

Av. Paulista, 1471 - Conj. 511, sala 02, Bela Vista, São Paulo, SP-Brasil. ZIP 013311-927, Post Office Box 21321

VCR CONSTRUCCIONES Y COMERCIO S.L. (VCR Ltda- Spain) Paseo de la Castellana 200, Madrid-Spain, ZIP 28046

SOLOFIRME LDA (VCR Ltda- Portugal) 100 Av. Infante Dom Henrique, N°2, de Elvas-Portugal. Zip 7350-100

+55(11) 994134475 +34 674638706 +351 93 937 4259 https://vcrconstrucoes.com info@vcrconstrucoes.com Eng. Victor C. Rojas CEO of VCR GROUP

PRIVATE AND

CONTACT CONFIDENTIAL

Monday, 01 September 2025

To: END BUYER

Mr. (s).

Via: Mr(s

, as Business Strategy Representative in

of VCR Group.

Respected Sir

The SELLER, Chief Executive Officer, Mr. VICTOR ANTONIO CARVAIAL ROIAS, Engineer, And Business Strategy Representative in Dubai-EAU of VCR CONSTRUCCIONES Y COMERCIO S.L. (VCR - SPAIN), a company of **VCR Group**, Mr. , and THE TRUSTEE ASSET MANAGER Attorney at Law / Pay-Master

Ref. SOFT CORPORATE OFFER (SCO)

Ref. Transaction Code: VCR LTDA - OMIF - AU01092025 Gold Bars SOUTH kOREA

We, as a company, confirm that VCR CONSTRUCCIONES Y COMERCIO S.L. (VCR - SPAIN), represented by Mr. VICTOR ANTONIO CARVAJAL ROJAS - CEO, we issue this document SOFT CORPORATE OFFER (SCO) for the sale of gold bars and other minerals, confirms on your behalf and with full responsibility and penalty of perjury, that are have the authority and legal right to sell gold (Au) of non-criminal origin in accordance with the terms and conditions detailed below:

TERMS AND CONDITIONS:

Product Description:

Commodity: (Au) Gold Bars

Form: Ingots/Bars of more than 1 Kg and 12,5 each b.

Purity: 99.99%. c.

Quality: 24 Karat plus

1. QUANTITY:

1.000 kilograms or more of gold metal each month and increasing if required by the buyer. CONTRACT FOR 12 MONTHS with R+E, CIF Dubai Airport-UAE or ASWA (Any Safe World Airport)

2. PRICE:

LBMA (6% Gross - 4% Net for the Buyer), The LBMA gold price of the second round will be set at 15:00 London time and in US dollars per kilogram.

- **Commission**: for Intermediaries/Consultants they will be entitled to a total commission of 2% (being 1,0% for group of seller and 1,0% for group of buyer) paid by the Seller, which will be paid according to the prorated invoice for each concluded tranche of sales of Gold bars.
- **QUANTITY FIRST TRANCHES:**



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The first Shipment started with **(1,000) One Thousand kilos** within 45 days maximum of having received the bank guarantee **(SWIFT Mt-760** / *SBLC Cash Backed Unconditional*) in the Seller's account, a 2nd to the 11th delivery it will be **1,000 kg per month**, with a total of **12 tons of gold bars**. *(see conditions for Swift Mt 760)*

4. METHOD OF PAYMENT:

SWIFT MT103 against verification of the Gold at the **SHINHAN BANK** agency indicated by the seller in SEOUL, SOUTH KOREA.

Before performing this ledger-to-ledger (LTL) bank transfer or MT 103 cash transfer, the end buyer must open a special account to make payments for products to be exported from South Korea to other destinations at **SHINHAN BANK**, which is one of the banks that offers this service. There, the buyer must deposit the value of each monthly order into their own account to guarantee the seller that, once the gold is verified, they will make the LTL payment to the same bank.

The buyer must inform the bank of the type of machines they will use for gold verification, as well as the time it will take to verify each ingot. The bank will assign a location for gold verification based on the dimensions provided.

