

Exhibit A-1

From: [Russell Starr](#)
To: [MacPhail, Michael R.](#); [Neil Said](#)
Subject: Fwd: : Email
Date: Sunday, June 5, 2022 5:39:22 PM

This Message originated outside your organization.

Redacted - Privileged

Thank you,
Russell Starr,
Cell: 647 669 9801

Begin forwarded message:

From: Adam Timberg <adamtimberg@gmail.com>
Date: February 19, 2022 at 5:09:53 PM EST
To: Russell Starr <rstarr@defi.tech>
Cc: nsaid@fmresources.ca
Subject: Re: : Email

Mr. Said,

I appreciate your comments and have informed Russel that I am supporting Josh and Defi's best interest as a good friend and business partner to Josh who happens to have litigated for 27 years straight. Should these communications fail, which I suspect will not by assessment of the other side, I would be happy to coordinate with you and counsel for Josh Denne if need be to apply pressure at the next stage. Let's hope that is not necessary.

Again thank you for your comments of which I will incorporate.

Adam

On February 19, 2022 at 2:06:40 PM, Adam Timberg (adamtimberg@gmail.com) wrote:

Russel and Mr Said,

Section 3 revised and copied to your counsel.

3) Finally, as noted above, it goes without question that the very presumption of asserting any moral or legal rights to liquidate Defi stock pending notice of significant legal claims should the associative matters not be resolved is highly negligent and will be met with full force and effect. Indeed I, nor Brian Quinn and Defi support such a disruptive and self serving demand forwarded by you on behalf of SDK, in which I reserve my rights as a key member in possession of collateral signed by Brian Snook and Rich Kopcho that prohibits the sale of Defi securities, which would among other matters be highly detrimental to Defi and create signifiant damages to Defi.

On February 19, 2022 at 2:01:05 PM, Adam Timberg (adamtimberg@gmail.com) wrote:

Good sign that your counsel feels comfortable with my first salvo. This means that we are in alignment and hopefully I can save you all a lot of money on legal and since I am not anyone's technical layer of record I have much more freedom to navigate outside the construct of the rigidity of retained counsel at this time which is what we want.

Lawyers are like stock brokers. They get paid for good or bad trades. My goal is to get you guys what you want as efficiently and cost effectively as possible. Per Josh's stated goals to restructure and move forward I can tell you, Russell, that beyond me taking over as informal counsel or "cleaner" Josh and I had procured a significant market for the tech which is the irony. My function was to help build not break, but I've learned over 27 years of war you must often siege before you conquer.

On February 19, 2022 at 1:50:07 PM, Russell Starr (rstarr@defi.tech) wrote:

Small changes by our counsel. Adam please review. He did not see your new point number 3 but no changes there.



Russell Starr, MBA, MA
Executive Chairman, CEO

e: rstarr@defi.tech

m: (647) 669-9801

Toronto, Ontario | defi.tech

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From: Neil Said

<nsaid@fmresources.ca>

Date: Saturday, February 19, 2022 at 4:25 PM

To: Russell Starr <rstarr@defi.tech>

Subject: Email

Hi Russ – I made a few comments on the email in the attached. I removed your name as you are not personally an equity holder in SDK nor are any of their claims directed at you. However if you prefer to be named in the attached I can add you back.

Neil

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Exhibit A-2

From: Russell Starr rstarr@defi.tech 
Subject: Fwd: : Email
Date: June 5, 2022 at 5:41 PM
To: MacPhail, Michael R. michael.macphail@faegredrinker.com, Neil Said nsaid@fmresources.ca

RS

This Message originated outside your organization.

Thank you,
Russell Starr,
Cell: 647 669 9801

Begin forwarded message:

From: rivalcapgroup@gmail.com
Date: February 20, 2022 at 12:16:34 PM EST
To: Russell Starr <rstarr@defi.tech>
Cc: Joshuadenne@gmail.com
Subject: Re: : Email

No issue. Josh has earned his stripes with me many times over. He'll do the right thing and has gone beyond the call of duty to do right here. The goal will be to get the shares to him to protect and increase the value as intended.

Josh may have told you that Snook canceled his first meeting with me months ago in AZ citing utter nonsense. He then knew not to meet me based on my questions as he knew I smelled a rat. Indeed, that was the case. Now some pest control is required.

On February 20, 2022 at 9:09:02 AM, Russell Starr (rstarr@defi.tech) wrote:

Amazing. Thx Adam. Appreciate you doing this.

Thank you,
Russell Starr,
Cell: 647 669 9801

On Feb 20, 2022, at 11:41 AM, rivalcapgroup@gmail.com wrote:

Will send final email to shiller out this morning. Will not have any substantive adds Mr. Said would not bless. He simply wanted your name out or in per your request. I agree that your name should not be a part as you're not a party and only defi should. There is no good reason at all to have you personally named anywhere.

Final draft forthcoming for your approval with revisions by your counsel.

