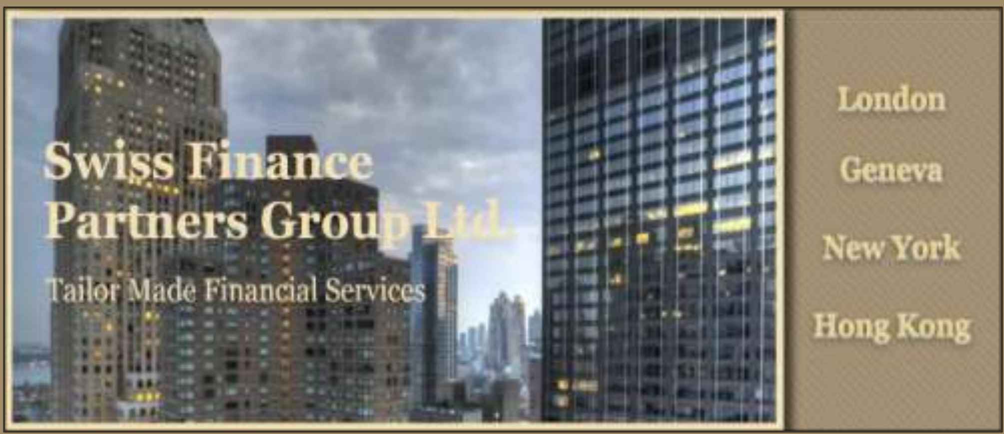
Swiss Finance Partners Group

Your Preferred Financial Service Provider



Revers Merger Procedures

2019

Revers Mergers

An efficient concept to raise capital for

your company right from scratch

The Concept of Reverse Mergers

Welcome to Swiss Finance Partners where we provide full service analysis and consultation services with respect to raise initial working capital for small to medium sized international companies through the process of going public either in the United States; UK or Germany for instance.

Going public (in any way) is attractive to companies because after going public, the company can use its stock as currency to finance acquisitions and attract quality management; capital is easier to raise as investors now have a clearly defined exit strategy; and insiders can create significant wealth if they perform.

Whether it is by the traditional IPO (Initial Purchase Offering), Self-Filing, Reverse Merger or otherwise, our consultation service can identify the correct path for you to succeed in your move to the public market.

A " **Reverse Merger "** is a simplified, fast-track method by which a private company can become a public company. A reverse merger occurs when a public company that has no business and usually limited assets acquires a private company with a viable business. The private company "reverse merges" into the already public company, which now becomes an entirely new operating entity and generally changes name to reflect the newly merged company's business. Reverse mergers are also commonly referred to as reverse takeovers, or RTO's.

Our full service market plan will assure that no step is missed and all of your needs are met in a one stop and shop process in which we organize indeed the whole process together with our different specialized services providers in all relevant segments and countries.

Not only do we assist with taking your company public; but do assist as well in raising capital to help your company expand and grow. We focus on building long lasting relationships with our clients through the many stages of growth.

If your company does not already do so; we provide investor relations services to your firm. This is indeed key for a public company in order to get the story out and keep current shareholders updated and fully informed at all times.

We are here to assist and consult with your company though the entire process of a going public. We know each company is different that is why we are here to support your company with our full team of seasoned professionals in the public arena to make this process cost effective and in a timely manner.

The services we do provide :

- Taking your company public
- Reverse Mergers
- Self Filings
- Raise Capital
- Build Shareholders
- Increase Valuation
- Investor Relations
- Merger & Acquisitions

Raising the capital needed

Our Capital Services are indeed designed to research, identify, lead and achieve the goals established by your organization in the financial arena. Establishing a relationship with our team of professionals will allow to identify and manage the potential outlets for capital available to you.

Our focus is identifying, advising and locating financing for emerging market, small, mid and large market corporations. Whether public or private, the cost of managing and maintaining a company in today's economy can quickly drain cash-flow or all in all cripple a corporation's revenue model and business plan. In addition, we also realize that even well established organizations can be in need of capital for expansion or short term bridges/refinancing.

We provide the expert financial consulting to find a funding solution through our comprehensive network of hedge funds, broker-dealers, capital consultants, private-equity firms, venture capitalists and commercial lenders. We develop a strong understanding of each of our portfolio companies, the entrepreneurs behind them, and provide expertise in securing financing throughout all stages of a company's growth and strategic development.

