

From: J <jeevacation@gmail.com>
Sent: Thursday, March 14, 2019 6:34 PM
To: Darren Indyke
Subject: Re: Carbyne warrants

Yes

<div dir="ltr" class="gmail_attr">On Thu, Mar 14, 2019 at 2:32 PM Darren=Indyke <[REDACTED]> wrote:

Am I correct that by your "ok" you mean that I may confirm that you are the controlling person of the STC?

FYI Stewart Oldfield is trying to find out what kind of letter he can get for us. But Tomer is more immediately concerned with providing the controlling person info. So, if you confirm that it is ok to give your name and citizenship to Tomer, I will do so. Thanks.

DARREN K. INDYKE

5300 W. Atlantic Avenue, Suite 602

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<<https://maps.google.com/?q=5300+W.+Atlantic+Avenue,+Suite+602+Delray+Beach,+Florida+33484&entry=gmail&source=g>>

Telephone: [REDACTED]

Telecopier: [REDACTED]

Mobile: [REDACTED]

email: [REDACTED]

*****=*****

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*****=*****

On Mar 12, 2019, at 5:59 PM, J <[a href="mailto:jeevacation@gmail.com" target="_blank">j](mailto:jeevacation@gmail.com)> wrote:

ok

On Tue, Mar 12, 2019 at 5:33 PM Dar=en Indyke <[REDACTED]>

[REDACTED] wrote:

Not sure how to respond. I thought w= did not want your name associated with this Investment? Also, Tomer =s asking for a bank rec letter from the transferring bank which is DB. =A0 I have asked Rich to find out from Stewart Oldfield at DB with whom Ric= has a decent relationship if that would even be possible at this point. =C2

DARREN K. INDYKE

5300 W. Atlantic Avenue, Suite 602

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*****=*****

On Mar 11, 2019, at 9:16 AM, Darren=Indyke <[REDACTED]>

[REDACTED] wrote:

DARREN K. INDYKE

5300 W. Atlantic Avenue, Suite 602

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Delray Beach, Fl=rida 33484

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Begin forwarded message:

From: >Tomer Toor <[REDACTED]>

Subject: RE: Carbyne warrants

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

>To: Nikolajs NJF | NJF Capital [REDACTED]
[REDACTED] >, Darren Indyke [REDACTED]>

Cc: Udi Knaani [REDACTED], Nicole Junkermann | Junkermanngroup <[REDACTED]>, Rotem Ben Moshe <[REDACTED]>

Dear Darren, Nikolajs,

First this is to confirm to you both that the requested fund (\$3.6m) were received in Ergo's account.

Thank you for all of your cooperation so far.<u>

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.

</u>

We were asked to provide details of:</u>

1. List of the controlling person(s) of each limited partner, name and his/her citizenship.<u>
2. Recommendation letter from the transferring bank of each limited partner.

<u>

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.

=C2

All the best,

Tomer

</=pan>

=C2

<=u>

=span dir="RTL"> <image001.png> =A0=/span> Tomer Toor, Partner Furth, Wilensky, Mizrachi, Knaani - Law Offices

=span style="font-size:7pt;font-family:Verdana,sans-serif;color:rgb(23,54=93)"> [REDACTED] <=span>

<tel:+972-3-09779 [REDACTED] <mailto: [REDACTED]@fwmk-law.co.il>

<http://www.fwmk-law.co.il/> </=> The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this e-mail and you are not the intended recipient or an agent responsible for the delivery of this message to the intended recipient, please contact us immediately and destroy the original message without making a copy. Thank you.

=A0Nikolajs NJF | NJF Capital < [REDACTED] >

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

To: Tomer Toor < [REDACTED]@fwmk-law.co.il <mailto: [REDACTED]@fwmk-law.co.il>

Cc: Udi Knaani < [REDACTED]@fwmk-law.co.il> Nicole Junkermann | Junkermanngroup < [REDACTED]@fwmk-law.co.il>

Subject: R=: Carbyne warrants

Hi Tomer,</=>

Thank you for your note. The document will be signed today with transfer today or tomorrow latest.

Kind regards

=/u>

M: [REDACTED]
E: < [REDACTED]@fwmk-law.co.il >

=C2

From: Tomer Toor < [REDACTED]@fwmk-law.co.il >

Sent: 07 March 2019 12:50

To: Nikolajs NJF | NJF Capital < [REDACTED]@fwmk-law.co.il >

Cc: Udi Knaani < [REDACTED]@fwmk-law.co.il > Nicole Junkermann | Junkermanngroup < [REDACTED]@fwmk-law.co.il >

<mailto: [REDACTED]@fwmk-law.co.il >; Rotem Ben Moshe < [REDACTED]@fwmk-law.co.il >

Subject: RE: Carbyne warrants

Nikolajs,

This is to inform you that Southern Trust Company, Inc. already signed the of the Additional Investment Agreement and transferred its share in the investment (US\$2.4mm).