On February 20, 2022 at 8:34:22 AM, Russell Starr (rstarr@defi.tech) wrote:

Totally agree.

Thank you,
Russell Starr,
Cell: 647 669 9801

On Feb 20, 2022, at 11:21 AM, rivalcapgroup@gmail.com wrote:

We'll figure it out. Josh will get the email put today ASAP. Must have them and Corp counsel on notice. I intend to add in a line related to being suspect of selling in contravention of or restrictions implied or otherwise and prior to shiller evidencing that he is making threats to allow the sale of securities. I'd they have been dumping shares they have bigger problems as it would have been prior to Corp counsel pushing defi to allow it.

On February 20, 2022 at 6:08:12 AM, Russell Starr (rstarr@defi.tech) wrote:

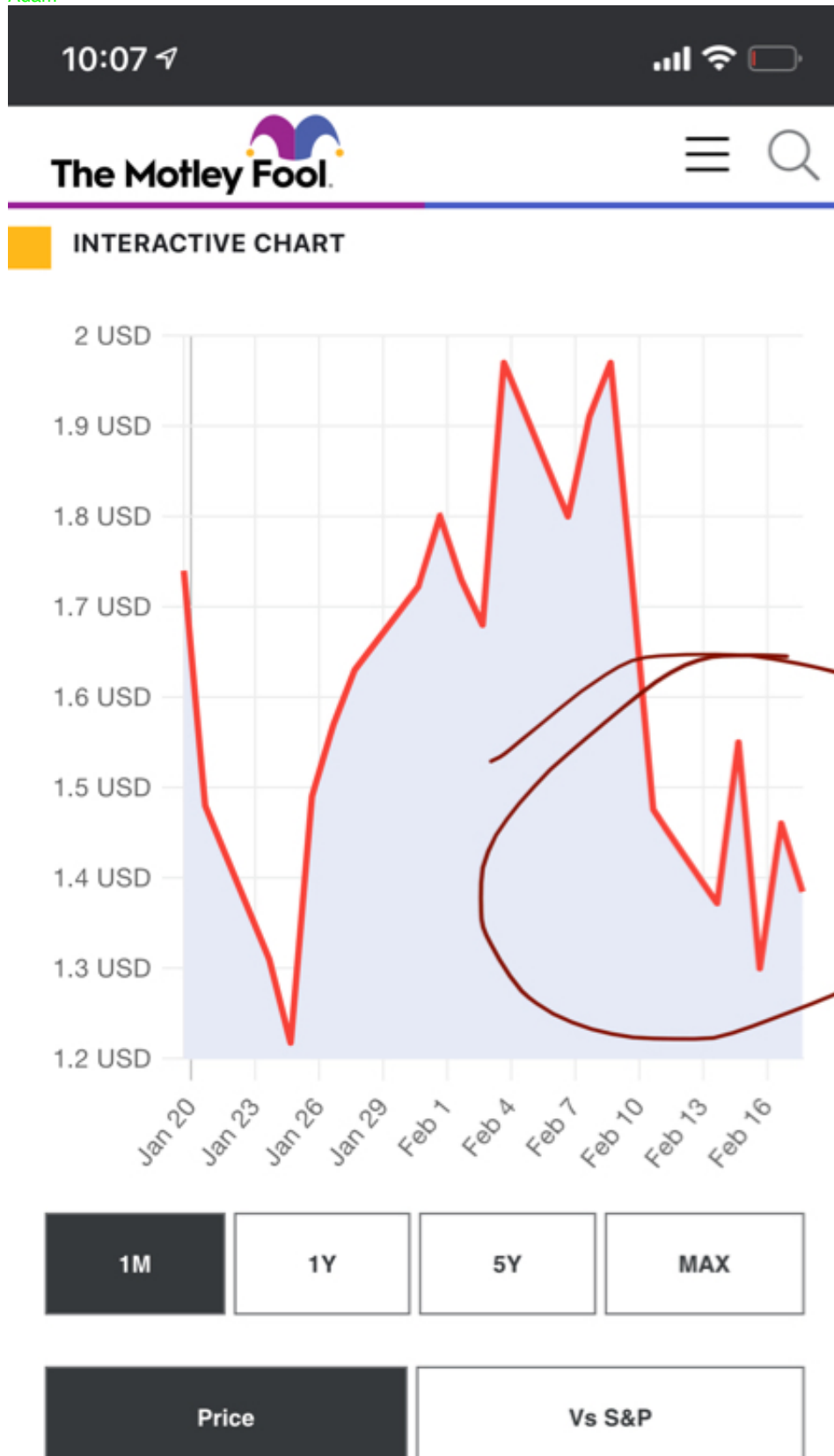
Totally agree

Thank you,
Russell Starr,
Cell: 647 669 9801

On Feb 20, 2022, at 11:22 AM, rivalcapgroup@gmail.com wrote:

On Feb 20, 2022, at 1:25 AM, rivalcapgroup@gmail.com wrote.

