



NFT Fund investment prospectus

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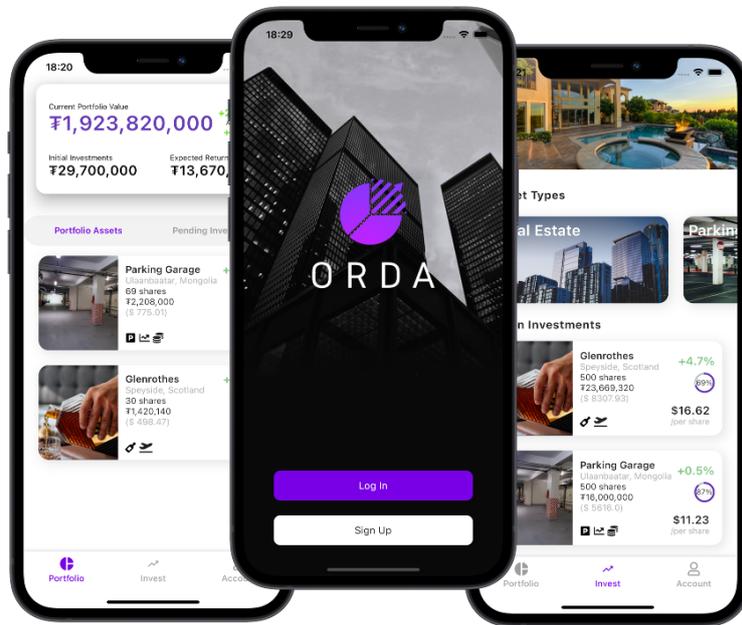
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Table of contents

About ORDA.....	3
Investment proposal.....	4
NFT Fund summary.....	5
Investment summary.....	6
NFT as an investment.....	9
What is NFT?.....	9
Art NFT industry.....	10
Video game NFT industry.....	11
Financial summary.....	12
Investment process.....	13
How to exit your investment?.....	14
Operational steps and our services.....	14
Legal environment and risk management.....	15
Legal and tax considerations.....	15
NFT Custody.....	16
Our team.....	17
FAQs.....	19
Investment disclaimer.....	20
Appendix - 1. Financial Projection.....	22

1 | About ORDA



ORDA is a wealth tech platform where retail investors can invest in alternative assets such as real estate, movable assets, fine arts, and collectibles by utilizing asset fractionalization. Our platform breaks the barriers between institutional and retail investors, between traditional and alternative investments, and those of legal and tax borders of unfamiliar jurisdictions.

Our mission is to make investment more inclusive and democratized as the opportunities to invest in high yield unique assets such as fine arts have been only limited to a very small percentage of the population and mostly reserved for institutional investors. We believe that with technology and innovative business models we can make previously inaccessible opportunities available to anyone to start building their wealth on their own terms.

ORDA was acknowledged as one of the best startups in the region by Startup Worldcup and was also selected as one of the top teams in the K-StartUp Grand Challenge 2021 program for their innovativeness and disruptive ideas on capital markets.

We have successfully offered 6 types of assets to our investors last year:

- A small-scale real estate asset;
- 2 Scottish single malt whiskey casks;
- 2 Artworks by Mongolian popular artists;
- Private loan bundle;
- Premium Single malt whiskey casks with limited edition bottling project collaborating with Khandgai;
- The award-winning “Brollach” whiskey.

With that in mind, we are offering you an opportunity to invest in a unique NFT Fund - a bundle consisting of the best performing NFTs on the global NFT marketplace today.

a. Investment proposal*

Initial amount to raise (Soft cap)	\$30,000.00
Number of shares	1,500.00
Unit share price	\$20.00

b. NFT Fund summary

Issuer company	“ORDA digital asset” LLC
NFT types	Art, Gaming, Metaverse, Collectibles
Redeem	Monthly redeem at net asset value
Contribution	Monthly contribution at net asset value
Market	Global NFT market
Investment horizon	1 year (can be extended)

**Please see the Appendix - 1 for detailed calculations.*

c. Investment summary

We are excited to introduce an investment in an NFT fund - a portfolio containing the best of the most nascent and booming digital investment assets in today's world - Non-Fungible Tokens or NFTs. The NFT market has exploded in terms of growth and attention in the past year, facilitating artists, designers, game developers, and investors to take the traditional art industry to the next level using blockchain technology. The biggest investors and analysts have been speculating in the NFT market, as it is also an extremely timely investment with the blockchain, crypto market and metaverse speculation starting to take off.

