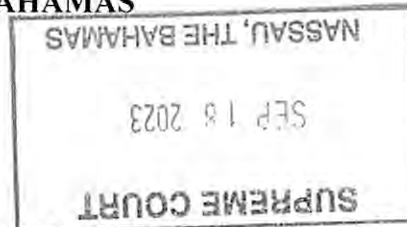


COMMONWEALTH OF THE BAHAMAS

2023

IN THE SUPREME COURT



COM/com

Commercial Division

IN THE MATTER of the Companies Act 1992.

AND

IN THE MATTER of an Application under the Securities Industry Act 2011.

AND

IN THE MATTER of MDollaz Ltd. (trading as Arawak X), a Registered Marketplace and Clearing Facility.

AFFIDAVIT OF CHRISTINA R. ROLLE

I, **Christina R. Rolle**, Executive Director of the Securities Commission of The Bahamas, (hereafter the "**Commission**"), New Providence, one of the islands of the Commonwealth of The Bahamas, make oath and say as follows:

1. I make this Petition on behalf of the Petitioner herein in my capacity as Executive Director of the Commission.
2. The facts and matters referred to herein are, unless otherwise stated, are within my own knowledge or are obtained from documents in possession of the Commission or its legal advisors as the case be, and are true to the best of my knowledge, information and belief.
3. Mdollaz Ltd. (hereafter "MDL" or the "Company") was incorporated in The Bahamas on the 3 August 2017 under the Companies Act 1992 as a Limited Liability Company. The Company was registered with the Commission on the 18 January 2021, under the Securities Industry Act, 2011 ("the Act") as a Marketplace & Clearing Facility and conducting busines under the Securities Industry (Business Capital) Rules, 2021 ("the Rules"). **Now shown to me is a true copy of the certificate of registration marked and exhibited as "CRR 1".**

4. The Company's Shareholders/Beneficial Owners were listed in the Commission's records, and per annual return filed with the Registrar on 17 May 2023, as D'Arcy Rahming Sr. (50%) and D'Arcy Rahming Jr. (50%).
5. The Board of Directors were D'Arcy Rahming Sr., D'Arcy Rahming Jr., and Hillary Deveaux, who has since resigned his directorship on 9 December 2022.
6. The address for the registered office, at the time of registration with the Commission, was given as #107 Church Street, Sandyport, West Bay Street, Nassau, Bahamas.
7. On 11 October 2022, James Campbell, Felix Stubbs and Hillary Deveaux attended the Commission's offices and informed the Commission of issues with the company, specifically discussing its corporate structure.
8. Mr. Campbell indicated that he invested approximately 1.2 million dollars in the Company and he expressed deep concerns about the direction of the company and its operations.
9. He further indicated that he was appointed to the Board of Directors for Mdollaz Ltd. and Mdollaz Technology Ltd. on 10 January 2022, and provided the Commission with signed resolutions of his appointment to both boards aforementioned. The resolutions bore the Registrar General's office stamp indicating that they have been filed at the Company's registry. **Now shown to me are true copies of the resolutions dated 10 January 2022, exhibited as "CRR2".**
10. This information was not brought to the Commission's attention prior to the meeting with Messrs. Campbell, Stubbs and Deveaux and as such is a breach of the Act.
11. The Commission notes that Mdollaz Technology Ltd. is not a registrant of the Commission which raises the issue of a potential breach of section 69 of the Act.
12. Per meeting notes in the Commission's records, Mr. Campbell further advised as follows:

- (i) that since operations began the company had been cash strapped and that roughly 1.5 million dollars received from investors had been spent; only one (1) out of the six (6) crowdfund offerings that was listed on the platform met its minimum ask amount; and, staff had not been paid for several months.
- (ii) the signing authority of the operating and fiduciary accounts bore only one signatory;
- (iii) \$40,000.00 was moved from the fiduciary account to the operating account and when the matter was brought to the attention of Mr. Rahming Sr., he advised that this was an error;
- (iv) that senior employees of the company travelled extensively in an effort to promote the business, thereby disregarding the company's poor financial position at that time; and
- (v) that Michael Turnquest, ex Chief Financial Officer was terminated from his position thereby raising further concern.

