



Darren K. Indyke. Unauthorized use, disclosure or copying of this communication or any part thereof is strictly prohibited and may be unlawful. If you have received this communication in error, please notify us immediately by return e-mail, and destroy this communication and all copies thereof, including all attachments.

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Begin forwarded message:

From: Tomer Toor <mailto:[tomertoor@gmail.com](mailto:tomertoor@gmail.com)>

**Subject:**

Date: March 11, 2019 at 8:37:10 AM EDT

To: Nikolajs NJF |=NJF Capital <mailto:

<div class="m\_6735370436781433423WordSection1" style="font-family:Helvetica; font-size:12px; font-style: normal; font-variant-caps: normal; font-weight: normal; letter-spacing: normal; text-align: start; text-indent: 0px; text-transform: none; white-space: normal; word-spacing: 0px; text-decoration: none">

Dear D=rren, Nikolajs,

First this is to confirm to you both that the requested funds (\$3.6m) were received in Ergo's account. Thank you for all of your cooperation so far.

=span style="font-size:11pt;font-family:Calibri,sans-serif">At this stage we are dealing with the (tedious) requests of the bank to provide further information and explanation for its own anti money laundry regulations.<=>

We were asked to provide details of:

=nbsp;

1.

2. Recommendation letter from the transferring bank of each limited partner.

</=>

Kindly inform us if you can provide (separately if you want to) the response to these requests, as soon as you can, hopefully by tomorrow.

</=iv>

All the best,

<=div>

<=span style="font-size:14pt;font-family:Garamond,serif;color:rgb(0,32,96)">omer Toor, Partner Furth, Wilensky, Mizrachi, Knaani - Law Offices <=tr> <=>

1 Azr=eli Center, Round Tower

Tel-Aviv 6701101, Israel

T. [REDACTED] <tel: [REDACTED]> =| F. [REDACTED] <tel: [REDACTED]>=u> tomer=fwmk-law.co.il | The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential

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<span>

From: Sent: Thursday, March 07, 2019 2:59 PM

To: Tomer Toor <mailto:[REDACTED]>  
Cc: Udi Knaani <mailto:[REDACTED]> Nicole Junkermann | Junkermanngroup  
& <mailto:[REDACTED]> </=>>; Rotem Ben Moshe <mailto:[REDACTED]>  
<mailto:[REDACTED]> <div>

Kind regards

<=>

Nikolajs Smirnovs  
CEO  
E: <mailto:[REDACTED]>

From: Tomer Toor <mailto:[REDACTED]> = Kindly inform when can we expect to receive the transferred fund and executed copy of the Additional Investment Agreement=by <span>NJF Capital Corp.

</span>

Regards,  
Tomer</=>

=lt;image001.png>  
=/u>

Tomer Toor  
Partner  
Furth, Wilensky, Mizachi, Knaani - Law Offices

<=>

1 Azrieli Center, Round Tower

Tel-Aviv, Israel</=>

T. <tel:[REDACTED]> | F. <tel:[REDACTED]> <tel:[REDACTED]> <div style="margin:0cm 0cm 0.0001pt;font-size:12pt;font-family:"Times-New Roman",serif"> =td width="527" colspan="2" valign="top" style="width:395.25pt;border-style:solid none none; border-top-width:3pt; border-top-color:rgb(199,182,58=;padding:0cm;height:1pt">

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Sent: Tuesday, March 05, 2019 8:31 PM

To: 'Nikolaj NJF | NJF Capital' <Thank you Nikolajs, <mailto:[REDACTED]>

I made some changes (still marked) in the attached revised agreement to reflect this change of name and a few finetuning issues.

Also attached here please find is the updated '98Preferred Right Contribution' table, referenced therein.