Russell, I have my analysts watching and more info in am. We had a long talk about this two months ago when it was near 3. These guys are dumb but it looks like more than a normal dip. I think Chris is dumb enough to believe he can sell or has with some skill unless this bend in the curve is something else. You'd know but the timing is precarious. Adam



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On February 19, 2022 at 1:50:07 PM, Russell Starr (rstarr@defi.tech) wrote:

Small changes by our counsel. Adam please review. He did not see your new point number 3 but no changes there.



Russell Starr, MBA, MA
Executive Chairman, CEO

e: rstarr@defi.tech

m: (647) 669-9801

Toronto, Ontario | defi.tech

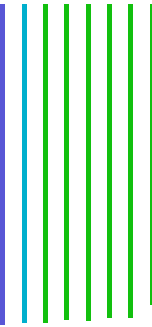
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From: Neil Said <nsaid@fmresources.ca>
Date: Saturday, February 19, 2022 at 4:25 PM
To: Russell Starr <rstarr@defi.tech>
Subject: Email

Hi Russ – I made a few comments on the email in the attached. I removed your name as you are not personally an equity holder in SDK nor are any of their claims directed at you. However if you prefer to be named in the attached I can add you back.

Neil



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Exhibit B



2 People >



...tendency on the dia.

Adam Rival

AR We will support.

Now that we are at the precipice here with this mess I hope I have to switch from strategic lawyer to hedge fund manager.

AR Now that Kaleb is up to bat I can.

How much do you think will push the dial. My analyst said about \$1m

AR And I just reviewed - along with news of course.

V little out there. That is

Camera, App Store, iMessage, Voice recording icons



Exhibit C

8:13



2 People >



Adam Rival

I buy up and down as you know. I live between the support lines and thresholds in digital all day. I'm just a good lawyer because I identify douche bags like Chris in one call. We own a majority of hyperloop. 800 people in 7 countries. Had to redirect planes in the air last year to move board members last minute to not get a quorum trap. We need to meet.

AR

Rival Capital Group - Rival Capital Group



rivalcap.com



iMessage



Exhibit D

From: [Russell Starr](#)
To: [MacPhail Michael R.](#); [Neil Said](#); [Kenny Choi](#); [Stacke Ben A.](#); [Van Dyck Henry P.](#); [Wendland Nicholas A.J.](#); [Krisztián Tóth](#)
Subject: Fwd: : [EXTERNAL]:Public securities matter and Cindy
Date: Wednesday, June 22, 2022 8:29:37 PM
Attachments: [external.png](#)
[first_time_sender_warning.png](#)

Redacted - Privileged

From: Adam <adam@sdkcap.com>
Sent: Thursday, May 5, 2022 5:18 PM
To: david@sdkcap.com
Subject: Fwd: : [EXTERNAL]:Public securities matter and Cindy

On May 5, 2022 at 5:15:29 PM, Adam (adam@sdkcap.com) wrote:

Let's do lunch at your earliest convenience. I am going to be forwarding a complete and substantive settlement proposal and offer. Once it is excepted and agreed to in a general scope I would wish to bring you in to complete the transaction as counsel if that works for you. I passed the bar at 27 and I think I was drunk at the time but I never legally practiced I've just been doing this a long time and I managed to billion dollars in assets. I pretty much do this for support at this point. Give my best regards to Cindy.

On May 5, 2022 at 5:12:58 PM, Adam (adam@sdkcap.com) wrote:

Greg, I don't need securities I already have it. This is a 90 yard line mop up. All I need is a strong face man to conclude negotiation where the other side has already submitted. I think this may be your area of expertise. All this is Finalizing contract work in order to settle and avoid litigation where Los Angeles counsel has indicated their client wants nothing to do with litigation as I have them by the balls. I simply need somebody with strong letterhead to finalize this deal and lock and Doc.

Adam

On May 5, 2022 at 5:11:19 PM, Greg Dillion (greg.dillion@ndlf.com) wrote:

Adam,
Great to hear from you and that you are doing so well. I will let Cindy

know

Unfortunately, securities litigation is not one of our practice areas. I'd be pleased to discuss generally your issues and resolution strategy no charge, but I recommend that you hire an attorney that concentrates in that area to keep your fees down.

If you ever have a need in any of our established practice areas, we'd be pleased to be of assistance. I'd also be pleased to take you to lunch to tell you about them and to catch up. I'm in Fiji right now, but back in the office on Monday.

Best regards,
Greg

Sent from my iPhone

[On May 6, 2022, at 11:38 AM](#), Adam <adam@sdicap.com> wrote:

Hi Greg,

I left you a voicemail. I actually know Cindy from 25 years ago and I was her personal trainer believe it or not. Her name came to mind as I passed your firm on the freeway. I have many substantial law firms including Irell and Josh Hueston and Wilson, Greenberg - the list goes on.

However, I thought I would contact you and see if you could help me with a matter in which I am at the tail end of dealing with a public securities company and a massive insider trading issue in which they have retained Los Angeles litigation counsel that is currently negotiating with me for settlement. We are at the 90 yard line and I need to have counsel at the tail end wrap the steel up for me.