Going public through " Reverse Mergers "

As already mentioned a **reverse merger** is when a private company purchases control of a public shell company and then merges with the private company. With a reverse merger the private company shareholders receive most of the shares in the public company and control of the board.

A reverse merger is a very fast way to go public with the time table only being a couple of weeks. The reason a reverse merger is so quick is that the public shell company already went through all the paper work and reviews in order to become public.

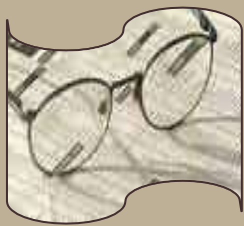
The benefits to **reverse mergers** is that you can demand a higher stock offering for the company stock, going public at a lesser cost and less dilution than an initial public offering. As well with a reverse merger you are less susceptible to the market.

When going public the benefits are indeed great when trying to raise capital:

- With the company now being public the stock is liquid and can be used for financing purposes
- The company will be able to issue either new stock or sell exiting company stock to new investors
- Your company will now have the ability to acquire other companies using its own stock as currency
- Companies are typically valued much higher the moment they go public
- Being public allows the company to offer stock incentive plans to keep employees.

Advantages of Going Public

Greater Company Valuation—the market value of a public company is almost always substantially higher than its private counterpart. According to statistics published by the U.S. Chamber of Commerce and Entrepreneur.com, private companies are typically valued at only four to six times earnings, while public companies are typically valued at multiples greater than twenty times earnings. The obvious result is an immediate and substantial increase in the net worth of its founders and shareholders. We have also seen many companies that were private and about to be purchased, go public to be purchased at a much higher price.



Greater Access to Capital—most investment bankers and funds simply will not invest in private companies. But once public they can invest in your company and, thus, a company's capital funding alternatives and ability becomes greatly increased.

The two greatest factors contributing to this is:

1) the liquidity gained by investors and
2) the fact that public companies also are more transparent through public reporting requirements, tends to significantly increase investor confidence, and
3) the prestige and stability associated with being a publicly traded company, coupled with the ability to sell stock to investors below the quoted market price, adds tremendous advantages to a companies ability to attract investors.

Often investment bankers and venture capitalists will require that a company is publicly traded before committing funds. A publicly traded company can go to the public markets for capital via a stock or bond issue, and may also convert debt to equity.

When your stock has a public trading symbol and quoted stock price, it not only gives you a benchmark value to raise capital against, but also greater visibility such that any potential investor can simply check their favorite quote system or call their broker and get a quote of your company's stock price. This increased visibility naturally breeds investor confidence.

Cheaper to Raise Capital—because public companies typically have a much higher valuation than their private counterparts, public companies have to sell less stock (ownership) to raise the same amount of money as their private counterpart, and thus realize less ownership dilution,

Ability to Utilize Stock to Make Acquisitions—public company stock can be used to grow through acquisitions/mergers. Making such acquisitions is also usually substantially less expensive and easier when public.

Greater Employee Attraction and Retention—through stock options and estate planning for officers of public companies, they have a big advantage over the same private company in attracting and retaining high quality employees.

Increased Liquidity for the Company Founders, Investors, and Shareholders—stock in a public company is much more liquid than stock in a private company. Liquidity is created for the investors and founders alike. Investors in public companies are much more likely to be able to buy or sell the stock more readily than in private companies. Ownership of stock in a public company may also help the company's principals to borrow more easily and eliminate personal guarantees. Liquidity can also provide an investor or company founder an exit strategy, and portfolio diversity. Greater liquidity is one of the primary reasons why public companies are typically valued so much more than a private company.

Gives the Founders an Exit/Retirement Strategy—another of the important benefits to going public is that a public market for their stock offers the founders a long term exit strategy that is considerably more viable and likely to result in greater financial freedom than their private counterpart. Public company stock is generally more desirable to use in estate planning for the company principals.

Enhanced Credibility and Prestige—there is no denying that going public gives your company and its founders greater visibility, credibility, clout, and prestige with customers, employees, the press, and the entire financial community.