In this project, you have the opportunity to become one of the investors in the portfolio with a chance to get aboard the NFT market growth.

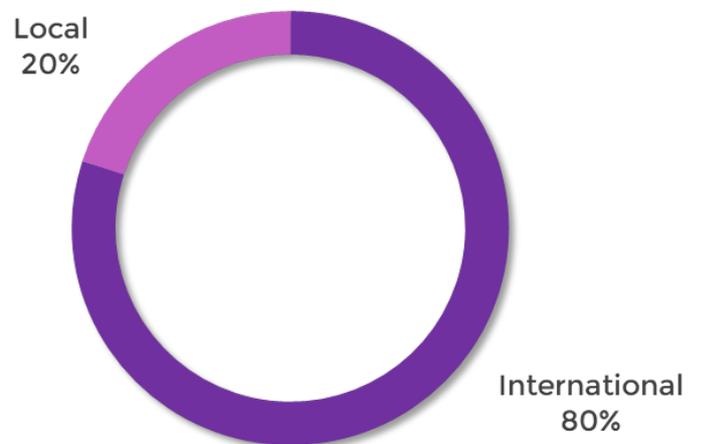
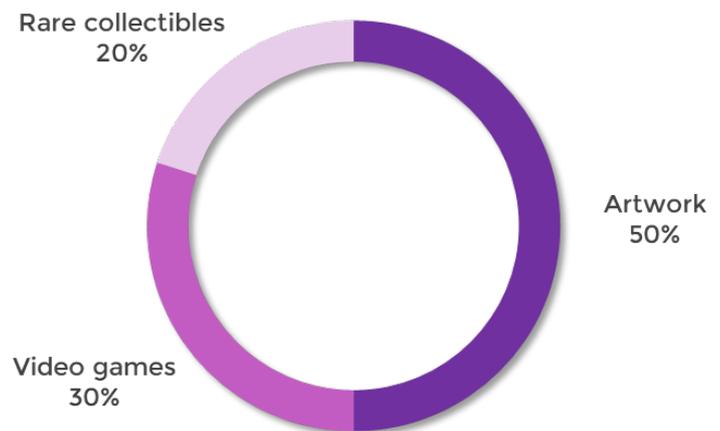
Brief info about the ORDA NFT Fund:

- There is no fixed capital size, meaning you can join in or contribute to the portfolio on a monthly basis.
- Our investment team will be managing the portfolio in a timely manner based on market and investor pool changes.
- The NFT bundle will consist of 5-15 (depending on the investors' pool size) best performing NFTs on the market.
- The fund will include the best performing NFTs in the art, collectibles, video game, and metaverse sectors.
- 20% of the pool will be invested in Mongolian NFTs to support local artists and market liquidity.

Investment allocations:

An approximate 50% of the fund pool will be allocated to art NFTs, as the art NFT market is bigger, has more history and has higher short-term growth potential. About 30% will be invested in video game and metaverse NFTs, as this class of NFTs has high utility, big demand, and has more future growth potential due to the metaverse take-off. The remaining 20%, the smallest portion will be allocated to rare collectibles as this market has more uncertainty despite high rarity.

Geographically, 20% of the pool will be invested in Mongolian NFTs, to support local artists and market liquidity.



Reasons to choose this investment

TIMELY

The NFT market generated over \$41 billion in trading volume in 2021, surging up by 41,000% compared to the almost \$100 million in 2020. The Covid-19 circumstances have shifted the investment world's perspective to a faster, more convenient and reliable means of investment, namely based on blockchain technology.

OPPORTUNITY FOR HIGH RETURN

Examples of art, collectible and gaming NFTs have shown average returns of around 30% over the span of 2-6 months, if managed optimally. The top NFTs like Bored Ape Yacht Club, CryptoSkulls, and Azuki have returned over 100% to even 20000%.