I passed the bar at 27 just for fun but never practiced but I have been litigating and I run and manage a \$2 billion capital group. Please give me a call at your earliest convenience.

I can be reached out [718-702-5055](tel:718-702-5055).

Thank you,

Adam.

external.png



external.png

first_time_sender_warning.png



first_time_sender_warning.png

Exhibit E

2:07



2 People >



AR

They have too much momentum. That's why I want to talk. I've been trading a long time. Being a lawyer/cleaner is just one job. I'm not in this for nepotism. As Doc Holiday said: "My Hypocrisy only goes so far." - I read the read leaves in this four months ago when Chris didn't want to meet me and was wearing garlic holding a fucking cross.

AR

I have a much better plan optically and actually to bring capital into SDK 2.0 right now



iMessage



Exhibit F

From: [Russell Starr](#)
To: [MacPhail, Michael R.](#)
Subject: Fwd: State fo Affairs for SDK and DeFi - Plan of action
Date: Sunday, June 5, 2022 5:48:28 PM

This Message originated outside your organization.

Redacted - Privileged

Thank you,
Russell Starr,
Cell: 647 669 9801

Begin forwarded message:

From: rivalcapgroup@gmail.com
Date: March 4, 2022 at 2:56:01 PM EST
To: Russell Starr <rstarr@defi.tech>
Cc: Joshua Denne <joshuadenne@gmail.com>, Neil Said <nsaid@fmresources.ca>
Subject: State fo Affairs for SDK and DeFi - Plan of action

Russell,

Presumably I've demonstrated that this not my first appointment in doing wet work on a messy deal, complex or otherwise, waiving my usual \$100k fee as a cleaner (Harvey Keitel style) using an acid bath to sanitize and then ask questions later. The differentiating factor here is that I volunteered to help my dear friend Josh after analyzing SDK and DeFi more then four months ago at the time he had asked my group to make a strong buy. We opted against for many reasons, primarily because we are major short players and without a deal like Josh had the offer did not fit our parameters or buying initiatives. That could change. And finally, I have a particular hankering for having Chris, Rich and Orr suffer beyond compensatory damages. But that's personal where perhaps you can appreciate that. I rarely do personal.

As such, I have now (along with my analysts and legal) mapped the entire terrain of this spider web from inception to present and believe I understand the history (why, what and how), and what it takes to solve this to the advantage of Defi and Josh - as it should be. Consequently, being that Josh is my primary focus and duty, where I am serving multiple roles as legal, financial and strategic counsel, my default credo is that there is no such thing as friends, just loyal soldiers, and everyone else in business and life are "friendlies" until there is an inevitable impasse. I presume that Josh has learned that valuable lesson with Chris for the last time.

That said, today, Russell, we remain comrades in arms and allies, where to achieve our global objectives beyond SDK (as I could care less about that dog with flees) we must have a strong allied attack plan with full transparency to effectively strike the most valuable target(s). From my vantage point today SDK and perhaps even Chris may already be neutralized as both are suffocating with no oxygen. Simply, Josh wants to reinvent SDK in accordance with a very exciting plan I brought to him (with his army in place) focusing on the most viable demographic and psychographic market for its tech distribution (blind to Chris the pirate). This rework/reinvent is the real bell ringer that we can all discuss later. But what matters most now is the benefits to DeFi and Josh to gain current liquidity and value that may lie in the restructuring of NEWCO (post Snook), where the only initial equity players would be Josh et al and DeFi, adding true value to DeFi this time around without a drunk jockey on the horse.

Considering the foregoing as to our alignment, per your comments via text, the primary objective for investing in SDK was to position "Brian and group," to create volume for DeFi and increase the valuation. The consideration of 3m Shares per the Share Exchange Agreement by and between DeFi and SDK was in exchange for a 10% unit issuance in SDK. To clarify "Brian and group" includes Josh, who remains to this day the most instrumental and effective contributor and solicitor of capital for both DeFi and SDK, bringing in more than \$20M for DeFi and over \$1.5M for SDK, including a \$106k secured (lifeline) bridge loan for SDK collateralized by 1M DeFi shares held by SKD and/or somehow controlled by Chris, Rich and Orr. Beyond roughly 2M shares that remain secured by Josh and Brian collectively, to my knowledge, the other million at stake here needs to come back to Josh. This solves the entire mess as I said where Chris and company are already smoked.

As to selling at market value, and in accordance with the Share Exchange Agreement or SAFE, whomever holds the shares beyond the Rule 144 period would be free to liquidate subject to any other provisional restrictions I don't see. Clearly SDK or its members have sold blocks of shares in the last year or so. The resolve of this entire issue as you indicated based on my intrigue as to why DeFi invested in SDK is to take SDK out of the value matrix and use it a disposable booster rocket to move on from here - NOW! I have looked at 1000 deals and I'd never touch SDK for 1000 reasons, particularly Chris's track record or lack thereof. The point here is that the goal was to create buying influence for DeFi to increase its value in which \$3M in consideration was swapped to SDK as a loss leader not because of the fundamentals. And sadly Chris was too stupid to push SDK (vapor or not) after DeFi gave it a legit paper increase to nearly \$40M.

