



ClearHolding Subscription Agreement

FOR AND ON BEHALF OF ClearHoldings

Offering of CLEAR Coin

A Digital World DAO – Regulation D (Rule 506(c)) Offering

December 2025



SUBSCRIPTION AGREEMENT

ClearHoldings – CLEAR Coin Offering

Confidential Private Placement Memorandum (December 2025)

This Subscription Agreement (the "Agreement") is entered into as of the date set forth on the signature page by and between ClearHoldings ("Issuer"), a Decentralized Autonomous Organization (DAO) registered as a foreign entity in Wyoming, and the subscribing individual or entity set forth on the signature page (the "Subscriber").

The Issuer is offering up to \$100,000,000 of CLEAR Coin (the "Coin"), a premium asset-backed digital instrument, under Regulation D (Rule 506(c)) of the U.S. Securities Act of 1933, as amended (the "Securities Act"). This offering is exclusively restricted to Accredited Investors, as defined by the U.S. Securities and Exchange Commission (SEC).

1. Subscription

(a) Offering of CLEAR Coin: Subject to the terms and conditions herein, the Subscriber agrees to purchase the corresponding number of CLEAR Coins at the offering price of \$11.56 per Coin (the "Offering Price"), for the investment amount set forth in the signature section below.

(b) Minimum Subscription: The minimum initial investment is \$1,000, unless waived or otherwise agreed upon by the Issuer.

(c) Acceptance of Subscription: The Subscriber acknowledges that this subscription is subject to acceptance by the Issuer, in its sole discretion, and may be rejected, reduced, or conditioned for any reason or for no reason. Acceptance may be evidenced by the Issuer's countersignature on this Agreement.

2. Representations and Warranties of the Subscriber

By executing this Agreement, the Subscriber represents and warrants to the Issuer as follows:

(a) Accredited Investor Status:

The Subscriber is an Accredited Investor under Rule 501(a) of Regulation D, and has completed the Investor Verification Form provided as part of this subscription process.

(b) Knowledge and Risks:

The Subscriber has carefully reviewed the Private Placement Memorandum (PPM) for CLEAR Coin, including the risks described in Appendix A, and understands the speculative nature of this investment.

(c) Investment Purpose:

The Subscriber is acquiring CLEAR Coin solely for investment purposes and not with the intent to resell, distribute, or otherwise transfer the Coin in violation of the Securities Act or applicable regulations.

(d) Independent Investigation:

The Subscriber has conducted independent due diligence or obtained advice from a licensed financial, tax, and legal professional regarding this investment's merits and risks.

(e) Compliance with Laws:

The Subscriber is legally permitted to invest in CLEAR Coin under applicable laws and regulations in the jurisdiction in which the Subscriber resides.

(f) No Oral Representations:

The Subscriber acknowledges that no statements or representations have been made to the Subscriber inconsistent with the contents of the PPM.

3. CLEAR Coin Terms and Restrictions

(a) Nature of CLEAR Coin:

CLEAR Coin constitutes a security under U.S. securities laws, representing equity-backed benefits and voting rights across various projects in the ClearHoldings ecosystem.

(b) Transfer Restrictions:

CLEAR Coin may not be resold, transferred, or otherwise disposed of unless:

- The transfer complies with applicable securities regulations, including, but not limited to, Regulation S and Rule 144 under the Securities Act.
- The Subscriber delivers documentation evidencing compliance, as required by the Issuer.

(c) Subscriber Responsibilities:

The Subscriber recognizes that they bear the financial and legal responsibilities of complying with such restrictions.

(d) Governance Rights:

CLEAR Coin holders are granted voting rights across the Issuer's portfolio of decentralized projects. The scope and methodology of such governance are detailed in the Issuer's DAO framework.

4. Acknowledgment of Risks

The Subscriber acknowledges the following key risks, including, but not limited to:

1. **Regulatory Environment:** Future changes in blockchain-related securities regulations could impact the CLEAR Coin's value or legality.
2. **Market Volatility:** Cryptocurrency assets, including CLEAR Coin, are highly volatile and subject to rapid fluctuations in value.
3. **Operational Risks:** The Issuer's success is contingent on the operational performance of projects within the ClearHoldings portfolio.
4. **Technology Risks:** Blockchain-based infrastructure presents risks of failure, cybersecurity breaches, and unforeseen technological errors.
5. **Illiquidity:** There is no guarantee of a secondary market for reselling CLEAR Coin, and the subscription may result in illiquid holdings for an indefinite period.

Subscribers should consult Appendix A of the PPM for a comprehensive list of risks associated with the investment.