But it should be mentioned that NFTs are still high risk investment as it has tremendously high return possibility. There have been several cases of collectors losing their asset due to hacking, faulty platforms, and pricing errors other than NFTs depreciating in value. That's why it's important to use professional services when dealing with this kind of assets.



CONVENIENT DIVERSIFICATION

Many investors are highly interested in investing in this booming NFT market but don't know how to choose the right NFTs or simply don't have the time for constant market monitoring and portfolio self-management.

Independent investment in NFTs is also highly risky (in accordance with the high returns). Thus, with the help of our team of investment experts, you will have the opportunity to have a diversified exposure to the high-yield NFT market and earn returns from an investment portfolio consisting of top performing NFTs.

2 | NFT as an investment

What is NFT?

Non-Fungible Tokens, or NFTs, are unique digital assets that are bought and sold online using cryptocurrency. “Fungible” means they are exchangeable for other items of equal value, for instance a dollar bill can be exchanged for another dollar bill. Non-fungible means the tokens are unique and irreplaceable. In a nutshell, NFTs are one-of-a-kind tokens used to indicate ownership of a particular digital or real asset (digital artwork, music, virtual land or items, and other assets).

Market overview

The NFT market boom has been a phenomenon in the investment world as well as the technology industry. Some of the market key facts are:

- The first NFT emerged in 2014;
- Nearly \$41 billion worth of crypto was spent on the NFT marketplaces in 2021;
- The most valuable NFT is worth more than \$91.8 million;
- The top five countries with the biggest NFT adoption are in Asia;
- An NFT meme sold for \$4 million;
- 23% of millennials in the US collect NFTs;
- The number of NFT art sales surpassed 1.5 million in a single month in 2021. The world’s most expensive NFT meme sold for more than \$4 million;
- Elon Musk’s ex-girlfriend, Grimes, sold thousands of NFTs, netting more than \$7 million;
- Eminem sold his first NFT collection for \$1.78 million;
- Twitter founder, Jack Dorsey, sold his first tweet in NFT format for \$2.9 million;
- A LeBron James NFT sold for more than \$21.6 million.

Art NFT industry

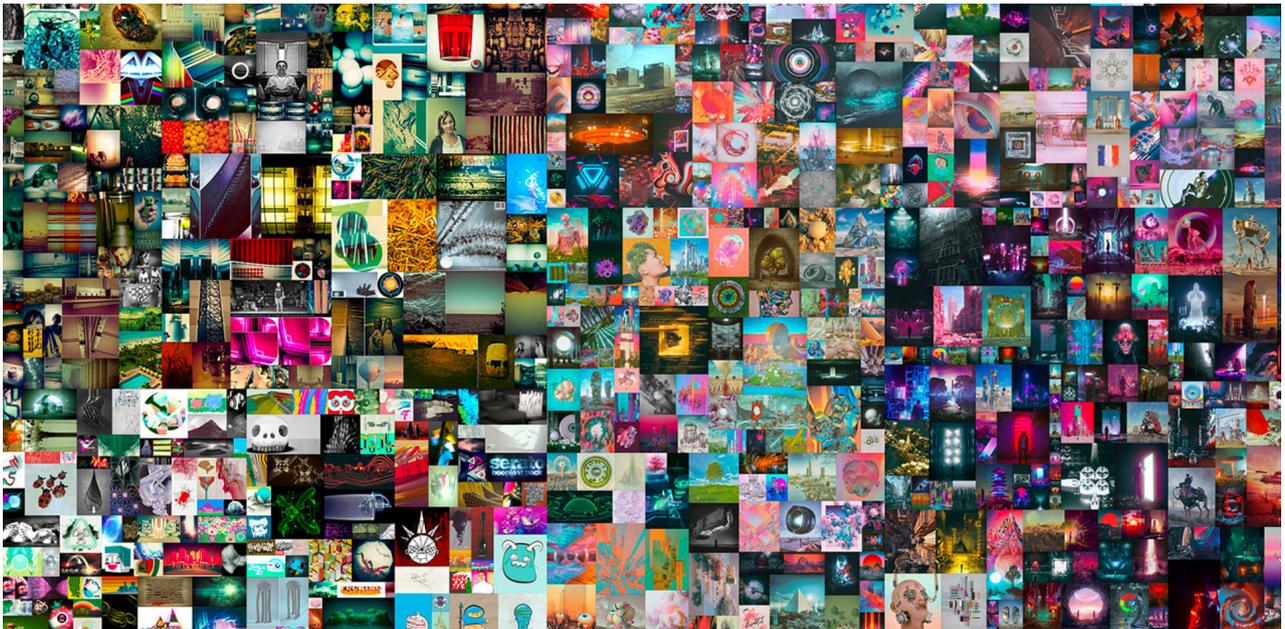
The market size for digital collectibles known as NFTs is catching up to that of the traditional art market. Having surged up from April 2021, art NFT sales reached its highest in September of the same year, a total of \$774 million in a single month. Since then, NFTs in the art sector are generating average monthly sales of about 150 million US dollars.