Per your text the restriction period was four months and has expired, where the consideration of 3M shares post restriction period is now freely tradable. As to any "gentlemen's agreement" I am not privy to, I assume that is between you and Josh where men are gentlemen as long as they are aligned. We need to now closely redefine that handshake as Josh is on the firing line here and a sit down in a good ole Russian bathhouse is not out of the question, lol. But Josh will need new binding assurances as to how both of you align for this win to feel safe. The terrain has drastically changed.

And going back to SDK not really being a concern or interest to DeFi as stated above, its future to Josh including the 10% stake DeFi has is irrelevant unless Josh wants to do something to reinvent it post Chris/Rich/Orr take out. However, based on this SDK mess and the 10% Defi needs to validate, especially the audit info that will need to be pulled out like teeth from Chris, which I am positioning Josh to do Monday, Defi does indeed have a dog in this fight now as SDK is the pivot point for global resolve.

But Josh is not a runner in a pickle with a broken leg between bases, where Defi stock is declining and SDK has smoked all of his money while he took out Orr and now stands to hold a worthless shell, owe investors, and potentially worthless Defi shares as they decline further from shorts and lack of volume. This is the central focus of what we need to fix and decide upon now, where it seems occam's razor applies - the solution is right under our nose. SDK is worthless, has been, and was nothing but a PR shell to Chris and/or anyone else but Josh to show vesting to increase the price of Defi and find buyers, which Josh did while Chris robbed the till and made Orr whole by extorting Josh and Brian.

Therefore, why do we care how SDK get's reorganized? I don't want to put a cent into it and could care. Josh is the largest creditor with a secured note that collateralizes the 1m shares that Orr and/or Chris are trying to sell, which Josh could seek emergency relief and block himself. Indeed, Josh should foreclose on the Note and take the shares back which is the path of least resistance. And as you indicated earlier all the 3m shares should go to Josh which was worth roughly \$4m at the time of exchange for his performance in brining in 20M plus in buying, which I can't verify but believe, Further, all of the shares should be striped from Chris or SDK and assigned to Josh for doing his job, putting in over \$1.5M to SDK, buying out Orr against provision that he is now on the line for to Breal, and beyond that...see more comp for pushing anyone else further into this buy up, which would include my group. I'm on your side Russell based on our how the lines have been drawn but I am not a member of any entity nor at this point getting paid to settle a blood marker for Josh to clean this mess up for the beneficial parties. I never lose, but we need to close this out this week because we all have our limits for gratuity before things get expensive.

In closing, what's the point in having Josh fight for SDK to get worthless assets beyond the shares he and Brian are entitled to, unless there is some side agreement between Josh and you to fund SDK for a new direction. If not I see absolutely no reason for Josh not to foreclose on the note and sell, where if he holds the paper as a "gentlemen" without a clear understanding today of what's best for you both, he ends up with a shit shell and plummeting paper plus legal wars. Not what I will advise. I have a much better plan if you're game.

Let me know what I am missing here, where time is ticking and from what I see Josh is strapped with an exploding vest if we don't execute the plan together to end this and lock and doc it this week.

We are in the game with you but both allies have to live and die by the same sword.

Respectfully,

Adam

Exhibit G

1:59



2 People >



Sorry what resources?

Adam Rival

Everything that I have in place beyond my time which I'm now exhausted handling everything from strategy to legal to analysis to deal with the situation so that it goes away and it becomes favorable for all of us. Josh cannot shoulder this burden if we don't resolve this quickly on his own. I'm just telling you that there are a lot of people that are working and I have two lawyers behind me



iMessage



Exhibit H

From: [Russell Starr](#)
To: [MacPhail, Michael R.](#)
Subject: Fwd: Time to pounce.
Date: Monday, June 6, 2022 7:13:55 AM

This Message originated outside your organization.

Redacted - Privileged

Thank you,
Russell Starr,
Cell: 647 669 9801

Begin forwarded message:

From: The Wolf <rivalcapgroup@gmail.com>
Date: March 29, 2022 at 2:31:23 PM EDT
To: Kalab Honey <khoney@honeylegal.com>, Russell Starr <rstarr@defi.tech>, Neil Said <nsaid@fmresources.ca>
Cc: Joshuadenne@gmail.com, Ryan Ptolemy <ryanp@fmfinancialgroup.com>
Subject: RE: Time to pounce.

Russell/Neil,

Per Kaleb email below he has (as indicated) gone pretty deep into this based on a “winning track record” wit me and where I have been lawyering this with his review since inception for Josh. Would greatly appreciate if we could formally join forces here to make the final strike and settle this. I think we can get either to a settlement agreement but need to show we are aligned to Rich and he has only one option NOW.