Disadvantages of Going Public

Sharing the Profit—If the firm is sitting on a highly successful venture, future success (and profit) has to be shared with the shareholders.

Confidentiality—Public companies experience less confidentiality than their private counterparts.

Ongoing Filings—U.S. Public companies must continuously file reports with the SEC and the exchange they list on. They must comply with certain state securities laws ("blue sky"), FINRA and exchange guidelines. This disclosure costs money and provides information to competitors.

Liability—The company, its management, and other participants may be subject to liability for false or misleading statements and omissions in the registration documents or in the reports filed by the company after it becomes public. In addition management may be subject to law suits by the stockholders for breaches of fiduciary duty, self dealing and other claims, whether or not true.

Our Reverse Merger Services

We organize everything needed for a reverse merger on the OTCBB; Pink Sheets or Frankfurt Stock Exchange by reverse merger from start to finish, including but not limited to the following:

- Locating a suitable reverse merger public shell company
- Negotiation of public shell company terms, if required
- Due diligence on the public shell reverse merger candidate
- Preparation of sale all reverse merger legal documents (Stock Purchase Agreements or Reorganization Agreement (separate agreements for convertible notes, options and warrants, etc., as needed)
- Attorney tradability opinion letter on any free-trading shares being transferred in the reverse merger deal (including attorney signature)
- Post-reverse merger work, for non-reporting company (name change and reverse/forward stock split submissions to FINRA, and any miscellaneous restructuring of share or capital structure)
- Post-reverse merger work, for section 15 reporting company (FINRA submissions included above, plus 8-K filing)
- Post-reverse merger work, for "fully-reporting" (section 12 reporting) company (FINRA submissions mentioned above, plus 8-K/"Super-K", Schedule 14f-1, Forms 3, 4, 5, Schedules 13g, as needed
- We can also review all sale documents if not originated by us.

Some thoughts about Reverse Mergers

Public shell "reverse mergers" are most often used when the company is in a hurry to go public and/or they do not have the required number of shareholders to go public direct (and do not wish to obtain them by a private offering). When you go public by reverse mergers with a public shell company, the private company wishing to go public is merged with a company that is already publicly traded on the OTCBB ; Pink Sheets or for instance the Frankfurt Stock Exchange.

Typically these public company vehicles, often called 'shells', spin off any business they might have and often don't have any assets or liabilities upon merger completion other than the assets and liabilities of the private company that was merged in.

- Time—typically 3 to 5 weeks from completion of the financial audit
- Much more expensive than going public by direct filings.
- Raising Capital—the stock is now valued and tradeable on an exchange.
- Problems: The public company merged with could have unseen problems and therefore requires an in-depth analysis before the merger.

Advantages of reverse mergers over going public direct:

- Much faster than a direct filing IPO
- Private company inherits the shell company's shareholders, thus meeting the shareholder requirement

The reverse-merger method for going public is more prevalent than many investors realize. One study estimates that 53% of all companies obtaining public listings in 1990's did so through the "Reverse Merger". The same study concluded about 30% of newly publicly listed companies got there through Reverse Mergers since this period. However percentages have recently dropped because Wall Street Investment Banking firms have had a huge appetite for IPOs in the late 90s. This led to many marginal companies receiving enormous financial windfalls.

Here are some high-profile and successful RTOs:

- Armand Hammer, world renowned oil magnate and industrialist, is generally credited with having invented the "Reverse Merger". In the 1950s, Hammer invested in a shell company into which he merged multi decade winner Occidental Petroleum.
- In 1970 Ted Turner completed a reverse merger with Rice Broadcasting, which went on to become Turner Broadcasting.
- In 1996, Muriel Siebert, renown as the first woman member of the New York Stock Exchange, took her brokerage firm public by reverse merging with J. Michaels, a defunct Brooklyn Furniture company.
- One of the Dot Com fallen Angels, Rare Medium (RRRR), merged with a lackluster refrigeration company and changed the entire business. This was a $2 stock in 1998 which found its way over $90 in 2000.
- Acclaim Entertainment (AKLM) merged into non operating Tele-Communications Inc in 1994.