NFTs are now inching closer and closer in value to the traditional art market, where people buy and sell physical artworks. The latest estimate from a 2021 report showed sales of conventional art and antiques reached \$50 billion in 2020.

In 2022, the NFT market appears to be staying strong. According to the latest data from NonFungible.com, in the past month alone, sales of NFTs hit half a billion dollars. The iconic Bored Ape Yacht Club and CryptoPunks NFT collections led the sales, followed by Doodles, the Sandbox, and Art Blocks.

“Everydays: The First 5000 Days” by Digital artist Beeple (aka Mike Winkelmann), sold for a whopping 69.3 million US dollars through an auction at Christies.



Video game NFT industry

One factor driving the skyrocketing trading volume is the growing popularity of NFT games. In-game items generated \$2.3 billion of trading volume in the third quarter of 2021, representing 22% of the total.

In the gaming industry, the starting point for NFT technology was the CryptoKitties game, based on collecting virtual cats. The user takes two NFT cats and produces from them NFT offspring that are created with different levels of rarity, that could then be sold or saved. After the CryptoKitties hype, other game development companies rushed to master this niche, with the launch of new games such as Axie Infinity (the Ethereum-based game with a weekly income of around \$1.8 million) and F1 Delta Time (with more than \$1 million in income per week).

Financial summary*

The table below shows our expectations on yield, expenses and income. We expect this NFT Fund to show a monthly 10% return on average. The related expenses include gas fee, management fee and other fees. To mitigate cryptocurrency rate risk, a certain amount of liquidity reserve will be kept in cash/cryptocurrency. It will be spent on asset transaction costs and used to hedge against unfavorable foreign/cryptocurrency rate movements and will not be invested. After the investment period is over and when the fund is liquidated, any remaining balance of the reserve will be distributed to investors.

Fund pool	\$25,500.00
Liquidity reserve (monthly balance)	\$4,500.00
Total amount to raise	\$30,000.00
Expenses:	\$11,060.54
Transaction cost	\$8,746.13
Management fee (3%)	\$2,314.41
CAGR	94.98%
Monthly compounded return	5.72%

- Note:
- Every month, 80% of the new contribution will be added to the pool, and remaining 20% will be added to liquidity reserve (subject to change based on fund size and performance)
- Net asset value will be calculated at the end of each month and new contributions will be made at the net asset value in the next month,
- The liquidity reserve can be used for if the fund fees, costs and currency loss exceeds the maximum amount specified in the financial projection.

**Please see the Appendix - 1 for detailed calculations.*

3 | Investment process

ORDA steps:

-Doing research;
-Preparing the documents;
-Social marketing;
-Online introduction

Receive the investors order from,

Prepare investment documents

Send the invoice

Send the payment and order confirmation along with the investment agreement,

Inform the investors that the investment is confirmed

Investor steps:

-Read the investment prospectus and presentation,
-Watch the pitch video
-Collect the detailed information

Decide the amount of investment,

Make an order and fill out the order form,

Choose the payment method:
-Fiat currency;
-Cryptocurrency.