Josh has been working Rich and it is clear Rich is the one is willing to settle and has the power. Chris is simply letting Rich try to get him paid off while Chris continues to violate his duty and cause as much damage as he can scrambling. We are in position to cut the head off the dragon but my next response to them today per Josh will be the last strike informally and know with certainty that follow up right behind it from both legal fronts (Kaleb and Neil) or Kaleb representing both as stateside litigation counsel will nail the coffin shut and prove they have no counsel.

Also, bear in mind if we were to sue SDK they can't represent an entity. This would further prove they have no counsel. Goal is to end this now.

Russell?

Adam.

On March 28, 2022 at 1:10:43 PM, Kalab Honey (khoney@honeylegal.com) wrote:

I've reviewed all documents, but cannot advise yet. First, I need more information. The two enforceable documents I've received are a non-valuation/non-cap SAFE Note that is for a share-exchange and a Promissory Note for \$100K and change. The Promissory Note and unfiled UCC-1 are relatively straightforward. Are we only trying to enforce the Promissory Note and the UCC? If we are trying to enforce the SAFE Note, it's a little more tricky. What was the triggering event or event of default under the SAFE Note?

Second, I need to be under contract before we get too far down the strategy road. Who I represent will depend on what instrument we are trying to enforce. I'm trying to get up to speed in the middle of a very busy litigation schedule, for which I'm stepping back into a deposition in 10 min (ironically on a case defending against enforcing a Promissory Note secured by stock). In any event, the only reason I got involved was because Adam and I have a very successful history. That being said, I'm happy to help if I can (and you all can have just a little more patience) assuming we can figure out representation and get me some answer to the questions in the first paragraph.

I will be available this evening and my schedule for the middle and latter part of this week is much more open than it has been. Perhaps respond to this email with answers to the foregoing and I can read on my next break. Then we can deal with next step.

sincerely,

Kalab A. Honey

Law Offices of Kalab A. Honey, P.C.

14 Corporate Plaza Dr., Suite 120

Newport Beach, CA 92660

T: [\(949\) 720-7030](tel:9497207030)

F: [\(949\) 209-3758](tel:9492093758)www.honeylegal.com

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From: Neil Said <nsaid@fmresources.ca>
Sent: Monday, March 28, 2022 10:47 AM
To: The Wolf <rivalcapgroup@gmail.com>; Kalab Honey <khoney@honeylegal.com>; Russell Starr <rstarr@defi.tech>
Cc: joshuadenne@gmail.com; Ryan Ptolemy <ryanp@fmfinancialgroup.com>
Subject: RE: Time to pounce.

Hi Adam,

We sent Kalab the relevant documentation last week and he will revert back once he has had a chance to review to advise us on strategy and next steps.

Neil

From: The Wolf <rivalcapgroup@gmail.com>
Sent: Monday, March 28, 2022 1:29 PM
To: Kalab Honey <khoney@honeylegal.com>; Russell Starr <rstarr@defi.tech>; Neil Said <nsaid@fmresources.ca>
Cc: joshuadenne@gmail.com; Ryan Ptolemy <ryanp@fmfinancialgroup.com>
Subject: RE: Time to pounce.

Gentlemen,

Chris is ready to settle. Did Neil and Kaleb talk. We need to lock in the joint position. I think we can end this this week. My response forthcoming per josh to Chris. They know they need to settle but they are not getting a cent in stock.

This means potentially turning up the flames to boil one last time and we need legal to letterhead on both sides if not by email at least. Chris needs to see we are not playing around another day and I am certain Chris is folding because Rich is. But Chris is running rampant causing internal issues still scrambling and causing damage each day.

We also have a call with stockholders today that we are assuring a result this week.

Adam

On March 25, 2022 at 4:43:00 PM, Kalab Honey (khoney@honeylegal.com) wrote:

Confirmed.

Kalab A. Honey

Law Offices of Kalab A. Honey, P.C.

14 Corporate Plaza Dr., Suite 120

Newport Beach, CA 92660

T: [\(949\) 720-7030](tel:(949)720-7030)

F: [\(949\) 209-3758](tel:(949)209-3758)

www.honeylegal.com

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From: The Wolf <rivalcapgroup@gmail.com>
Sent: Friday, March 25, 2022 10:41 AM
To: Kalab Honey <khoney@honeylegal.com>; Russell Starr <rstarr@defi.tech>; Neil Said <nsaid@fmresources.ca>
Cc: joshuadenne@gmail.com; Ryan Ptolemy <ryanp@fmfinancialgroup.com>
Subject: Re: Time to pounce.

Has counsels received the note and secured docs? Please confirm

On March 24, 2022 at 9:52:13 PM, Kalab Honey (khoney@honeylegal.com) wrote:

I am available for a call tomorrow (Friday) anytime after 1:30 Pacific time.