<u>Note</u>: If you do not wish to open this account in South Korea, you must open a Scrow Account, preferably in Spain, for the value of a monthly delivery, so we can sell to you on FOB South Korea or CIF ASA - Any Safe Airport. (*Ask us about the discount for this option*.)

5. ORIGIN:

Seoul, South Korea. LS NIKKO or Similar

6. TRANSACTION:

The Seller undertakes to deliver the Gold for verification at the agency authorized by **SHINHAN BANK**, under the EXWORK condition at this Bank.

7. DOCUMENTS:

The Seller will provide the following documents:

- a. Three original commercial invoices in favor of the buyer.
- b. Certificate of Origin
- c. Certificate of ownership
- d. Weight Certificate
- e. Certificate of customs clearance and certificate confirming the legal export.
- f. USD/EUR 1 movement certificate
- g. Export License
- h. Airway ticket
- i. The declaration that the gold is of non-criminal origin, free of encumbrances and free of encumbrances, is transferable and exportable.
- j. Packing list

8. PROCEDURE:



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- 1. The Seller issues a complete **Soft Corporate offer (SCO)**
- 2. The Buver issues an Irrevocable Purchase Order (ICPO); This ICPO must come with the passport of the CEO, Certificate of Incorporation of the purchasing company.
- 3. After a mutual agreement between the Buyer and Seller and upon the signing of the complete Soft Corporate Offer (SCO), The Seller issues a non-disclosure and non-circumvention agreement (NCNDA / IMPFA - Transaction Code: VCR LTDA - END BUYER - AU01092025) and a draft SALES AND PURCHASE AGREEMENT (SPA) and the PROFORMA INVOICE (PI).
- 4. After a mutual agreement between the Buyer and the Seller, the Buyer and the Seller sign and seal the SALES AND PURCHASE AGREEMENT (SPA) and the PROFORMA INVOICE (PI), thus finalizing the purchase agreement.

5. Method of Payment:

- The Buyer must open a special account at SHINHAN BANK in Seoul, South Korea (https://www.shinhan.com/) to deposit in its name the amount of USD \$103,000,000, equivalent to the value of one (1) monthly delivery.
- The Buyer informs the Seller that the account has been opened and presents its balance as valid POF, and authorizes the Seller to verify it with **SHINHAN BANK** through **ATV**.
- SHINHAN BANK will provide the Buyer with a space in one of its branches for the Seller to place the gold bars for verification, and will present all documents, including the packing list, for the Buyer's review. The cost of this banking service is the Buyer's responsibility.
- Once the gold bars have been verified, and everything is in order, the Buyer must pay via Ledger to Ledger or by via MT-103 Cash transfer, immediately after verification.
- Once the full payment of each tranche has been made, the gold title will be immediately **transferred from the Seller to the Buyer**. and may withdraw the gold from the bank branch to the destination of their choice, either to a warehouse in South Korea, or to the Seoul International Airport (South Korea) free zone for subsequent export, or to another destination, the costs of which are at the Buver's expense and risk.
- If the Buyer decides to proceed, they will be required to cover all travel expenses (for two 6. people) for a 30-day business class flight on **Emirates Airlines** from São Paulo to Seoul, Korea, and vice versa, all-inclusive accommodations in separate rooms at 5-star hotels such as the Park Hyatt, Grand Hyatt, Grand Intercontinental, or Conrad Seoul, and all domestic air travel from Seoul to Busan and vice versa; . This expense will be refundable if the Buyer completes the transaction with EXW in Shinhan Bank-Seoul. And transfer \$20,000 in cash to my account at Santander or Caixabank in Spain. See our banking information at the end of this SCO.

By signing below, both parties are fulfilling their corporate legal responsibility and executing this Agreement under penalty of perjury.

VALIDITY OF THIS, SOFT CORPORATE OFFER (SCO): 5 days, the price varies after this validity date.



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IN WITNESS WHEREOF, the undersigned, have read, understood, and executed this Agreement in one (1) original part on this Sunday, 17 August 2025.