Brief Outline of the Reverse Merger Process in the case of a US company

1. The first step in completing a reverse merger is to locate a 1934 Exchange Act United States shell company (the "Public Shell Company") which has no or minimal operations and is listed on the OTC Bulletin Board. The Public Shell Company and the Company will enter into a letter of intent indicating the parties preliminary intentions to engage in a reverse merger transaction which will be subject to the satisfactory completion of due diligence by both parties. We would typically locate the Company and evaluate an appropriate Public Shell Company based on many factors including the consideration willing to be paid by the Company for the Public Shell Company, the amount of acceptable dilution willing to be endured by the Parent and the appropriate mix of cash and equity paid to the Public Shell Company owners.

2. The second step is for the Company to enter into a reverse merger transaction through a share exchange with the Public Shell Company which has no or minimal operations and that is listed on the OTC Bulletin Board. Pursuant to the share exchange, the Company will exchange all of its shares of stock for shares of the Public Shell Company. As a result of the share exchange, the Company will become a wholly owned subsidiary of the Pubic Shell Company. The price of a high quality U.S. public shell company listed on the OTC Bulletin Board typically costs approximately $100,000 to $250,000 or more. The purchase price, as well as, the mix of consideration (i.e. cash vs. equity) typically depends on the type of operating company that will undertake the reverse merger. Specifically, the stronger the operating company is (revenues, profits and an operating history), the more willing the seller of the Public Shell Company is to reduce the cash portion of the purchase price and retain more shares of stock.

3. The parties typically schedule a closing date that normally occurs within one to two months of the execution of the letter of intent. In order to close the reverse merger transaction, the Company must have two years of audited financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), as well as up to date reviewed quarterly statements. These financial statements must be filed in a "Super 8-K" with the SEC within four days of the closing date of the transaction.

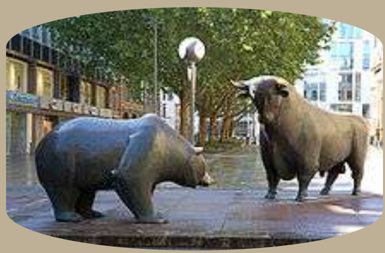
The “Super 8-K” must include among other things, the terms of the transaction, a description of the operations of the Company and the financial statements. The shareholders of the Company will now control the OTC Bulletin Board company which has its shares quoted on the OTC Bulletin Board.

How long does a Reverse Merger take?

Assuming that all negotiations are undertaken in an efficient and timely manner, the reverse merger can be completed in **a four week period**, provided the GAAP audited financial statements of the Company are ready within that time frame.

Frankfurt Stock Exchange Shells

A corporation from any country in the world can merge with a Frankfurt Stock Exchange public shell company in order to become publicly traded on the Frankfurt Stock Exchange. When you merge with an already public trading company, you do not have to meet any of the normal requirements of the Frankfurt Stock Exchange because the public shell company has already met those requirements. Moreover, everything a public company needs, such as the market maker, registrar/transfer agent, etc., are already in place, so nothing more is needed.



Frankfurt Stock Exchange shells include all legal and reverse merger costs in the quoted price. There are no other hidden fees. When you purchase a public shell company through Go Public Pros GmbH, our Director, a licensed German attorney, oversees the entire process from beginning to end, including but not limited to preparation of the purchase agreements, name change, due diligence and more, all included in the price of the shell.

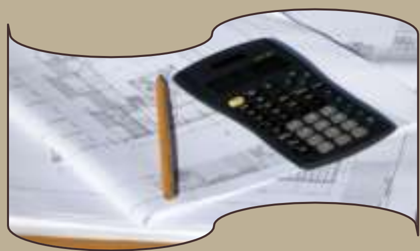
The Frankfurt Stock Exchange public shell reverse merger process is very simple and fast. Again, all legal costs for the Frankfurt shell reverse merger are included in the cost of the shells we sell. Mergers might even close in 10 business days or less.

Costs and fees involved

We do charge an “All in fee” for our consultation services which depends on the proposed transaction whereby the private company would have to bear the initial investment costs linked to the acquisition of the shell company. All other possible costs linked to this transaction might then be paid later on through the issuance or sale of company stock by the then newly formed public company.

In very special cases we could provide as well all initial funding therefore bearing no cost at all to the private company. However this depends on the appreciation of our third party and independent investors and cannot be guaranteed.

Frequently Asked Questions



Can any company go public?