Fiat
Transfer the amount to LLC's bank account (USD/MNT)

Crypto
Transfer the cryptocurrency to LLC's crypto wallet (Stablecoin)

Carefully review the contract and sign

How to exit your investment

1. You can sell your shares back to the fund during the first week of every month at the last month end NAV. We will redeem the shares using the liquidity reserve.
2. We will liquidate the portfolio after 1 year of investment period and allocate the proceeds to the investors, unless it is extended by majority vote. Even then you can exit your position if you choose to.

Operational steps and our services

1. Setting up the Fund investment policy;
2. Determining investment horizon - minimum of 1 year;
3. Cost and Investment analysis;
4. Executing investments by preparing prospectus and other investment documents and making private investment offering;
5. Confirmation of purchases;
6. Managing the portfolio;
7. Delivering periodic reports and related news and updates.

4 | Legal environment and risk management

Legal and tax considerations

According to the current laws and regulations and lack of specific applicable regulations related to the offered product (the NFT) under the laws of Mongolia, we are offering the opportunity to invest in NFTs under the ownership and custody of ORDA digital assets LLC where investor contributions will be considered as an investment to purchase NFTs in accordance with the investment agreement to be concluded between the investor and ORDA digital assets LLC.

Tax

Related purchase and investment returns will be subject to respective taxation under the respective country where certain NFTs may be considered taxable and/or the NFT issuer may be considered a tax resident as well as Mongolian jurisdictions. Relevant detailed calculations may be seen at the respective part of this prospectus and certain changes may be made from time to time to comply with the laws and regulations.

Please note that, depending on the applicable respective legal treatment under certain jurisdictions regarding the specific financial instruments such as NFTs, related dividends in investment may be allocated in different forms other than specified herein for foreign citizens outside of Mongolia, including but not limited to US citizens. If you are a citizen or resident of the United States or a jurisdiction where this offering may be subject to be governed and therefore be treated as such by applicable securities laws and regulations, you may be required to provide official documentation of respective accredited investor, or its equivalent in the relevant jurisdiction, status.

Legal disclaimer

This prospectus is not a legally binding document and its content is for the purpose of information to potential investors regarding investment opportunity only. Investors shall only proceed and make decisions on their behalf at their discretion.

Please note that NFTs are not a digital currency, security, commodity, or any other kind of financial instrument and the market itself is highly volatile.

ORDA and its related parties will in no way be held liable for the damages or loss caused by any person's decision based on the information provided herein.

Investments can go down as well as up. Even in a rising market, there will always be certain short or long term volatility which means that there is no guarantee that the investors will get back all the money invested. No guarantee of investment performance or income generation is given by ORDA through this prospectus and past performance is no guarantee of future performance.

Certain statements, estimates and financial information contained in this prospectus are for informational purposes only, and may constitute forward-looking statements or information. Such forward-looking statements or information involve known and unknown risks and uncertainties which may cause actual events or results to differ materially from the estimates or the results implied or expressed in such forward-looking statements or information.

NFT Custody

We are planning on using an institutional-grade MPC-based wallet to custody the NFTs and cryptocurrency liquidity reserve. MPC technology offers high security by ensuring the private keys to a digital asset are never stored on any one computer, removing one of the most vulnerable attack vectors to hackers.

5 | Our team

Co Founders



Gerelmaa Batchuluun
CEO & Co-founder
Policy, Technology, Business
UVSQ, France M.S in Innovation
KAIST B.S in Math

- 2021 **ADB and Bank of Mongolia** Advisor
Restructuring Banking System, Digital Banking
- 2015- 2021 **Steppe Group** CEO
Human-centered finance and technology company
- 2019-2021 **AmCham Mongolia** BoD
Chairwoman at the ICT and Digital Economy Policy
- 2013-2014 **OECD** Policy Analyst
Worked on major reform on Corporate Governance and Investment environment
- 2013-2014 **UVSQ** M.S in Innovation
Worked on multi startups for sustainable innovation in energy
- 2008-2013 **KAIST** B.S
Dual degree in Mathematical Science and Management Science



Peter Choe
CTO & Co-Founder
Fintech, CS, Startups
UPenn CS Masters, NYU B.A.
KAIST CS Ph.D. ABD

- 2016-2018 **UPMC** Sr. Software Engineer
Worked on a high-traffic healthcare web application
- 2015-2016 **Seeds** CTO
Applied to and attended **Barclays Techstars NYC startup accelerator atDusk** CEO/Co-founder
Enhanced in-person social networking with sensors based on my research
- 2010-2012 **KAIST** PhD ABD
Published in major HCI conferences (UbiComp, CHI, Mobile HCI and ACM Multimedia)

Team



Kherlenchimeg A.
CFO
Finance, Policy
Univ. of Gloucestershire, UK
M.B.A.