13. After receiving the information aforementioned, the Commission met with Messrs. D'Arcy Rahming Sr. and D'Arcy Rahming Jr. (hereafter the "**principals**") on 14 October 2022, who informed the Commission of the following (per meeting notes in the Commission's records):

- (i) Mr. Michael Turnquest was terminated from his position as CFO because of his lack of understanding of the new technology of the company;
- (ii) Mr. Turnquest was unable to provide substance to financial projections he had produced;
- (iii) Mr. Turnquest was replaced by Mr. Kenneth Donathan who held the role of acting CFO;
- (iv) while staff had not been paid their entire salary, they were aware that Mdollaz was operating in a new space and so they shared the vision and goals of the Company and were willing to work on this basis;
- (v) staff were receiving some compensation and the Company would implement vesting opportunities as well;
- (vi) the Company's funds were temporarily commingled with investors' but this mistake was quickly rectified and the company learned from this error; and
- (vii) the Company had prepared for the audit work to begin but its auditors indicated that an extension would be needed to complete and submit the audit.

14. On 1 November 2022, MDollaz advised the Commission that the Bank of The Bahamas had frozen all of their operating and fiduciary accounts as at 31 October 2022. The Commission subsequently reach out to Bank of The Bahamas on different occasions to: 1) seek clarity on the status of client accounts to ensure they remain accessible to clients; and, 2) provide a listing of the accounts in the name of MDollaz Ltd. and MDollaz Technology Ltd.
15. On 30 November 2022, Bank of The Bahamas wrote the Commission, detailing the accounts held and advised that they blocked the accounts against any withdrawals and sought a legal opinion on the matter. Further, the communication indicated that the account balances appeared to be used for general purposes and that it was difficult to determine that they were used for clients alone. Mr. Rahming Sr. has since characterized this commingling as due to Bank of The Bahamas' mislabeling of transaction descriptions. **Now shown to me is a true copy of an email thread marked and exhibited as "CRR3"**
16. By way letter dated 18 November 2022, MDollaz requested an extension for the delivery of their first annual audited financial statements which would have been due on 30 November 2022. The reason given for the extension request was that MDollaz was in the process of engaging a new auditor. **Now shown to me is a true copy of the letter for extension marked and exhibited as CRR4**
17. On 7 December 2022, MDollaz provided the Commission with a letter indicating that a writ of summons was filed against Bank of The Bahamas. **Now shown to me is a true copy of a letter marked and exhibited as "CRR5"**
18. On 7 January 2023, due to information provided by both the complainants and the principals, the Commission conducted a "For Cause" Examination on the Company at its premises, and on reviewing the Company's records found as follows:

Subscription Agreements

- (i) There were discrepancies with client subscription agreements namely that the company owed its issuers \$221,276.00 with \$8,806 being owed to Tropical Gyro, \$83,167 being owed to Foot Care Rx, and \$129,303 being owed to Nassau Gas.

The Commission cannot determine whether these specific funds have been paid to issuers as yet, having not received a response to our query on the point.

- (ii) Tropical Gyro distribution closed 7 October 2022; Foot Care Rx distribution closed 31 October 2022; and Nassau Gas distribution closed 20 December 2022. Therefore, the distribution amounts were not paid to issuers within three (3) days as prescribed by legislation.

Board Resolutions

- (i) A board of resolution dated 10 January 2022 was passed to appoint Mr. James Campbell as Director of MDollaz Ltd. and to provide Mr. Campbell with certain powers including the authority to nominate a majority of Directors as well as to require his written consent in order to alter Articles 143-147 of the Articles of Association of the Company. This resolution was filed with the Registrar General on 14 March 2022, however, the Commission's prior approval to appoint Mr. Campbell as a Director of the Company was not sought as required
- (ii) A board resolution dated 4 October 2022 was passed by D'arcy Rahming Sr. and Jr., revoking all rights granted to Mr. Campbell by virtue of resolution dated 10 January 2022, citing the illegality of the first resolution and the need to bring the entity into compliance with the Act.

Handling of client funds

- (i) The review of MDollaz' RBC Omnibus Account, and Operating Account indicated that withdrawals of \$9,025 and \$22,105 were processed through the Omnibus Account on the 21st and 22 of December 2022, then deposited to the Operating Account on the same dates of the aforementioned withdrawals. Further the \$22,105 was withdrawn immediately after being deposited to the Operating Account.
- (ii) Numerous transactions, both inter-company as well as the receipt of client funds occurred between "fiduciary" and "operational" accounts in the name of MDollaz Technology Ltd. at Bank of The Bahamas (BOB). MDollaz Technology is an entity that is not licensed by the Commission. By receiving and holding client funds, MDollaz Technology conducted business for which it is not licensed, potentially contravening various laws in The Bahamas. When questioned on this point, MDollaz advised the Commission that they only used the MDollaz Technology account because they were in the process of obtaining an account in the name of the licensed entity. Up to June 2023, the BOB account of MDollaz Technology still held client balances.