Pleas= let me know when is the earlies time you could be ready to sign and transf=r the fund.  
=/u>

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=/div>

Tomer Toor, Partner<=b>  
Furth, Wilensky, Mizrachi, Knaani - L=w Offices<=>

[REDACTED] F. [REDACTED]  
[REDACTED] [mailto:\[REDACTED\]](mailto:[REDACTED]) | www.fwmk-law.co.il <http://www.fwmk-law.co.il/> <=tr>  
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<=div>  
From: Nikolajs NJF=| NJF Capital [REDACTED] </a>>  
Sent: Tuesday, March 05, 2019 5:20 PM  
To: Tomer Toor <[mailto:\[REDACTED\]](mailto:[REDACTED])> Darren Indyke <=>  
[mailto:\[REDACTED\]](mailto:[REDACTED]) style="color:purple;text-decoration:underline"  
target="\_blank">  
Cc: Udi Knaani [REDACTED] <[mailto:\[REDACTED\]](mailto:[REDACTED])>; Ni=ole Junkermann | Junkermanngroup  
[REDACTED] <[mailto:\[REDACTED\]](mailto:[REDACTED])> >  
Subject: RE: Carbyne warrants<=u>  
=u>  
Thank you Tomer,  
Kind regards</span>

Nikolajs Smirnovs=span lang="EN-GB">  
CFO  
NJF Capital Ltd  
T: [REDACTED] <tel:[REDACTED]>  
M:&nbsp; [REDACTED] <tel:[REDACTED]>  
=span>

Tomer Toor [REDACTED]  
Sent: 04 March 2019 22:19  
=o: Darren Indyke <[mailto:\[REDACTED\]](mailto:[REDACTED])> <mailto:[REDACTED]> ; Nikolajs NJF | NJF Capital  
Cc: Udi Knaani [REDACTED] <[mailto:\[REDACTED\]](mailto:[REDACTED])>  
Subject: Re: Carbyne warrants<=span>

Hi Darren and Nikolajs (who asked me separa=ely the same thing),  
=span lang="EN-GB">

Please note that we need to close this transfer this week.

=/span>

=hanks,

---

Thank you Tomer. I am on it. Is there paperwork on our end to evidence the transfer=?

Sent from my iPhone. Please excuse the typos.

On Feb 28, 2019, at 3:26 PM, Tomer Toor &lt;[REDACTED]<mailto:[REDACTED]>> wrote:<=span>

=div>

Dear Nikolajs and Darren,<=>

First - just to refresh your memory, please allow me to provide some details on this round.

=/span>

At the time of the initial investment in Carbyne Ltd. (formerly Reporty Ltd.), SUM (E.B.) Limited Partnership received Warrants to purchase additional 61,251 Preferred A Shares of Carbyne for an aggregate exercise price of US\$ 3,500,000. =/div>

Per the last cap table that we have from Carbyne, the exercising of these Warrants will increase the holdings % of SUM in Carbyne - from about 13% to about 26.33%, on a fully diluted basis. </=>

=/u>

The Warrant(s) are valid until the end of March, 2019 and SUM have decided (through its General Partner), to exercise these Warrants, as soon as possible.

Pursuant to SUM's partnership agreements, your clients, as limited partners with preference right, have the right to contribute their share to the exercise price of the Warrants.=/u>

&nb;p;

Limited Partner

Preferred Right

Carbyne's Warrants exercise price (rounded) <=td> Expenses Aggregate amount to transfer:

Southern Trust Inc.

&nb;p;

66.67%

2,333,333

66,667

2=400,000

Montil-a International Corporation

1,166,667

33,333

&nb;p;

100.00%

</=d>

3,500,000=u>

100,000

3,600,000

=div style="margin:0cm 0cm 0.0001pt;font-size:12pt;font-family:"Times-New Roman",serif">All amount in US Dollars.

Wire Instructions (to the bank account of SUM's general partner (Ergo (E.B. 2014) Ltd.)):<=>

Name of Account: Ergo (E.B. 2014) Ltd.=span lang="EN-GB" <=span lang="EN-GB" style="font-family:Calibri,sans-serif">Account #:

IBAN: [REDACTED]

Should you have any question or need more clarifications/information please contact me.

<=u>  
Tomer=/u>  
<=span>

<image002.png>=

Tomer Too=,=nbsp;Partner  
<tr style="height:11.35pt">Furth, Wilensky, Mizrahi, Knaani - Law Offices<=span> </=>

1 A=rieli Center, Round Tower  
Tel-Aviv [REDACTED] Israel<=div>  
T. [REDACTED] | F. [REDACTED]  
[REDACTED] <mailto:[REDACTED] www.fwmk-l=w.co.il

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