THE BUYER WILL VERIFY THE GOODS AND DO THE NECESSARY TESTING OF THE PRODUCT. AFTER SATISFACTION OF THE PRODUCT, THE BUYER WILL MAKE A PAYMENT OF FACILITATION CHARGES FOR THE EXPORT OF THE GOLD IN EXCHANGE OF A COLLATERAL EQUAL TO THE EXPORT COST VALUE.

5 THE AUTHORIZED AGENT/BANK COURIER SERVICE BY THE GOVERNMENT WILL MAKE ALL DOCUMENTATION OF THE CONSIGNMENT ON THE NAME OF THE BUYER, SELLER WILL KEEP ORIGINAL CERTIFICATE UNTIL FULL AMOUNT IS PAID AT THE BUYER'S REFINERY.

6 AFTER PAPERWORK HAS BEEN DONE. THE FULL AMOUNT WILL BE PAID TO THE SELLER AFTER FINAL ASSAY IN BUYER DESTINATION, INCLUDING THE RETURN OF THE COLLATERAL PROVIDED PREVIOUSLY.

7-THE BUYER OR BUYER'S REPRESENTATIVE AND SELLER OR SELLER'S REPRESENTATIVE WILL ACCOMPANY THE 3000 KGS SHIPMENT CARGO TO THE BUYER'S DESIGNATED REFINERY FOR FINAL ASSAY AS WELL AS THE FULL PAYMENT AND RETURN OF THE COLLATERAL WITHIN 48 HOURS.

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PROCEDURE NO:..... .

ACCEPTED BY BUYER

NAME:..... .

EMAIL..... .

PHONE..... .

SIGNATURE:..... .

AU GOLD BULLION ARE FROM NON-TERRORIST AND NON-CRIMINAL ORIGIN IS
FREELY AVAILABLE FOR SALE WITHOUT ANY LIENS AND ENCUMBRANCES FROM AN
ALLOCATED ACCOUNT

SELLER APPROVED: A.C.LTD

NAME: **DR.L.**

TITLE: MD/CEO

PASSPORT NO: XXXXXXXX

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