- (iii) During the months of March, April and August 2022, staff salaries were processed using the MDollaz Technology Ltd “fiduciary” account at BOB. This appears to be a use of client funds to fund the operations of MDollaz.

Issuers and Investors

- (ii) An “amended” convertible note date 10 January 2022 detailed various zero-coupon “subscriptions” entered into with PJ Enterprises from December 2020 to July 2021, totaling \$1,340,000. This amended note granted PJ Enterprises the option to convert the total loan amount to 3,063,467 ordinary shares of MDollaz representing 30.6% of the total authorized share capital. This note implies a valuation of the company of approximately \$4.38 million.
- (i) During an interview with Winston Rolle (Chief of Equities), the Commission’s examiners were advised that if an Issuer does meet its capital target, the investor funds were refunded. However, in some cases investors would provide instructions for the company to hold the investments for future offerings.
- (ii) A review of the refund listing revealed that **[Investor 36]** invested \$26,004 in Bahamas Myfi but the investment amount was converted to be paid into the capital of MDollaz Ltd.

19. Due to the findings of the said For-Cause Examination, the Commission issued a letter dated 23rd March 2023, headed ‘**Notice of Imposition of Conditions on Registration of MDollaz Ltd.**’ **Now shown to me is a true copy of the letter marked and exhibited as “CRR6”.**

20. That the aforesaid letter informed the Company that the Commission was gravely concerned about the operations of MDollaz, specifically its failure to disclose and/or address the following:

- (i) **Directorship:** The precise nature of the relationship between MDollaz and James Campbell/PJ’s Enterprise Ltd., a lender and alleged director and member of MDollaz.
- (ii) **Capital issues:** A review of MDollaz’ July 2022 Unaudited Financials (i.e. Balance Sheet) revealed a negative working capital of -\$213,626.31 with current liabilities (\$1,110,187.22) being more than current assets (\$896,561.02). Additionally, a review of MDollaz refund listing, noted that an investor did not receive a refund in

the amount of \$26,004. However, the aforementioned funds were paid into the operational account of MDollaz.

- (iii) **Commingling:** The Commission is concerned that MDollaz has not maintained segregated accounts and has commingled its funds with that of clients and/or investors on the platform.
- (iv) **Corporate Structure and Accounts:** MDollaz did not advise the Commission of significant material changes within the corporate structure of the Company. For example, the Commission is now aware that MDollaz was using operational accounts in the name of unregistered entity, Mdollaz Technology Ltd., as opposed to its own name. These operational accounts were used to conduct securities business for the period of August 2021 - November 2022.
- (v) **Books and records:** MDollaz was unable to produce pertinent records of its operations i.e. bank reconciliations and indemnity insurance confirmation. In addition to the key issues identified above, the Commission notes that there are various changes to MDollaz initial application that were prior undisclosed to the Commission as they should have been, pursuant to regulation 53 of the Securities Industry Regulations 2012 (“SIR”). These matters are also a source of grave concern and give rise to conditions being imposed on MDollaz’ registration, per below.

21. The conditions imposed on the Company, pursuant to regulation 53 of the SIR, were that the Company:

- (i) Not accept any new clients, including issuers, project initiators and/or promoters of crowdfund offerings as well as new investors in crowdfund offerings;
- (ii) Not accept any new funds from existing clients of MDollaz;
- (iii) Cease the facilitating of crowdfunding activity via the platform operating as ArawakX.
- (iv) Provide the following documents and/or information no later than Thursday 6th April 2023:
 - (a) Complete reconciliation of all crowdfunding engagements to date detailing all investor subscriptions, amounts paid out to issuers and/or project initiators,

amounts owing to issuers and/or project initiators as well as fees earned/commissions and how same were funded;

- (b) Details of the current relationship and/or status of MDollaz relationship with James Campbell and/or PJ's Enterprise Ltd. including current status of Mr. Campbell's appointment as a director of MDollaz;
- (c) Confirmation and evidence that MDollaz' capital deficiency issues have been resolved;
- (d) Confirmation and evidence that MDollaz funds and that its clients and/or investors have been properly segregated and are being maintained in separate accounts;
- (e) Confirmation that books and records are being maintained as required by law.