Yes, virtually any company can go public with their own trading symbol on the OTC Bulletin Board or Pink Sheets.

Will you be successful in taking us public?

YES. The SEC reviews registration statement but does not make any subjective on the merits of your filing. They review to assure that all of the information required by the rules and regulations is included. The SEC does not block registration statements. As long as the control persons of your company don't have issues that you have not disclosed to us, and as long as the officers do not have serious legal issues and they cooperate with us during the process, you will become publicly traded.

Does the SEC care that my company is a start-up or development stage company?

No. They only care that everything is filed correctly and that all disclosures are made.

Does the SEC care that your company does not have the funds to implement your business plan?

No. The SEC doesn't care about your financial ability to implement your business plan as long as it's fully and accurately disclosed and you actually intend to implement the business plan described in your filing.

Does it matter how large your auditing firm is?

No. the SEC only cares that your auditor is registered as a PCAOB auditor.

How long does it take to go public direct on OTC Bulletin Board or Pink Sheets?

It typically takes about 6 to 8 months to become a trading company on the OTC Bulletin Board or Pink Sheets by direct filings, start to finish. Much of this depends on the speed in which you answer questions and provide information when requested.

How is the initial price of the stock determined?

The initial stock price is determined by the market maker with approval of FINRA. The initial price is based on several factors including the price of the last public offering, assets, and other considerations. The initial price is largely irrelevant, as the first orders in the system will set the price of the stock. In other words, the initial quote price of a stock typically has a very large spread, or difference between the bid and offer price. For example, it may be 2 cents bid by 50 cents offer/ask. But once buy and sell orders enter the system, the quote will reflect those orders.

How long does it take to do a reverse merger into a public shell company?

It typically takes only a few weeks to complete a reverse merger into a public OTCBB or Pink Sheet shell company and begin trading.

How do I complete a reverse merger?

The reverse merger process includes extensive due diligence on the public shell being considered for the merger, preparation of sale all reverse merger legal documents (Stock Purchase Agreements or Reorganization Agreement (separate agreements for convertible notes, options and warrants, etc., as needed), attorney tradability opinion letters on any free-trading shares being transferred in the reverse merger deal, post-reverse merger work, for non-reporting company (name change and reverse/forward stock split submissions to FINRA, and any miscellaneous restructuring of share or capital structure), and more. We provide everything needed to complete the merger including but not limited to the foregoing.

Can you list a foreign corporation directly on the OTCBB?

Yes, the filing is different for a foreign corporation that wishes to go public direct on the OTCBB or Pink Sheets and the cost is a bit more. Instead of an S-1 registration, we would file a F-1 registration statement, which is a completely different document, with more SEC review than the S-1. Or, we can simply structure so that the foreign corporation is owned by a U.S. holding corporation. This is simpler and much less costly.

What is Difference Between Conventional IPO and Direct Filing?

A conventional IPO involves the registration of a company's stock so that the company's stock may be legally sold to the public, coupled with the engagement of an underwriter (brokerage firm) who is to sell the registered stock to its clients with the resulting funds raised going to the company.

A direct filing IPO involves the registration of a company's stock so that the company's stock may be legally sold to the public without an underwriter and without the money raising step of a conventional IPO.

What is Difference Between IPO and Private Placement?

An IPO involves the registration of a company's stock so that the company's stock may be legally sold to the public, generally coupled with the engagement of an underwriter (brokerage firm) who is to sell the registered stock to its clients and/or the general public with the resulting funds raised going to the company. Public dissemination of information is allowed.

A Private Placement involves the sale of a company's stock under an public offering exemption, to investors previously known to the company. Public dissemination of information is NOT allowed.

What is the difference between the Pink Sheets and the OTC Bulletin Board (OTCBB)?

The Pink Sheets and the OTC Bulletin Board are competing quotation services for OTC securities. The Pink Sheets is a privately owned company, while NASDAQ operates the OTCBB. Unlike the OTCBB, issuers do not have to be fully reporting companies with the Securities and Exchange Commission (SEC) to be quoted on the Pink Sheets. Because of this greater transparency, it is widely accepted as fact that the OTCBB is a better trading market than the Pink Sheets. Thus, we highly recommend that you go public on the OTCBB.

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