Kindly inform when can we expect to receive the transferred fund and executed copy of the Additional Investment Agreement by NJF Capital Corp.

Regards,
Tomer

A0

/span>

span dir="RTL">  A0/span> Tomer Toor, Partner Furth, Wilensky, Mizrachi, Knaani - Law Offices

span style="font-size:7pt;font-family:Verdana,sans-serif;color:rgb(23,54,93)">  | F.



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A0Tomer Toor

Sent: A0Tuesday, March 05, 2019 8:31 PM

To: 'Nikolajs NJF | NJF Capital'  >; Darren Indyke

 > Cc:Udi Knaani 
made some changes (still marked) in the attached revised agreement to reflect this change of name and a few finishing issues.

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

Please let me know when is the earliest time you could be ready to sign and transfer the fund.

div style="margin:0cm 0cm 0.0001pt;font-size:12pt;font-family:"Times New Roman",serif"> Regards,/u> Tomer

/div>



div style="margin:0cm 0cm 0.0001pt;font-size:12pt;font-family:"Times New Roman",serif"> Tomer Toor,
Partner Furth, Wilensky, Mizrachi, Knaani - Law Offices

Azrieli Center, Round Tower

Tel-Aviv 6701101, Israel

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span style="font-family:Calibri,sans-serif">

/d>

div style="margin:0cm 0cm 0.0001pt;font-size:12pt;font-family:"Times New Roman",serif">

Sent: Tuesday, March 05, 2019 5:20 PM

To: Tomer Toor <[REDACTED]>; Darren Indyke <[REDACTED]>; Udi Knaani <Udi.fwmk-law.co.il <[REDACTED]>>; Nicole Junkermann | Junkermanngroup

<=>Subject: RE: Carbyne warrants

Thank you Tomer,

The agreement is fine by us. Please note Montilla has changed name to NJF Capital Corp in June last year.

Change of name certificate attached. Can you please amend the document to reflect the change.

<=span lang="EN-GB">

Kind regards

</=iv>

=/u>

Nikolajs Smirnovs

CFO

NJF Capital Ltd

From: Tomer Toor <[REDACTED]>=C2

Sent: 04 March 2019 22:19

To: Darren Indyke <[REDACTED]>; Nikolajs NJF | NJF Capital

Cc: Udi Knaani <[REDACTED]>

Subject: R= Carbyne warrants

<=div>

</=>

Hi Darren and Nikolajs (who asked me separately the same thing),=span>

I believe we should use the attached document that I drafted for the purpose of this current extended investment.

Please review and let me know if any clarification is needed.

<=span>

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

<=span>

Thanks,

Tomer

=span style="font-family:Calibri,sans-serif" lang="EN-GB">=span lang="EN-GB">

From: [REDACTED] Apple-convert=d-space"> Darren Indyke

Sent:

To: Tomer T=or

Subject: Re: Carbyne warrants

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

<=iv id=[REDACTED]_AppleMailSignat=re">

Sent from my iPhone. Please excuse the typos. =span lang="EN-GB">

On Feb 28, 2019, at 3:26 PM, Tomer Toor <[REDACTED]> wrote:<=u>

Dear Nikolajs and Darren,

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

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.=C2

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.

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 these Warrants.

Therefore, and following the explanation from Udi Knaani below, please arrange for the wire transfer of the amount set forth next to your client's name, in accordance with the wire instructions below:

Limited Partner</=iv>Preferred Right

Carbyne's Warrants exercise price (rounded) Expenses Aggregate amount to transfer:<=> Southern Trust Inc.

66.67%

2,333,333=u>

66,667

2,400,000

=tr style="height:20.45pt">Montilla International Corporation <=iv style="margin:0cm 0cm 0.0001pt;font-size:12pt;font-family:"Times New Roman",serif">33.33%

1,166,6671,200,000

Total</=iv> <=u>

100.00%

3,500,000

100,000

3,600,00=

All amount in US Dollars.

Account # [REDACTED]

Bank:=Leumi Lelsrael

Branch no.: 832
(pinkas)

SWIFT [REDACTED]

IBAN: [REDACTED]

Please make sure that the fund is transferred and received by the said account within the next few days and no later than March 7, 2019, so SUM would have sufficient time to exercise the Warrants before expiration.
Should you have any question or need more clarifications/information please contact me.

All the best,

Tomer

A0

A0



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

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Tel-Aviv 6701101, Israel

[REDACTED]
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