

OTCM PROTOCOL

Groovy Company, Inc. dba OTCM Protocol

OTC: GROO | CIK: 1499275 | Wyoming Corporation

*“We’re not disrupting functioning markets.
We’re creating permanent markets where none exist.”*

CONFIDENTIAL | FOR ACCREDITED INVESTORS ONLY | Reg D (U.S.) and Reg S (Non-U.S.)

SEC Category 1 Model B | Release No. 33-11412 (March 17, 2026)

March 2026

IMPORTANT DISCLAIMERS

Forward-Looking Statements

Contains forward-looking statements per Section 27A/21E. Actual results may differ materially. Subject to technology, regulatory, market, cybersecurity, and dependency risks.

Not An Offer to Sell Securities

Informational only. Any offering exclusively to accredited investors under Reg D (U.S.) and Reg S (non-U.S.) via definitive PPM.

Regulatory: SEC Category 1 Model B per Release No. 33-11412 (March 17, 2026).

Confidential. Proprietary to Groovy Company, Inc. dba OTCM Protocol.

THE PROBLEM

The \$50 Billion Problem Nobody's Solving

5,000,000+

Shareholders Trapped

11,000+

OTC Companies — Zero Access

\$50B+

Shareholder Value Locked

Market Maker Abandonment

Exit when volume < \$100K — permanent

Zero Liquidity Trap

5M+ shareholders cannot sell

Prohibitive Costs

\$25K–\$75K/year — no guarantees

Death Spiral

No liquidity → collapse → trapped

Regulatory Uncertainty — RESOLVED. Release No. 33-11412 (March 17, 2026)

THE SOLUTION — 4 PILLARS

PILLAR 1

Permanent Liquidity

Common Class B Shares →
Empire custody → ST22 Digital
Securities on Solana 1:1 → 24/7
on CEDEX

PILLAR 2

SEC-Registered Custody

Empire Stock Transfer: qualified
custodian, sole onboarding. KYC,
KYB, AML (Chainalysis + TRM),
OFAC/SDN, Wallet Verification.

PILLAR 3

CPMM Price Discovery

\$0 ongoing vs \$25K–\$75K/yr.
Permanently locked. 24/7.
Transparent on-chain CPMM.

PILLAR 4

Global Access — CEDEX

Global Unified CEDEX Liquidity
Pool. LP tokens burned.
Community-driven adoption.

HOW IT WORKS — 5 STEPS

1

Create Common B

Issuer

Board authorizes Common Class B Shares with issuer-designated rights per Certificate of Designation

2

Deposit with Empire

Empire Stock Transfer

Irrevocable custody under Category 1 Model B. CUSIP assigned. Tripartite agreement.

3

Mint ST22 Tokens

OTCM Protocol

1:1 on Solana via Ledger Enterprise. All 42 Transfer Hook controls deployed.

4

Launch on CEDEX

OTCM Protocol

24/7 trading at cedex.otcm.io. Global Pool seeded. LP tokens burned.

5

Build Community

OTCM + Issuer

Marketing, community channels, investor reports drive adoption.

PROOF OF CONCEPT

\$7M+ Liquidity Confirmed On-Chain

3 beta launches in 45 days — SPL Token-2022 Transfer Hooks on Solana Mainnet

\$GROO

Groovy Company

\$80,522

Live — SPL Token-2022 Transfer Hook

\$MSPC-FEE

Metropaces, Inc.

\$10,883

Live — SPL Token-2022 Transfer Hook

\$MSPC

Metropaces Equity

\$73,644

Live — SPL Token-2022 Transfer Hook

REGULATORY ALIGNMENT

SEC Category 1 Model B

Release No. 33-11412 — Binding

- DLT in official shareholder records
- Empire: Master Securityholder File
- No Category 2 counterparty risk
- Direct issuer authorization
- 42 Transfer Hook controls
- Ed25519 attestation every ~400ms
- Common B in irrevocable custody

Empire Stock Transfer

Qualified Custodian & Sole Onboarding

- SEC §17A-registered since 2006
- 530+ companies, 5 continents
- KYC — individual verification
- KYB — entity verification
- AML — Chainalysis KYT + TRM Labs
- OFAC/SDN — three-layer screening
- Wallet Verification — on-chain