22. The Commission directed the Company to provide certain information relative to the concerns raised in the letter and to attend a meeting on 12 April 2023 to discuss those concerns.

23. The Company responded via a letter dated 5 April 2023, however, the Company's response failed to satisfactorily address the Commission's concerns and in fact raised additional issues. For example, on page one of an attached report purporting to address the Commission concerns, there appeared the following:

- (i) **"Other issues mentioned.** In point two (2) of your letter under "*Capital issues*", reference was made to an investor who did not receive a refund in the amount of \$26,004.00, further it noted that funds were paid into the operational account of Mdollaz. Please be advised that investor in question is **[Investor 36]**, who determined to become a shareholder in the company (Mdollaz), and he has invested the total amount of his refund (\$26,004.00) in Mdollaz Ltd. Therefore, the said funds were transferred to the operational account of Mdollaz Ltd. pursuant to that agreement. **[Investor 36]** has subsequently decided to increase his total investment in Mdollaz to \$50,000.00. Supporting documents are attached for your review."

24. The Commission was concerned that this action was in contravention of the Rules and the Act, further noting that the Company's letter also included a subscription agreement to

support the statement. **Now shown to me is a true copy of the letter marked and exhibited as “CRR 7”.**

25. On 12 April 2023, the Commission met with the principals at the Commission’s offices to discuss the concerns raised in the 23 March 2023 letter and obtain information and/or answers to address the concerns. The meeting was recorded by a stenographer. **Now shown to me is a true copy of the meeting transcript marked and exhibited as “CRR 8”.**

26. During the meeting, Mr. Rahming Sr. confirmed that “pipeline” business was being recorded as a receivable and therefore income for the company without the Company performing any service for the businesses but merely on the basis of commitment letters or other agreements and understandings. The Commission expressed concern by this accounting practice which can be misleading.

27. Following the Commission’s aforesaid meeting with the principals concerning the conditions imposed on the Company, the Commission conducted a number of interviews, including one on 19 April 2023, with Mr. Michael Turnquest, former Chief Financial Officer (CFO) of the Company, who informed the Commission that (per meeting notes in the Commission’s records):

(i) D’Arcy Rahming Sr. and Jr. did not sufficiently allow for the flow of information throughout the Company to allow Mr. Turnquest to carry out his duties as CFO.

(ii) He was not privy to certain financial information to properly prepare financial statements for the Company.

(iii) The internal controls were weak namely, the principals signed Company accounts and individually authorized the transfer of accounts.

(iv) It was possible that clients’ funds were used to pay a particular founder perks which were identified as Company expenses.

28. On the 2 May 2023, the Commission issued a follow-up letter to the meeting of 12 April 2023 reiterating what was discussed in the meeting and directed the Company to provide additional information, including information for **[Investor 36]**, per paragraph 19(i) above,

and for any other subscribers. **Now shown to me is a true copy of the letter marked and exhibited as “CRR 9”.**

29. That on the 3 May 2023, the Commission interviewed the Company’s external Auditors, Mr. Lambert Longley and his associate Ms. Charlene Fox-Deveaux, who stated the following to the Commission (per meeting notes in the Commission’s records):

- (i) The current audit would cover the years 2021-2022;
- (ii) The current audit was incomplete as there were outstanding points that needed to be addressed by the principals; and
- (iii) There were ‘Going Concern’ issues, namely:-
 - (a) possible legal action by Mr. James Campbell,
 - (b) the Auditor would not sign off until the audit bill was paid,
 - (c) outstanding draft financials needed to be prepared by the principals,
 - (d) testing was not completed,
 - (e) an assessment was required to determine if the revenue referenced by Mr. Rahming Sr. was correct; and
 - (f) The Bank of The Bahamas accounts were to be examined to determine the agreed fees to that of fiduciary funds.