Sent from my Verizon, Samsung Galaxy Tablet
Get [Outlook for Android](#)

From: Neil Said <nsaid@fmresources.ca>
Sent: Thursday, March 24, 2022 1:00:13 PM
To: The Wolf <rivalcapgroup@gmail.com>; Russell Starr <rstarr@defi.tech>
Cc: Ryan Ptolemy <ryanp@fmfinancialgroup.com>; joshuadenne@gmail.com <joshuadenne@gmail.com>; Kalab Honey <khoney@honeylegal.com>
Subject: RE: Time to pounce.

I am available for a further call.

Kalab, attached is the SAFE agreement signed by DEFI. Adam/Josh can send you the promissory note they signed so you can review that agreement as well.

From: The Wolf <rivalcapgroup@gmail.com>
Sent: March 24, 2022 3:11 PM
To: Russell Starr <rstarr@defi.tech>
Cc: Ryan Ptolemy <ryanp@fmfinancialgroup.com>;
joshuadenne@gmail.com; Neil Said
<nsaid@fmresources.ca>; Kalab Honey
<khoney@honeylegal.com>
Subject: Re: Time to pounce.

Gents,

Response to Snook proposal forthcoming. Are we working things out tomorrow with Neil and Kaleb you to end this settle favorably and move on?

The iron is hot. Let's strike.

On March 23, 2022 at 5:31:14 PM, Russell Starr (rstarr@defi.tech) wrote:

They are taking defi stock?

Thank you,

Russell Starr,

Cell: 647 669 9801

On Mar 23, 2022, at 6:47 PM, The Wolf <rivalcapgroup@gmail.com> wrote:

I am going to draft response/offer and circulate. Let's put this to bed. This guy has no grounds to negotiate. He knows it's game over. I'm tempted to indicate his cut is the loss in value of the share price since he's been playing games trying to illegal liquidate them and making SDK his personal piggy bank. I am also going to request that he provide financials and any evidence that he is a manager of SDK Holdings LLC or Meta and/or if he sits on the "board of managers" as provisioned in the OA. I know he doesn't have it.

Draft offer/response forthcoming for

review by the parties.

On March 23, 2022 at 3:26:31 PM,
The Wolf
(rivalcapgroup@gmail.com) wrote:

This guy is folding like a deck of cards as expected. Chris has no counsel, he's flat broke, and he's not getting a single share to split. He can agree to have Orr pay back the \$380k. We're happy to give him an accounting of the he liabilities. I want to see the books to see how much money he's stolen. That's his share.

Kaleb/Neil - let's end this and I can propose a settlement offer, but they don't get a share of the stock.

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Exhibit I

From: [The Wolf](#)
To: [Darryl Drake](#); [Kalab Honey](#)
Cc: [Russell Starr](#); joshuadenne@gmail.com
Subject: RE: Membership In SDK Captal Group and Compenstaion for Consulting Services
Date: Friday, April 15, 2022 1:10:01 AM

Great Kaleb,

Darryl is ready to join as a member of the new entity, SDK Capital Group LLC, and legally support the efforts to grow both this private company and DeFi as what I have defined as a "member affiliate." - Simply, as per the conditions and contingencies below for Darryl, where we are willing to help remedy in good faith through the new entity any stated non performance that, of course, I, nor Rival Capital or it's members were ever a part of negotiating. We see great value in help compensate Darryl legally through m m membership interest internally as he is not a licensed FINRA affiliates broker dealer.

As to DeFi, as outlined, DeFi would also carry over to the new entity with a new charter to not only continue with the planned path of SDK 1.0 but to also make perhaps strategic acquisitions in tandem to benefit both the private and public cooperatives.

This not only legitimatizes Darryl past and future efforts but also provided DeFi with a soft landing where it belongs.

I will lay out more tomorrow.

Adam

On April 14, 2022 at 11:06:37 PM, Kalab Honey (khoney@honeylegal.com) wrote:

Just an FYI-I've reviewed the proposed LLC agreement. No big red flags but some details obviously need to be worked out. I'm draling with a securities matter tomorrow morning but will be free in the afternoon if anyone needs to reach me. It sounds like the plan is taking form, so perhaps we can get some of the legal items hammered out and then figure out the best way to deal with loose ends and have a clean transition to 2.0.

Kalab

Sent from my Verizon, Samsung Galaxy smartphone

----- Original message -----

From: The Wolf <rivalcapgroup@gmail.com>
Date: 4/14/22 5:18 PM (GMT-08:00)
To: Darryl Drake <elitesuccesscoach@yahoo.com>
Cc: Russell Starr <rstarr@defi.tech>, joshuadenne@gmail.com
Subject: Re: Membership In SDK Captal Group and Compenstaion for Consulting Services

To be crystal clear:

1) We need to see a current Haywood account statement confirming 500k shares, including the 150k shares. You must understand that selloffs have tanked the stock and cost DeFi and all the investors millions. So we need assurance. The sell offs and the Brian shenanigans are what have caused massive harm. Hence, why we don't do business this way.