REVENUE MODEL

	Beta	Year 1	Year 3	Year 5	Year 10
Companies	3	100	1,000	5,000	20,000
Daily Volume	\$7M+	\$50M	\$500M	\$2.5B	\$10B
Annual Revenue	Verified	\$730K	\$7.3M	\$36.5M	\$146M

5% total fee (0.44% to Global Pool + 4.56% to Protocol) — permanent, compounding revenue



COMPETITIVE ADVANTAGES

Feature	OTCM Protocol (Cat 1 Model B)	Third-Party (Cat 2)
Issuer Auth	Required — board resolution	Not required
Counterparty Risk	None — direct ownership	Significant
Custody	Empire — SEC §17A qualified custodian	Varies
DLT Record	Master Securityholder File	Not typically
Onboarding	Empire only — sole authority	Third-party / varies
Liquidity	Global Pool — LP burned	Market maker — can exit

First Mover

Only Cat 1 Model B platform under Release
33-11412

Empire Partnership

530+ companies, dual COO/President
integrated advantage

Network Effects

New issuer → deeper pool → more traders →
permanently locked, only grows

LEADERSHIP TEAM

Berj Abajian

CEO

Owner Bergio International (public). 18+ years SEC compliance, capital raises.

Patrick Mokros

COO

President Empire Stock Transfer since 2006. 530+ companies. Dual role bridges OTCM to custodian.

Frank Yglesias

CTO, Board Member

35+ years enterprise tech. Leads ST22 infrastructure, 42 Transfer Hook controls. frank@otcm.io

Three Phases to Global Scale

PHASE I — OTC MICRO-CAP

Q3 2026 — Q4 2027  OW

- 11,000+ OTC illiquid companies
- 5M+ trapped shareholders
- \$50B+ total addressable market
- Common Class B tokenization
- Empire Stock Transfer custody
- CEDEX 24/7 trading
- 42 Transfer Hook controls
- Category 1 Model B compliance

PHASE II — GLOBAL EXCHANGES

2028 — 2029

- International stock exchange securities
- London, Frankfurt, Tokyo, Hong Kong
- Cross-border equity tokenization
- Multi-jurisdiction custody network
- GENIUS Act stablecoin settlement
- Reg S global investor access
- White-label infrastructure licensing
- Institutional partnership pipeline

PHASE III — PRIVATE TOKEN OFFERINGS

2029+

- Private companies tokenize equity
- Pre-IPO liquidity via ST22 tokens
- Startup and growth-stage raises
- Reg D primary issuance on CEDEX
- Reg CF / Reg A+ expansion
- Fundraising Exemption (\$75M cap)
- Venture-scale token offerings
- Full lifecycle: seed to public market

TAM EXPANSION ACROSS PHASES

Phase I

OTC Micro-Cap

\$50B+

Total Addressable Market

11,000+ companies
5M+ shareholders
U.S. OTC markets

Phase II

Global Exchanges

\$500B+

Total Addressable Market

60+ international exchanges
Cross-border equities
Institutional partnerships

Phase III

Private Companies

\$5T+

Total Addressable Market

6M+ U.S. private companies
Pre-IPO liquidity
Startup token offerings

\$50B → \$500B → \$5 TRILLION — Same infrastructure, expanding addressable market

WHY INVEST NOW

The Window Is Open

\$50B+ TAM (Phase I)

OTC micro-cap. No competition at Cat 1 Model B. Expanding to \$5T+ across three phases.

Permanent Revenue

5% fee. 0.44% Pool + 4.56% Protocol. Compounds with every issuer and every trade.

Network Effects

11,000+ Phase I companies. Global exchanges Phase II. Private companies Phase III.

TIMELINE

- Jan 28, 2026 Joint Staff Statement published
- Mar 17, 2026 Release No. 33-11412 — binding
- Q3 2026 **Phase I launch — OTC micro-cap ST22 live on CEDEX ← YOU ARE HERE**
- 2028 Phase II — Global exchange tokenization expansion
- 2029+ Phase III — Private company token offerings

OTCM PROTOCOL

Bringing Liquidity to Micro-Cap Markets — and Beyond

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