5. Use of Proceeds

The funds raised in this offering will be allocated for the purposes outlined in the PPM, which include:

- Infrastructure development for decentralized projects.
- Expansion into new decentralized markets and technologies.
- Strengthening real-world asset ties, such as gold and silver reserves.
- Incentive programs to enhance ecosystem development and adoption.

The Issuer retains discretion in re-allocating these funds as necessary to advance ecosystem goals.

6. Confidentiality

The Subscriber agrees to maintain confidentiality of all information related to this subscription and acknowledges that it is intended solely for the Subscriber's personal use and consideration. Unauthorized disclosure, distribution, or sharing of confidential details could result in termination of the subscription and potential legal action.

7. Indemnification

The Subscriber agrees to indemnify and hold the Issuer harmless from and against any loss, damage, liability, or expense arising out of a breach by the Subscriber of any representation, warranty, or covenant herein.

8. Miscellaneous

(a) Governing Law and Severability:

This Agreement shall be governed by the laws of the State of Wyoming, without reference to conflict-of-law principles. If any provision is found invalid or unenforceable, the remaining provisions remain in full force and effect.

(b) Entire Agreement:

This Agreement, alongside the PPM and related documentation, constitutes the full understanding and agreement between the parties.

(c) Amendments:

This Agreement may only be amended in writing and signed by both parties.

(d) Electronic Signature:

This Agreement may be executed electronically and will be deemed legally binding upon such execution.

9. Subscription Execution

By signing below, the Subscriber affirms their understanding and agreement to:

- Purchase CLEAR Coin pursuant to the terms, conditions, and representations outlined in this Subscription Agreement and the accompanying PPM.
- Accept all associated risks and restrictions related to the investment.

SUBSCRIBER INFORMATION

| Name of Subscriber: _____ |
| Address: _____ |
| City, State, ZIP: _____ |
| Email Address: _____ |
| Phone Number: _____ |
| Investment Amount: \$ _____ |

SIGNATURES

For the Subscriber:

(Signature): _____

Date: _____

For ClearHoldings:

(Signature): _____

Name: _____

Title: _____

Date: _____

This Subscription Agreement is hereby executed and accepted by both parties. Clear your path forward with CLEAR Coin.

APPENDIX A: DETAILED RISKS FOR CLEAR COIN AND RELATED COMPANIES

As an investor in CLEAR Coin, understanding the associated risks is essential. The following outlines both general and specific risks tied to CLEAR Coin and the underlying projects within the ClearHoldings ecosystem.

I. CLEAR COIN RISKS

CLEAR Coin is a decentralized, equity-like digital asset directly tied to projects in the ClearHoldings ecosystem, as well as the broader blockchain and cryptocurrency markets. The following risks affect CLEAR Coin's valuation, security, and viability:

1. Regulatory Risk

- The legal framework for decentralized platforms, DAOs, and cryptocurrency assets remains uncertain in many jurisdictions. Regulatory changes could affect the legal status, utility, taxation, or tradability of CLEAR Coin.
- Changes in compliance regulations, such as new disclosure obligations or other burdensome standards, could introduce operational inefficiencies.
- ClearHoldings has taken steps to comply with regulations but acknowledges external factors may significantly impact the ecosystem.

2. Market Volatility Risk

- Digital assets are subject to high volatility. CLEAR Coin's value is influenced by investor sentiment, adoption rates, and the success of competing blockchain projects.
- Early-stage adoption risks or lack of liquidity might affect investor returns and market expansion.

3. Governance Participation Risks

- DAO-based governance relies on stakeholder participation for decision-making. Poor decisions or lack of quorum can result in suboptimal outcomes.
- Concentration of voting power may reduce the diversity and balance in decision-making, potentially skewing governance priorities.

4. Technological Risk

- CLEAR Coin relies on blockchain protocols, smart contracts, and decentralized infrastructure. Vulnerabilities such as bugs, hacking attempts, or network disruptions could compromise its security or operation.

II. PROJECT-SPECIFIC RISKS WITHIN THE ClearHoldings ECOSYSTEM

The ClearHoldings ecosystem comprises a portfolio of 11 projects split across Foundational (Fund I), Tokenized Finance and Real Estate (Fund II), and Sustainability and Energy (Fund III) initiatives. While CLEAR Coin derives stability from this diversification, each project carries its own risks:

1. ClearCommunity DAO (10% Ownership)

- Purpose: A decentralized infrastructure platform for social networking, blockchain-based e-commerce, and identity management.
- Key Risks:
 - Adoption Risk: Competes with centralized giants such as Facebook and traditional marketplaces like Amazon, requiring significant resources for market penetration.
 - Data Regulation Risk: Compliance with data privacy laws like GDPR and CCPA is critical. Non-compliance or user data breaches could harm reputation and adoption.
 - Competition and Trust: Rivals may emulate decentralized features, leveraging larger resources to capture the market before ClearCommunity gains critical traction.