Signature accepting the procedure:

"Accepted and agreed without change

(Electronic signature is valid and accepted as hand signature)"

a. **EDT** (Electronic document transmissions) shall be deemed valid and enforceable in respect of any provisions of this Contract. As applicable, this agreement shall be: -Incorporate U.S. Public Law 106-229, 'Electronic Signatures in Global & National Commerce Act'' or such other applicable law conforming to the UNCITRAL Model Law on Electronic Signatures (2001)

ELECTRONIC COMMERCE AGREEMENT (ECE/TRADE/257, Geneva, May 2000) adopted by the United Nations Centre for Trade Facilitation and Electronic Business (UN/CEFACT).

EDT documents shall be subject to European Community Directive No. 95/46/EEC, as applicable. Either Party may request hard copy of any document that has been previously transmitted by electronic means provided however, that any such request shall in no manner delay the parties from performing their respective obligations and duties under EDT instruments.

For and on behalf of **THE SELLER**

For and on behalf of THE BUYER

of

Name: Mr. VICTOR C. ROJAS, ENG. **CEO-PRESIDENT** of all **VCR Group** companies.

Passport N° AR893143 of Colombia

RNE N°: V-928295-0 of Brazil NIF N°: 328.041.637 of Portugal NIE N°: Z0248637-N of Spain Email: info@vcrconstrucoes.com CEO of Passport N° Email:

Name: $Mr_{\bullet}(s)$.

/End Buyer

REPUBLICA DE COLOMBIA COL AR893143 PASAPORTE CARVAJAL ROJAS PASSPORT VICTOR ANTONIO COLOMBIANA 17 JUL/JUL 1970 CC88156326 PAMPLONA COLOMBIA C. SAO PAULO 19 NOV/NOV 2015 18 NOV/NOV 2025 9 P<COLCARVAJAL<ROJAS<<VICTOR<ANTONIO<<<<<<< AR893143<9C0L7007178M2511188CC88156326<<<<72

VCR Group



Unconditional

VCR PROJETOS CONSTRUÇÕES E INCORPORAÇÕES LTDA (VCR Ltda- Brazil)

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+351 93 937 4259 https://vcrconstrucoes.com info@vcrconstrucoes.com Eng. Victor C. Rojas CEO of VCR GROUP

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To receive the payment for each delivery against Refinery Analysis, Air Waybill and other shipping documents in Port/Airport of destination by Cash Transfer via Swift Mt 103 in this Accounts: We can also receive here the RWA, and Swifts Mt199, Mt 799 Pre-advice, Mt 760 - SBLC Cash Backed

BANK NAME SANTANDER BANK - SPAIN

BANK ADDRESS Agency N°: 2661, Bravo Murillo, 331. Madrid-Spain, ZIP 28020 VCR CONSTRUCCIONES Y COMERCIO S.L. – NIF N° B75715623 **ACCOUNT NAME**

ACCOUNT NUMBER

ES45 0049 2661 4225 1447 2284 **IBAN CODE**

BIC / SWIFT CODE BSCHESMM SORT CODE 401199

BANK OFFICER Francisco Javier Rivas Jiménez / +34 658818194/

franciscojavier.rivasjimenez@gruposantander.es

BANK NAME CAIXABANK - SPAIN

BANK ADDRESS Agency N°: 9055, Alberto Alcocer 1-3 Madrid-Spain, ZIP 28036 VCR CONSTRUCCIONES Y COMERCIO S.L. – NIF N° B75715623 ACCOUNT NAME

ACCOUNT NUMBER 0049 7918

ES35 2100 9055 1602 0049 7918 **IBAN CODE**

BIC / SWIFT CODE CAIXESBBXXX

BANK OFFICER Francisco Alfonso Gonzáles Herrera / +34 686 731 740

franciscoalfonso.gonzalez@caixabank.com.es

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Regar o aplicativo da Sinance

Specifications

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Properties		Unit	Specifications
Au		%	> 99.99
Impurities	Fe, Pd, Pb, Ni, Sb, Zn	ppm	< 50
	As	ppm	< 30
	Cd	ppm	< 25