30. The Company responded via letter dated 5 May 2023 via its attorney, Mr. Kahlil Parker, KC, with some of the requested information. In his letter, Mr. Parker KC indicated that while efforts would be made to provide the corporate information, by the 8 May deadline, he gave an undertaking that failing this it would be provided by 10 May. **Now shown to me is are true copies of the letter and email marked and exhibited as “CRR 10a and 10b”.**

31. The Company provided by email dated 8 May 2023 additional responses to the Commission’s queries. The Commission received and reviewed what was presented as the MDollaz’ “Capital Table” purportedly outlining “shareholders” as at May 2023. However, none of the individuals appearing on this table, save for the principals, were approved by the Commission as shareholders of MDollaz nor were they appropriately reflected in the shareholder register. This was the first time the Commission became aware that the number

of shareholders exceeded the threshold of a private company. **Now shown to me is a true copy of the capital table marked and exhibited as "CRR11"**

32. Along with the Capital Table, documents were provided to the Commission including subscription agreements, term sheets and KYC information.
33. The subscription agreements, term sheets and correspondence reflected the issuance of classes of shares at various share prices which were not reflected in the share structure of the Company nor any suitable valuation provided to support the share prices. For example, **[Investor 15]** was advised that the Company had a valuation of \$201,750,000.
34. On 9 May 2023, the Commission interviewed Acting CFO Kenneth Donathan who was accompanied by his attorneys Mr. Khalil Parker, KC and Ms. Leslie Brown. Mr. Donathan provided the Commission with the following information (per meeting notes in the Commission's records):
 - (i) The audit was in its final stages.
 - (ii) The Company had submitted everything requested by the Auditor two weeks prior to Mr. Donathan's meeting with the Commission.
 - (iii) That the \$707,000 on the financials was not a receivable but a forecast.
 - (iv) That there was a court hearing on 11 May 2023 and the Commission will be updated thereafter.
35. On 9 May 2023, the Commission also interviewed the Company's Compliance Officer, Ms. Nadia Butler who was also accompanied by attorneys Kahlil Parker, KC and Leslie Brown. She provided the following information to the Commission (per meeting notes in the Commission's records):
 - (i) That she was with the Company from its incorporation;
 - (ii) That the compliance team consisted of two persons;
 - (iii) That she was aware of the share amount change but not the change to the Memorandum of Association or Articles of Association;
 - (iv) That she was aware of the launch of three Companies onto the MDollaz platform;

(v) That she was not privy to all of the Company's documents;

(vi) That she never attended a Board meeting or supplied the Board with reports; and

(vii) That she never filed a Suspicious Transaction Report.

36. On 24 May 2023, the Company (with a supporting letter from its auditors) requested a further extension to file its audited financials. The auditor indicated that he would be able to issue the statements by 16 June 2023. **Now shown to me is a true copy of the letter marked and exhibited as "CRR12"**

37. On 31 May 2023, additional documents were provided to the Commission with respect to the Capital Table. The Company also provided interim financial statements on the same day.

38. The additional information revealed that on 28 July 2020, the Company issued Class B (Cummulative Redeemable MDollaz) Preference shares at \$1 per share to **[Investor 15]** with an option to convert into 5,000 ordinary shares at \$5 per share. **Now shown to me is a true copy of the subscription agreement marked and exhibited as "CRR13"**. This implies a valuation of the Company at \$50 million which is grossly different from the \$4.38 million valuation negotiated (between July 2020 to December 2021) with PJ Enterprises. The Commission is alarmed that MDollaz appears to have sold its shares at a premium prior to commencing any regulatory activity and using unsubstantiated valuation methods. Further, the Commission has no evidence that Class B shares were ever created as they are not reflected in the share structure as filed with the Commission at the time of registration nor anytime thereafter. This issue, from the Commission's point of view, is insurmountable with respect to the Company's ability to regularize its governance issues and reflects misrepresentations made to the public.

39. The Commission further notes that while, the Commission was only advised in July 2021 of the change in the share structure to 10,000,000 shares at \$1 each, MDollaz had already made representation to **[Investor 15]** in July 2020 that the Company had a share structure of 10,000,000 ordinary shares at \$1 each.