2. ClearCenter (DATA Token, 10% Ownership)

- Purpose: Enables user-driven monetization of data and privacy.
- Key Risks:
 - Market Dominance of Centralized Tech: Firms like Google and Meta control data markets, and challenging their dominance requires significant innovation and user trust.
 - Data Handling Vulnerabilities: Any misuse, unauthorized access, or hack could fail to deliver promised user control over personal data.
 - Regulatory Oversight: Stricter regulations on data governance could impose higher compliance costs or introduce operational hurdles.

3. ClearHoldings (METAL Token, 10% Ownership)

- Purpose: Tokenized representation of physical gold and silver reserves.
- Key Risks:
 - Market Volatility: Precious metal prices can fluctuate based on macroeconomic factors such as inflation, geopolitical instability, and demand.
 - Storage and Custodial Dependency: Reliance on third-party vaults carries risks of theft, loss, or mismanagement.
 - Transparency and Trust: Maintaining accurate verifiable proof of reserves is critical to user confidence in METAL Token legitimacy.

4. ClearCellular (PHONE Token, 10% Ownership)

- Purpose: Provides blockchain-based, decentralized communication tools and hardware (e.g., Clear Phones).
- Key Risks:
 - Technology Maturity: Achieving enterprise-grade reliability in mesh networks and decentralized phone technology may face scalability challenges.
 - Market Competition: Competing with entrenched brands like Apple and Samsung makes raising awareness and trust difficult.
 - Hardware Manufacturing Risks: Supply chain disruptions, material shortages, and high production costs could slow adoption or delay availability.

5. ClearSoftware (APPS Token, 10% Ownership)

- Purpose: Decentralized productivity tools such as collaborative apps for remote work.
- Key Risks:
 - Market Entrenchment: Established solutions like Microsoft 365 and Google Workspace dominate the productivity market, making it challenging to attract users.
 - Limited Enterprise Adoption: Resistance from organizations comfortable with centralized tools could hinder ClearSoftware's growth prospects.
 - Integration Challenges: Decentralized tools must ensure compatibility with existing systems.

6. ClearEnergy and ClearFuels (10% Ownership Each)

- Purpose: Decentralized energy trading (ClearEnergy) and renewable fuels (ClearFuels).
- Key Risks:
 - Regulatory Barriers: Energy regulations vary by jurisdiction, posing challenges for decentralized energy trading models.
 - Market Adoption: Requires scalability and trust to compete in traditional energy frameworks dominated by multinational corporations.
 - Infrastructure Dependency: ClearEnergy and ClearFuels depend on decentralized grids, which may face implementation delays or opposition.

7. ClearHomes (HOME Token, 10% Ownership)

- Purpose: Blockchain-backed transparency for real estate transactions.
- Key Risks:
 - Complex Legal Frameworks: Real estate regulations differ globally, making it difficult to establish consistent usage models.
 - Adoption Challenges: Buyers and sellers unfamiliar with blockchain may be resistant to transitioning from traditional methods.

III. GENERAL RISKS ACROSS ALL PROJECTS

1. Blockchain Technology Risk

- Blockchain infrastructure is still prone to technical vulnerabilities such as bugs, cybersecurity threats, and scalability issues, which may impact all ecosystem projects.

2. Adoption and Growth Risk

- Every project depends on meaningful user adoption and collaboration with stakeholders. Slow adoption or an inability to attract users and developers would reduce the ecosystem's growth potential.

3. Market and Economic Trends

- Widespread economic factors such as inflation, cryptocurrency crashes, or decreased blockchain interest could negatively impact valuation, project longevity, and user behavior across ClearHoldings projects.

4. Poor Governance Decisions

- Decisions made within each project's DAO framework, or by the larger ClearHoldings DAO, may fail to achieve strategic goals or generate returns for stakeholders.

SUMMARY

While CLEAR Coin and the ClearHoldings portfolio present significant opportunities for value creation through diversification, market impact, and governance, investors must be aware of the outlined risks. Success depends on user adoption, project performance, and regulatory environments.

Investors are encouraged to conduct independent due diligence and seek professional advice to fully assess these risks before investing.