Buyandelger N.
Fund manager
Finance, Investment
Asia University, Taiwan
Financial Management, B.A



Zoljargal A.
Fund manager
Finance, Investment
Handong Global Univ., South Korea
Business administration, B.A



Gantumur R.
Financial associate
Kangwon University, Korea
Economics, M.A



Purevdulam P.
Financial analyst
UFE, Mongolia
Financial Management, B.A



Urin N.
Financial Analyst
UFE, Mongolia
Financial Management, B.A

Our team



Solongo B.
COO
Univ. of Louisiana, USA
Business administration, B.A



Sodgerel M.
Software Engineer
NYU
BSc in Computer Science



Huslen B.
Legal counselor
Renmin University
Master of Laws



Nathnael Tsegaye
Software Engineer
NYU
BSc in Electrical Engineering



Boldtogoo
Intern
National Univ. of Mongolia
Business administration, B.A



Vipul Bansal
Software Engineer
Punjab Technical Univ., India
Information technology, MS



Bayarmaa
Intern
Ulsan National Inst. of Science
and Technology, SK
Industrial Engineering and
Business Administration, B.A



Ugudei B.
Software Engineer
University of Chicago,
BA in Economics

International Advisory Board



Len Ball
Digital Change Management,
Canadian Banking, Startups
Wilfrid Laurier University, BA, MA



Sung Won Park
NY Lawyer
Finance JP Morgan Chase Credit Suisse
NYU Stern,
Finance and information system



Charles Latchoumane
Neuroscientist
KAIST, M.A, Ph.D



Hyukjae Jang
Software Engineer at Line Plus Co
KAIST, Ph.D in Computer Science



Benny Lau
Investment, Deutsche bank
APAC Head of Secured Funding and
Complex Prime



Joshua Foo
Regional Director, Chainalysis
GovTech Singapore

6

FAQs

- **What is an NFT?**

NFT stands for non-fungible token, which is a digital asset that is verifiable on blockchain technology. Assets include artwork, music, or in-game assets such as unique avatars. Because they are unique, NFTs are becoming sought after as collectibles.

- **What makes NFTs valuable?**

The value of an NFT comes from the property it represents, which is generally something that exists in the digital world like an original piece of art or digital memorabilia. The NFT itself doesn't necessarily contain the digital property, but points to its location on the internet. Like a concert ticket or a deed to a physical property, an NFT reflects the unique value of the thing it represents.

- **What is the payment method /How do I pay/?**

We are offering two different types of payment methods depending on the investor's preference.

We will accept cryptocurrency for the investment payment. Payment shall be made in stable coins such as USDC or USDT to "ORDA Digital asset" LLC's crypto wallet at the rate of the transferring date.

If the investor wishes to make a payment via fiat currency (cash), it can be transferred to the company's bank account in Mongolia. In this case the foreign exchange rate should be the fixed rate that ORDA has set.

7 | Investment disclaimer

“ORDA Wealth tech” LLC (together with its affiliated entities, collectively “ORDA”) operates a mobile application called ORDA (the “App”, or the “Platform” hereinafter).

We offer investment in alternative and other assets either with a fractionalized or full ownership structure (the “offering” hereinafter) through the ORDA Platform. The offering is made on both primary and secondary listing. This disclaimer describes risks and cautions that investors should be aware of before becoming our client and investing through our platform.

Past performance is no guarantee of future results and an investor can lose money. Diversification and asset allocation do not ensure a profit or guarantee against loss. Investment decisions should be based on an individual’s own goals, time horizon, and tolerance for risk.