40. Further, on 8 June 2023, the Commission made further queries about the supporting KYC documentation which should have been held by the Company with respect to subscribers. The Compliance Officer provided a response which included a tracking sheet which demonstrated that approximately 30% of the KYC was missing. Additionally, she provided an explanation purporting to be from Mr. Rahming Sr. that: “please note that many of the subscribers without documents received shares in lieu of payment for services, such as the expertise required in the application process.” This arrangement was not previously disclosed to the Commission and it is wholly unacceptable. **Now shown to me is a true copy of the email thread as “CRR14”.**
41. The Commission was concerned that information provided upon the Commission’s request, as well as in the aforementioned interviews, demonstrated that there were potential governance as well as financial issues. Further, a review of the information from the Company showed that the Company had been raising additional capital by issuing its own shares to members of the public. This led the Commission to issue a cease and desist letter to the Company on the 8 June 2023. **Now shown to me is a true copy of the letter marked and exhibited as “CRR 15”.**
42. More pointedly, the cease letter indicated that from the Commission’s ongoing investigation it was evident that:-
- (i) MDollaz took steps since 2021 to raise additional capital to directly fund MDollaz, without informing the Commission;
 - (ii) at no time was the Commission made aware of any offering to the large number of persons disclosed by MDollaz as “shareholders”, with the information coming to the Commission’s attention only after we received information pursuant to the request to provide same after the conditions were imposed.
 - (iii) MDollaz actions appeared to be a distribution in contravention of the Securities Industry Act 2011; and
 - (iv) As early as 2021, MDollaz solicited and collected funds from the public on the basis that the Commission’s approval would be obtained but then made no steps to obtain the said approval from the Commission, thereby misleading the public with respect to its intention.

43. Therefore, the Commission directed the Company as follows:
- (i) efforts and/or actions to raise any additional capital must cease with immediate effect; and
 - (ii) No capital raising having been authorised by the Commission and, to date, no approval having been sought or granted by the Commission, the Company must not further pursue any additional “subscriptions” from any person with respect to investment in the Company.
44. Having not received the audited financial statements on 16 June 2023 as promised, the Commission sent a communication to the auditors on 20 June 2023 requesting information on the Company’s solvency, the foreseen date of the completion of the audit, any audit findings communicated to the Company’s principals in an audit management letter, any identifiable instances of commingling of client funds arising from the audit and finally, his view with respect to the Company’s viability as a going concern. **Now shown to me is a true copy of the email thread marked and exhibited as “CRR16”**
45. On 23 June 2023, the auditor responded to the Commission and details of his response are also shown at the aforementioned [see **Exhibit “CRR16 in paragraph 44 above.”**]
46. Further to the Commission's aforementioned interviews, on the 3 July 2023, the Commission interviewed former CFO, Samuel Wilkinson, who provided the Commission with the following information (per meeting notes in the Commission’s records):
- (i) That he was the initial CFO and was employed with the Company for 3 to 4 months before resigning.
 - (ii) That the Company had issues (i.e. insufficient financial controls, no financial statements, no formal records and he was only provided with bank statements).
 - (iii) That his questions regarding the Company were being ignored and hence went unanswered.
 - (iv) That the Company purchased vehicles and held expensive lunches that were unnecessary spending at that time.
 - (v) That the Company did not appear to be in financial constraints at that time.
 - (vi) That there was resistance all around from the principals to implement proper systems and controls.

47. On the 11 July 2023, the Commission interviewed **[Investor 36]** who supplied the Commission with the following information:

- (i) He became aware of the company's platform via Facebook;
- (ii) That he spoke with the Company's representative Mr. Kenneth Donathan who gave him an overview of the Company;
- (iii) He initially invested \$15,000 in a crowdfund offering for Mifi Bahamas, but it failed, so he made a further injection of \$5,000.00 for a total of \$20,000.00 which was invested in a crowdfund offering for Tropical Gyro.
- (iv) That he had several casual meetings with the Rahmings at a local restaurant where he was encouraged to advertise the Company to other persons.
- (v) Ultimately, he invested \$25,000.00 in the Pinnacle franchise, \$50,000.00 in Nassau Gas, \$50,000.00 in Footcare, \$20,000.00 in Tropical Gyro and \$50,000.00 in MDollaz.
- (vi) That to date, **[Investor 36]** has not received any return from his investments.

48. **Now shown to me is a true copy of investor [Investor 36]'s subscription agreement marked and exhibited as "CRR17".**

49. That also on 11 July 2023, the Commission interviewed **[Investor 18]** who said (per meeting notes in the Commission's records):

- (i) That he actually signed two (2) documents - one for \$100,000.00 and another for \$50,000.00. The latter he signed afterwards/last. He did not recall the details of it at the time.
- (ii) He did not recall anything being said about the valuation of the company but he recalled that the shares were about the \$5 per share, which he thought was good.
- (iii) Ultimately, he just decided to support a Bahamian company.
- (iv) He wanted to invest and decided to do so because of **[Investor 10]**, another purported investor, whom he knew.

