RET Ecosystem Disclosure Document & PPM

RET Ecosystem - Disclosure Document & Private Placement Memorandum (PPM)
This Disclosure Document and Private Placement Memorandum (“PPM”) relates to the offer of seed investments and RET tokens by RET Assets LLC (“RET”, “Company”, “we”, or “us”). It is intended for a limited number of sophisticated or professional investors and is not a public offering. Registered office address: The information contained herein reflects the Company’s current business plan and token design. References to the Virtual Assets Regulatory Authority (“VARA”) describe an intended framework and do not represent a grant of authorization. Actual outcomes may differ materially from the views expressed in this document. 1. Executive Summary
RET Ecosystem is building a tokenized real-world asset (“RWA”) platform for real estate. RET’s objectives include: - Providing participants with fractional access to selected real estate exposures; - Structuring token issuance and related activities with applicable licensing paths in mind; and
- Connecting on-chain liquidity with off-chain property portfolios using SPVs and defined governance. RET tokens are designed to function as: - A utility and access token within the Ret Ecosystem; - A property acquisition instrument at a fixed notional Property Acquisition Price of US$50, 000 per RET when used to acquire eligible properties; and
- An interface between on-chain activity and off-chain real estate under a closed-loop, KYC-gated architecture. 2. Business Plan and Strategy
2. 1 Core Proposition
RET Ecosystem’s core proposition is to create a bridge between real estate and digital asset markets by: - Establishing SPVs that hold real estate assets; - Issuing RET tokens that can be applied toward property acquisitions at a fixed notional value; and
- Supporting secondary market activity for RET where permitted. 2. 2 RWA Ecosystem Design
RET is structured as a real-world asset tokenization project in substance because: - Each property is acquired and held by an SPV with clear legal title; - On-chain activity (RET issuance, transfer, and redemption) is mapped to off-chain legal rights; - Transfers and redemptions are KYC/AML-gated; and
- Property cashflows and redemption mechanics are governed by SPV documentation. Final classification and any required approvals remain subject to applicable authorities. 2. 3 Licensing Path
RET’s intended path contemplates aligning with the VARA framework in Dubai, which may include: - Seeking a Virtual Asset Service Provider (VASP) authorization suitable for defined activities; - Submitting product/token materials as required (risk disclosures, whitepaper/PPM, technical documentation); - Implementing AML/CTF, market integrity, complaints handling, technology risk, and record-keeping controls; and
- Coordinating on any additional requirements that apply to RWA tokens. This document does not represent regulatory approval or a guarantee of licensing; it describes the intended regulatory posture and the steps the Company plans to take. 3. Tokenomics and RET Token Design
3. 1 Supply and Allocation
- Total RET supply: 1, 000, 000 RET
- Seed investor allocation: approximately 158, 060 RET (~15. 8% of supply)
- RET retained by Company / treasury / future programs: ~841, 940 RET (~84. 2% of supply)
3. 2 Pricing Framework
- Seed Price: US$40-US$50 per RET (tier-dependent)
- Initial AMM Price: approximately US$100 per RET (e. g. , 20, 000 RET + US$2, 000, 000 USDC pool)
- Property Acquisition Price: fixed at US$50, 000 per RET when used for property acquisition via the platform.

