

## Prospectus: Zaivio DualYield Investor Program

Zaivio LLC

Date: May 3, 2025

**Confidential:** This prospectus is intended solely for accredited investors and qualified purchasers. It does not constitute an offer to sell or a solicitation of an offer to buy securities in any jurisdiction where such offer or sale is not permitted. Investments involve significant risks, including the potential loss of principal. Please review the “Risk Factors” section carefully.

---

### Executive Summary

Zaivio LLC (“Zaivio”) is a leader in **AI-powered infrastructure** for small businesses, delivering decentralized cloud computing and AI-driven solutions in a **\$133 billion market** (Statista, 2025). The **DualYield Investor Program** is a limited-opportunity investment offering that combines **immediate passive income** through token utility and **long-term equity ownership** via a Simple Agreement for Future Equity (SAFE).

### Key Features:

**Dual-Track Structure:** Investors participate in both token-based yield and convertible equity.

**Track 1 – Token Utility:** ZVIO tokens at \$0.065 (35% discount), cloud node ownership with ~27,375 tokens/year/node, 5% revenue buybacks, and 5% revenue distributions.

**Track 2 – Convertible Equity:** SAFE with a \$15M valuation cap, 20% discount, and pro-rata rights, convertible at a future equity round, acquisition, or IPO.

**Investment Tiers:** Four tiers (\$10,000–\$100,000) with scalable returns.

**Early-Bird Incentives:** 10% bonus tokens for commitments by June 1, 2025.

**Market Opportunity:** Proven beta traction, targeting 5,000 users and \$2M revenue by Q4 2025.

This prospectus outlines the terms, risks, and potential rewards of the DualYield Program, designed for accredited investors seeking exposure to Web3 and AI innovation.

---

### Company Overview

Zaivio LLC

**Founded:** 2025

**Headquarters:** 5 Cowboys Way, Suite 300-8, Frisco TX 75034

**Industry:** Artificial Intelligence, Web3, Decentralized Infrastructure

**Website:** zaivio.com

Zaivio develops AI-powered infrastructure to empower small businesses with tools for automation, analytics, and growth. Our decentralized cloud node network supports our technology infrastructure, processes AI compute tasks, enabling scalable, cost-effective solutions. Zaivio's platform includes components of blockchain technology, ensuring transparency, security, and efficiency.

### **Mission**

To democratize AI for small businesses, driving economic growth through decentralized, accessible technology.

### **Traction**

**Beta Program:** Multiple small businesses and professionals onboarded, very high retention.

**Revenue Streams:** Subscription fees, node compute tasks, AI service licensing.

**Partnerships:** Collaborations with leading blockchain and AI firms (details available under NDA).

**Team:** 20+ professionals, including AI and blockchain experts.

### **Market Opportunity**

The global AI infrastructure market is projected to reach **\$133 billion by 2030** (Statista), driven by demand for AI-driven automation. Small businesses, representing 99% of U.S. firms, are underserved by enterprise-focused solutions. Zaivio bridges this gap with tailored, decentralized AI tools.

---

## **The DualYield Investor Program**

The DualYield Program is a hybrid investment offering that provides investors with **immediate returns** through token-based yield and **long-term upside** through equity ownership. All investors participate in both tracks, ensuring diversified exposure to Zaivio's growth.

### **Track 1: Token Utility and Passive Income**

Investors receive **ZVIO tokens** and **cloud node ownership**, generating daily passive income from platform activity.

#### **ZVIO Tokens:**

Price: **\$0.065** (35% discount from \$0.10 market rate, exclusive for commitments by June 1, 2025).

**Early-Bird Bonus:** 10% additional tokens for investments by June 1, 2025.

**Vesting:** 12-month vesting (25% released quarterly) to stabilize the token economy.

#### **Cloud Nodes:**

Each node processes AI compute tasks (e.g., predictive analytics, automation workflows) for small businesses.

Estimated yield: **~27k tokens/year/node** based on current platform usage.

