



INVESTMENT OPPORTUNITY



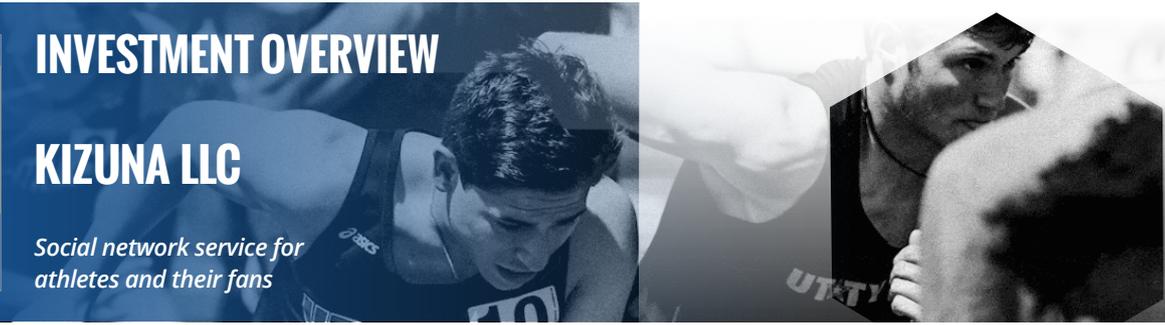
KIZUNA
USCGIM
KIZUNA LLC

CONVERTIBLE NOTE
\$28,500,000

INVESTMENT OVERVIEW

KIZUNA LLC

Social network service for athletes and their fans



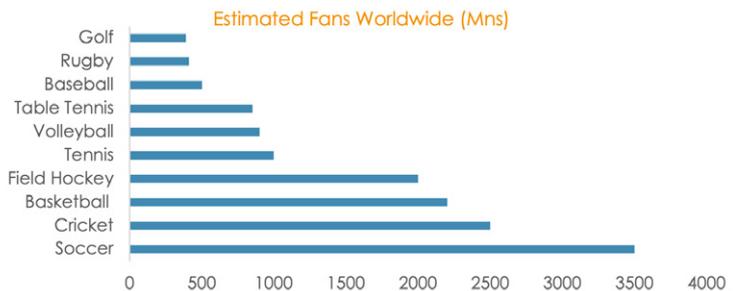
COMPANY AND PRODUCT DESCRIPTION

KIZUNA, created by Oceans, Inc. (the “Company”), is a Social Network Service (SNS) that provides interaction experiences between the athletes and their fans. Differentiating from traditional social networking platforms, the Company leverages its technology and network to allow fans to not only check athlete profiles and know about their activities but also chat with them to establish relationships. Users can also discover new athletes for the sports and categories that they follow.

KIZUNA offers paid subscription revenue share, e-commerce sales, and unique fan engagement to not only athletes with their followers, but also junior athletes in need of financial support and exposure. The Company’s future plans revolve around building scale and expanding to other global markets.

MARKET SIZE

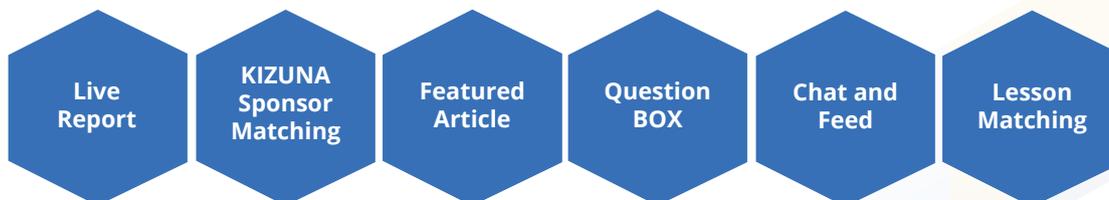
Some sports have a global appeal with fan bases worldwide. The number of fans for the top 10 sports worldwide as depicted in the chart below provides a peak into the estimated fan base for all the sports¹.



While sports have been an integral part of the Japanese culture, popularity of a number of sports has increased significantly in recent years. Competitions such as the Japan Open in tennis and the J League in soccer has been received well and the percentage of people who do not follow any sport has dropped approximately 6% from 2005 to 2017².

PRODUCT

KIZUNA’s main objective is to facilitate athletes’ communication with their fans in a simple and effective manner. The platform provides information about the athletes to fans and allows them to directly communicate with the athletes using chats, creating a real and unique bond. Fans can also purchase gift stamps that match various situations of sports to support their favorite athletes. The platform intends to onboard a wide range of athletes, including Superstars, Majors and Minors.



KIZUNA developed and is developing a wide range of services for the athletes and their fans:

- **Live report** of games and athletes by manager and/or a team
- **KIZUNA Sponsor matching** gathers companies and individuals that want to support athletes
- **Featured articles** covering athletes and games
- **Question Box** allows fans to ask questions to athletes and vice-versa.
- **Talk room** allows fans to get to know many athletes through the feed service and chat
- **Lesson Matching** with athletes and **Athletes Select Shop**

1. Source: <https://sportsshow.net/top-10-most-popular-sports-in-the-world/>
2. Source: Central Research Services Survey

THE OPPORTUNITY

Transaction Description: Seeking growth capital of up to \$28.5M in a convertible note to support acquisition of famous athletes who have powerful social influence with substantial followers, and for other development capital needs.

DEAL HIGHLIGHTS

Company Name:	Oceans, Inc. (the "Company")
Note Holder:	USCGIM KIZUNA LLC (the "SPV")
Headquarter:	Tokyo, Japan
Offering Size:	\$28,500,000
Type of Security:	Convertible Note, subject to Delaware Law and backed by a Security Agreement with standard provisions
Placement Agent:	US Capital Global Securities LLC
Commission:	8% cash; 8% warrants
Filing Type:	Regulation D – Rule 506(c) and Regulation S
Minimum Investment:	\$12,500 per unit
Interest Rate:	Greater of an annual interest rate of 8.0% or 7% of topline net revenue, paid out quarterly, proportional to the percentage of the convertible note funded capped at 25% imputed APR
Discount:	20% on next round of Equity Raised for the Company
Term:	Sooner of 60 months or until paid in full at Company option
Default Guarantee:	<ul style="list-style-type: none"> In the event of default, Kazutomo Robert Hori ("Robert") and H2 Corporation pledge to transfer all of their Company's shares to the SPV In the event of failing to transfer the shares, Robert will personally guarantee the payment of the Convertible Note

MANAGEMENT INFORMATION

- **Kazumoto Robert Hori** – Chief Executive Officer
- **Hiroshi Takemoto** – Chief Technology Officer
- **Tomoya Miura** – Director

RISKS, CONFLICT OF INTEREST & DISCLOSURES

Below mentioned Risk Factors are not exhaustive and the list is only indicative of most significant risks. All other risks are cited in the Private Placement Memorandum.

- Insufficiency of funding
- Speculative nature of investment
- Currency risk
- Competition
- Market for shares

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