3. 3 AMM Dynamics (Illustrative)
RET will initially trade on DEXs via an automated market maker (AMM) model ($x \times y = k$). Using an initial liquidity pool of 20, 000 RET and US$2, 000, 000 USDC: - Initial price: ~US$100/RET; - To reach significantly higher prices (e. g. , US$50, 000/RET), the AMM would require tens of millions of net USDC inflows; - These figures are mathematical illustrations, not guarantees. The Property Acquisition Price of US$50, 000/RET is decoupled from the AMM trading price; it is a contractual price used for property acquisition within the ecosystem. 3. 4 Lock-Up and Exit Mechanics
- Seed investors receive RET subject to: - Initial lock-up until properties are listed and a minimum time period has elapsed; - Path A (preferred): property acquisition first, then a 24-month maturity; - Path B: if no property is acquired, tokens remain locked until maturity and certain AMM price thresholds or time-based criteria are satisfied. - Prior to the AMM price reaching the long-term target of US$50, 000/RET, DEX exits are limited: - Per-investor: 3-5% of original allocation per 12-month period; - Global: 5-10% of pool USDC per calendar month. These controls are implemented at the smart contract level to support orderly markets and long-term alignment. 3. 5 Property Acquisition & Cashflows
- Seed and other eligible investors may apply RET at the Property Acquisition Price toward interests in SPV-held properties. - Property cashflows (e. g. , rent, sale proceeds, refinance distributions) are passed through to investors per SPV documentation; these are not limited by the DEX exit caps. - This separation between property economics and token trading liquidity is central to the RET RWA model. 4. Risk Factors
The following is a non-exhaustive overview of key risks: - Regulatory risk (including VARA): changes in laws or regulations, or unfavorable classification by VARA or other regulators, may impact RET's operations, token usage, or ability to list on regulated venues. - Market and liquidity risk: RET may be thinly traded, volatile, or may not sustain any secondary market. Investors may be unable to exit at desired prices or at all. - Technology and security risk: smart contract vulnerabilities, key management failures, protocol bugs, or third-party infrastructure failures could result in partial or total loss of funds. - Operational risk: failure to execute the business plan, onboard properties, or maintain SPV structures and governance could materially impact outcomes. - Real estate risk: property values may decline, cashflows may underperform, or properties may experience legal, zoning, or operational issues. - Jurisdictional risk: cross-border investors may face additional regulatory, tax, or enforcement complexities. Investors should assume they could lose some or all of their investment. 5. Management Team and Governance
5. 1 Management
The Ret Ecosystem will be led by a management team with experience in: - Real estate asset management and development; - Quantitative trading and risk management; - Blockchain engineering and smart contract development; and
- Regulatory compliance and legal structuring. Specific biographies will be provided in an annex once finalized. 5. 2 Governance
RET intends to implement: - A formal board or equivalent oversight structure; - Independent compliance and risk management functions; - Clear delegations of authority for investment decisions, SPV operations, technology changes, and treasury management; and
- Regular reporting to investors on key performance and risk metrics. 6. Financial Projections (Illustrative Only)
RET may produce scenario-based projections for: - Capital raised (e. g. , US$7M seed), - Number and value of properties onboarded over a 3-5 year horizon, - Platform fee revenues and treasury balances, and
- Potential long-term relationships between property portfolio growth and RET demand. All such projections will be clearly marked as illustrative and will not constitute financial advice or forecasts. No investor should rely on projections as guarantees of future performance. 7. Regulatory Status and VARA Alignment
7. 1 VARA Regime
Under the VARA framework, RET anticipates obtaining appropriate authorizations, which may include: - A VASP license for virtual asset activities; - Product approval or listing approval for the RET token; and
- Approval of offering documents (including this PPM/Disclosure Document) where required. 7. 2 RWA Classification

Based on its current design, RET aligns with an RWA tokenization model in that: - Real estate is held in SPVs with clear legal title; - Token-based rights are mapped to contractual and SPV-level rights; - KYC/AML gating and closed-loop transfers reduce misuse; and

- Property cashflows and redemptions are governed by enforceable agreements. However, only VARA and other competent authorities can determine the final regulatory classification and approvals. This document describes the Company's intended posture and design; it does not constitute legal advice or regulatory approval. 8. Use of Proceeds

Proceeds from the Seed Round are intended to be deployed as follows (indicative ranges): - SPV setup, licensing, regulatory and legal costs: ~US$1-2M

- Technology development and security: ~US$1-2M
- Initial liquidity pool seeding: ~US$2-3M
- Operations, staffing, marketing, and contingency: ~US$1-2M

9. Summary

RET Ecosystem aims to build a VARA-regulated real-world asset platform connecting tokenized real estate with on-chain liquidity through the RET token. The design combines: - SPV-based real estate ownership; - A KYC-gated, closed-loop token architecture; - A fixed notional property acquisition price; and

- Strong controls over liquidity and exits. Participation in the Seed Round is suitable only for investors who understand and can bear the significant risks outlined in this document. END OF DOCUMENT