**Guaranteed Minimum Yield:** 20,000 tokens/node in Year 1, backed by Zaivio's reserve fund.

**Token Buyback Program:**

Zaivio allocates **5% of net revenue** to repurchase ZVIO tokens from the open market, reducing supply and supporting value.

**Revenue Distributions:**

**5% of net revenue** distributed quarterly to investors in stablecoin (USDC) or ZVIO tokens (investor's choice).

**Liquidity:** Tokens are tradable on partnered exchanges (subject to vesting and regulatory compliance).

**Example:** A \$25,000 investment yields 384,615 tokens (423,077 with bonus) and 50 nodes, generating ~1.37M tokens/year (valued at \$1.37M if tokens reach \$1.00).

**Track 2: Convertible Equity via SAFE**

Investors receive a **Simple Agreement for Future Equity (SAFE)**, securing a preferred ownership position in Zaivio.

**Valuation Cap: \$15 million.**

**Discount: 20%** on equity conversion.

**Conversion Triggers:** Equity financing round (e.g., Series A), acquisition, or IPO.

**Pro-Rata Rights:** Investors may participate in future rounds to maintain ownership percentage.

**Flexibility:** At conversion, investors may convert to equity, remain in the token economy, or blend both.

**Exit Scenarios:** Potential exits include acquisition by a tech firm (\$100M+ valuation) or IPO by 2028, based on market trends.

**Example:** A \$100,000 investment grants ~0.5–1% equity (post-conversion estimate), potentially worth \$500K–\$1M in a \$100M exit.

---

**Investment Tiers**

The DualYield Program offers four tiers to accommodate various investment levels. All tiers include tokens, nodes, and SAFE equity.

Tier	Investment	Tokens @ \$0.065	Nodes	Est. Annual Token Yield	SAFE Equity Estimate	Total Value Potential*
Tier 0	\$10,000	153,846 ZVIO	20	547,500 ZVIO	~0.05%	\$690,000+
Tier 1	\$25,000	384,615 ZVIO	50	1,368,750 ZVIO	~0.125%	\$1,730,000+
Tier 2	\$50,000	769,231 ZVIO	100	2,737,500 ZVIO	~0.25%	\$3,450,000+
Tier 3	\$100,000	1,538,462 ZVIO	200	5,475,000 ZVIO	~0.5–1%	\$6,900,000+

*\*Assumes \$1.00 ZVIO token value within 12–18 months, based on platform adoption and market trends.*

### Notes:

Early-bird bonus adds 10% tokens for commitments by June 1, 2025.

Minimum yield guaranteed at 27,000 tokens/node in Year 1.

Equity estimate based on \$15M valuation cap and future round dynamics.

---

### Risk Factors

Investing in the DualYield Program involves significant risks. Prospective investors should carefully consider the following, among other factors, and consult financial and legal advisors.

**Market Volatility:** ZVIO token prices may fluctuate due to market conditions, impacting returns. Zaivio's buyback program and minimum yield guarantee mitigate this risk.

**Regulatory Uncertainty:** Evolving regulations in blockchain and AI may affect operations or token trading. Zaivio engages legal experts to ensure compliance across jurisdictions.

**Technology Risks:** Platform scaling or technical challenges could delay growth. Zaivio's experienced team and beta success (500+ businesses) reduce execution risks.

**Liquidity Risk:** Tokens are subject to a 12-month vesting period, and equity conversion depends on future events. Quarterly revenue distributions provide partial liquidity.

**Business Risks:** Zaivio's revenue and adoption goals may not be met. Diversified revenue streams and a \$10M reserve fund support stability.

**Loss of Principal:** Investors may lose some or all of their investment if Zaivio fails to achieve its objectives.

Zaivio is committed to transparency and maintains a **reserve fund** to support token yields and platform growth.