2) The 500k shares, which is 250k over what you would be due from Brian, if you could ever collect, and again, based on a verbal agreement we cannot substantiate, but expressly confirmed by Josh. We will agree to it. However, although unrestricted, you will lose your options and upside below should you sell without member affiliate agreement at increments that WILL NOT hurt the share price. So unrestricted legally but if you sell against the agreement before appropriate levels, you will lose your options entirely and forfeit your membership interest in SDK Capital Group LLC.

3. The 500k shares as incentive will be put in escrow and free and clear as you earn them, delivered you at each milestone. These shares will also be subject to forfeiture of options and units in SDK Capital Group LLC should you sell without notice to member affiliates.

Last, price protection is contingent on the above.

Adam

On April 14, 2022 at 4:52:01 PM, The Wolf (rivalcapgroup@gmail.com) wrote:

Yes, based on the contingencies on your side in accordance with providing assurances to the member affiliates of SDK Capital Group LLC that you will hold long and we have transparency as to anyone selling.

On April 14, 2022 at 4:23:04 PM, Darryl Drake (elitesuccesscoach@yahoo.com) wrote:

500k unrestricted issued now
Unlock the 150k that I have with Haywood
Price guarantee on all shares
Is this correct ?

[Sent from Yahoo Mail for iPhone](#)

On Thursday, April 14, 2022, 4:21 PM, The Wolf
<rivalcapgroup@gmail.com> wrote:

Section 1(c) is what you're being offered
from past issues.

Section 1(c)(I) is your offer for future value.

Total 1m shares.

On April 14, 2022 at 4:18:19 PM, Darryl Drake (elitesuccesscoach@yahoo.com) wrote:

I don't see anything about the 500k shares I get now

[Sent from Yahoo Mail for iPhone](#)

On Thursday, April 14, 2022, 4:11 PM, The Wolf <rivalcapgroup@gmail.com> wrote:

Darryl,

Please review the following offer which is extended to you on behalf of SDK Capital Group LLC, a private company domiciled in Wyoming.

You should understand that you DeFi Technologies Inc. ("DeFi") is a publicly traded company and must adhere to strict regulatory requirements. Russell Starr, Chairman and CEO is not able to offer you any compensation directly for the promotion of public securities, as you are not a licensed FINRA affiliated broker/dealer and it is illegal for you to be compensated for the sale of securities

through DeFi.

That said, we understand that you did indeed have some agreement with Brian Quinn, who is unaffiliated with an SDK entity which DeFi and Josh are members of. I make this point because anyone who is a member of the private company does indeed have the legal ability to promote DeFi or any related member of SDK Capital Group LLC or prior affiliated entities because you are increasing the value of your investment and the affiliated public value of DeFi who is also a member. If you are not a member of the same company you are unable to receive any compensation past, present or future legally. To do so would be illegal and nobody is willing to do that.

Therefore, you have a non binding arrangement with Brian Quinn for some purpose that is unknown to me and not in writing to confirm. Therefore, whatever you are entitled to should be paid to you by Brian. However, in light of the situation and the value you have brought to the related parties, regardless of the confirmed non performance that remains heresy as to you being owed

250,000 shares from Brian of some company, SDK Capital Group LLC would like to offer you the following:

1) A binding written agreement to provide you with shares of DeFi that have been invested into SDK Capital Group LLC for fair value and consideration. The amount would be \$500k in total and held in escrow contingent upon the following:

a) Please provide your current brokerage account statement showing the sum total of 500,000, of which 150,000 are currently restricted. You have represented that you have all the shares and have not sold.

b) You will need to sign on as a member of SDK Capital Group LLC to receive your shares to make it legal.

c) SDK Capital Group LLC is willing to compensate you in units and further shares to further promote buying of DeFi to enhance the value of SDK by helping increase the value of DeFi. An additional 500,000 shares would held in escrow and released in increments, unrestricted to you, based on the following schedule:

(i) 125,000 shares for every 5,000,000 of DeFi shares purchased by member affiliates up to 500,000 total. This means that if you bring 20,000,000 in purchase power to member affiliates, you would receive the total 500,000 shares.

(d) Additionally, the member affiliates are willing to support price protection to guarantee any further downside and promote future gains to hold the shares you have and encourage your group to do same. But you must be a member affiliate of SDK Capital Group LLC.

Finally, it would be terrible for you or your investors to sell at this time. DeFi and other member affiliates are currently driving the value back up and your investors would take a serious loss, in addition to you not receiving any future compensation, no lift on your restricted shares, and no membership in SDK Capital Group LLC, which is going to be capitalized to create the sharp end of the spear to help increase DeFi value by investing in additional decentralized private assets. Moreover, if you were to sell all the share or encourage selling, that is also illegal and

ill advised. And it would trigger short positions that you would be helping.

You are being offered an amazing deal and I implore you to agree to it. You have until today at 8pm to decide. We currently are in a position to being heavy buying tomorrow and Monday and at that point your deal will be off table as the value increases organically and your capital wont be needed.

Let us know,

Adam