There can be no assurance that an investment mix or any actual performance shown on the Platform or any other investment material and prospectus provided to investors by ORDA will lead to the expected results shown or perform in any predictable manner. It should not be assumed that investors will experience returns in the future, if any, comparable to those shown or that any or all investors on the Platform experienced such returns.

There can be no guarantee that any offering available on the Platform will achieve its business objectives or that an asset will appreciate in value or be able to be sold.

Investors should conduct their own due diligence, not solely rely on the financial assumptions or estimates displayed on the Platform, and are encouraged to consult with a financial advisor, attorney, accountant, and any other professional that can help you to understand and assess the risks associated with any investment opportunity.

Historical price trends and data is used for comparative modeling purposes only. Fees, expenses and other factors will create significant differences between the performance of an investment and the gross returns reflected in the historical price data reflected on the Platform.

Investors are cautioned that no selection of similar assets is directly comparable to the performance of any other specific investment since each asset is unique and has its own performance and volatility.

THE FUTURE IS NEVER THE SAME AS THE PAST. PAST APPRECIATION RATES ARE NOT FULLY INDICATIVE OF FUTURE APPRECIATION RATES AND ANY EXPECTED RETURNS. ALL INVESTMENTS INVOLVE RISK AND MAY RESULT IN PARTIAL OR TOTAL CAPITAL LOSS.

Risks in investment

Investing through the Platform involves a high degree of risk. Before investing in any of the assets, you should carefully review the prospectus, including related expenses, tax, business, and financial aspects. You should also consult with your own accountant, analyst, lawyers, and other advisors before making any investment decision. Risks in any investment asset include but not limited to:

- The ability to sell your shares is uncertain. There is no active public market for shares sold on the Platform. Although ORDA is trying to develop a liquid market for trading, there is no certainty that it will be successful. Therefore, you should consider the resale market to be heavily illiquid and limited, also there may be added expenses related to selling your shares.
- Assets may be sold at a loss. Assets may decline in value and investors may lose all or a significant portion of their capital invested. Even if the asset appreciates in value, the rate of appreciation may be insufficient to cover costs and expenses.
- Illiquidity. Alternative investments are inherently low in liquidity and we cannot guarantee that there will be a buyer at any reasonable price or within any given time frame.
- Investing in alternative assets is subject to numerous risks. These risks include, without limitation (i) claims with respect to authenticity or provenance, (ii) physical damage due to improper storage, poor workmanship, accidents, theft, natural disasters, fire, etc., (iii) legal challenges to ownership, (iv) market risks, (v) economic risks and (vi) fraud. We make the best effort in good faith to make sure all offerings on the Platform are fully insured. But there can be no guarantee that all risks are covered in the insurance.
- Trends. Temporary consumer popularity or trends among collectors and investors may lead to short-term or temporary price increases, followed by decreases in value. Trends are difficult to predict and may adversely impact our ability to trade an asset.

Appendix - 1. Financial projection

Financial Projection				
	Q1	Q2	Q3	Q4
# of shares at the beginning	4,700	6,300	8,100	9,900
Monthly contribution	400	600	600	600
# of shares at the end	5,100	6,900	8,700	10,500
PPS	59	60	60	60
New contribution \$	7,731	12,000	12,000	12,000
Addition to pool	6,185	9,600	9,600	9,600
Addition to reserve	1,546	2,400	2,400	2,400
Monthly % growth - Asset	30%	30%	30%	30%
Addition to pool	6,185	9,600	9,600	9,600
AUM at the beg	93,872	156,460	240,024	351,248
AUM at the end	103,260	172,106	264,026	386,372
Management fee	258	430	660	966
NAV	103,002	171,675	263,366	385,406
NAV per share	60	74	91	110
Return	8.3%	21.2%	20.1%	19.9%
Dividend per share (before distribution costs)	2	14	31	50
NAV per share after div	59	60	60	60
Liquidity reserve - Beginning	12,500	13,500	13,500	13,500
Transaction costs (max)	1,546	2,400	2,400	2,400
Addition to liquidity pool	1,546	2,400	2,400	2,400
Liquidity reserve - End	12,500	13,500	13,500	13,500
Compounded return monthly/annual	5.72%		94.98%	

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