---

### Roadmap and Milestones

Zaivio's strategic roadmap outlines key milestones to drive growth and value creation:

**Q3 2025:** Expand beta to 2,000 businesses; deploy 1,000 nodes.

**Q4 2025:** Launch full node network; onboard 5,000 users.

**Q2 2026:** Achieve \$10M revenue; prepare for Series A round.

**Q4 2026:** Scale to 50,000 users; expand internationally.

**2027–2028:** Explore acquisition or IPO, targeting \$100M+ valuation.

---

## Investor Benefits

DualYield investors receive exclusive perks to enhance their experience:

**Zaivio Investor Circle:** First 50 investors gain access to quarterly executive briefings and a private community for networking and insights.

**Priority Node Allocation:** Early investors receive first access to high-yield nodes.

**Advisory Opportunities:** Tier 3 investors may be invited to join Zaivio's advisory council (subject to approval).

**Transparency Reports:** Quarterly updates on platform performance, revenue, and token buybacks.

---

## Terms and Conditions

**Eligibility:** Open to accredited investors and qualified purchasers under U.S. securities laws (or equivalent in other jurisdictions).

**Minimum Investment:** \$10,000 (Tier 0).

**Closing Date:** Slots close when capacity is reached or by September 1, 2025, whichever comes first.

**Early-Bird Deadline:** June 1, 2025, for 35% token discount and 10% bonus.

**Token Vesting:** 12 months, with 25% released quarterly.

**SAFE Terms:** \$15M valuation cap, 20% discount, pro-rata rights; converts at qualified equity financing, acquisition, or IPO.

**Distributions:** 5% of net revenue paid quarterly.

**Governing Law:** State of Texas, USA.

**Tax Considerations:** Investors are responsible for tax obligations. Consult a tax advisor.

**Note:** This offering is subject to final documentation. Zaivio reserves the right to modify terms or cancel the offering at its discretion.

---

## Financial Projections (Illustrative)

Zaivio's projections are based on beta performance and market trends. Actual results may vary.

**2026 Revenue:** \$10M (5,000 users, 2,000 nodes).

**2027 Revenue:** \$50M (50,000 users, 10,000 nodes).

**Token Value:** \$0.065 (2025) to \$1.00 (2027), assuming adoption and buybacks.

**Equity Valuation:** \$100M+ by 2027–2028 (acquisition or IPO scenario).

**Disclaimer:** These are forward-looking statements. Past performance does not guarantee future results.

---

## Subscription Process

To participate in the DualYield Program:

**Contact Investor Relations:** Email [mike@zaivio.com](mailto:mike@zaivio.com).

**Complete Accreditation:** Submit verification of accredited or qualified investor status.

**Select Tier:** Choose from Tier 0 (\$10,000) to Tier 3 (\$100,000).

**Sign Agreements:** Execute subscription agreement and SAFE documentation.

**Fund Investment:** Wire funds to Zaivio's designated escrow account.

**Receive Assets:** Tokens allocated post-closing (vesting applies); SAFE issued immediately.

**Deadline:** Commit by June 1, 2025, for early-bird benefits. Slots are limited.

---

## Contact Information

### Zaivio LLC

5 Cowboys Way, Suite 300-8, Frisco TX 75034

**Email:** [info@zaivio.com](mailto:info@zaivio.com)

**Phone:** +1 (469) 777-8689

**Website:** [zaivio.com](http://zaivio.com)

For inquiries, please contact our Investor Relations team. All communications are confidential.

---

## Legal Disclaimer

This prospectus is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy securities. The offering is made solely through definitive documentation, including a subscription agreement and SAFE. Investments are speculative and

involve a high degree of risk, including the potential loss of principal. Only accredited investors or qualified purchasers may participate. Zaivio makes no representations or warranties regarding the accuracy or completeness of this prospectus. Investors should consult legal, financial, and tax advisors before investing.

**Forward-Looking Statements:** Statements regarding future performance, revenue, token value, or exits are forward-looking and subject to risks and uncertainties. Actual results may differ materially.

**Regulatory Compliance:** Zaivio complies with applicable securities laws. The offering is exempt from registration under Regulation D of the Securities Act of 1933. International investors must comply with local regulations.