50. **Now shown to me is a true copy of investor [Investor 18]'s subscription agreement marked and exhibited as "CRR 18".**

51. The Commission continued its investigations of the Company, which included a review of bank statements and the Draft Audited Financials as at 31 July 2022 which were received on 11 July 2023.

52. The Commission's analysis of the bank account statements showed that at all material times, due to subscribers (issuers) was larger than the balances held on their fiduciary accounts. This is strong evidence that they were collecting funds on behalf of issuers, using those funds to fund their operations and then replacing those funds by soliciting investment in MDollaz. This pattern is confirmed in the loan agreements with PJ Enterprises which notes one of the purposes of the loan as payouts to crowdfund issuers. This circumstance is a breach of MDollaz' fiduciary obligations as well as a breach of the Rules. **Now shown to me is a spreadsheet of the Commission's analysis of the balances exhibited as "CRR19" and true copies of loan agreements exhibited as "CRR20."**

53. The Commission's analysis of the Draft Audit Financials as at 31 July 2022, revealed the following:

- (i) Major net loss in 2022 - \$1.75M (\$909k in 2021) – loss has grown by 2 times for same 12-month period.
- (ii) Company has a negative equity of \$2.3M (31-Jul-22) and grew substantially from the negative \$551k in 2021 as a result of the net loss incurred in 2022.
- (iii) Income of \$200k is only enough to pay the annual rent and cannot cover other operation expenses.
- (iv) Note 14 indicated that MDollaz raised \$1.9M from persons not approved by the SCB. The draft financial are proposing to classify these persons as creditors rather than equity investors. The Commission has no evidence that approval from these investors have been sought for such reclassification.
- (v) Note 10 indicated that accounts payable grew by 1032% and additional debts of approximately \$500k where indicated in Notes 11 and 12.
- (vi) This company does not have sufficient total assets to discharge itself of its debts, hence the equity is negative.

The said draft audited financials are **now shown to me and a true copy is marked and exhibited as "CRR 21"**.

54. That on the 1 August 2023, Attorney Kahlil Parker, KC wrote to the Commission indicating that the Company had sufficiently responded to the Commission and requesting a meeting to further discuss the way forward. **Now shown to me is a true copy of the letter marked and exhibited as "CRR 22"**.

55. That on the 3 August 2023, the Commission replied to Attorney Parker, KC's letter of 1 August 2023, indicating that the Commission was concerned that his letter appeared to be a deliberate and misleading attempt to set a narrative regarding the financial, operational and regulatory position of MDollaz. The Commission indicated that it had received the draft audited financials which further supported the Commission's concerns. **Now shown to me is a true copy of the letter marked and exhibited as "CRR 23"**.

56. That on 24 August 2023, the Commission interviewed investor **[Investor 15]** who stated the following (per meeting notes in the Commission's records):

- (i) The principals approached him.
- (ii) He made an investment of \$75,000.00.
- (iii) That his investment was based on his trust and confidence in the principals, who indicated via email that the Company was valued at 200 million (although he did not necessarily believe this valuation).
- (iv) His initial investment was in preference shares he confirmed that he later converted to ordinary shares.

Now shown to me is a true copy of investor [Investor 15]'s subscription agreement and email from the Company marked and exhibited as "CRR 24a and 24b".

57. In addition to the investors subscription agreements evidenced above, the Commission reviewed a subscription agreement of an employee, Ms. Bria Deveaux. The said Subscription Agreement was said to be given in lieu of salary. **Now shown to me is a true copy of the subscription agreement marked and exhibited as "CRR 25"**.

58. The Commission reviewed a number of subscription agreements with similar terms and conditions and concluded that the representations and offerings made via the said subscription agreements were all made without the Commission's knowledge and approval.

59. On 30 August 2023, the Commission met with the principals and their attorneys, Mr. Kahlil Parker, KC and Ms. Leslie Brown, and informed the Company that effective immediately the Company's registration was being temporarily suspended for 15 days pursuant to the section 133 (3) of the Act.

60. The company was further informed that it should provide the Commission with reasons in writing as to why it should not be wound up. **Now shown to me is a copy of the said suspension letter dated 30 August 2023, marked and exhibited as “CRR 26”.**
61. Mr. Kahlil Parker KC communicated with the Commission on 7 September 2023 requesting additional time to make written submissions in response to the Commission’s concerns.
62. Mr. Kahlil Parker KC and the Commission communicated via email and his request for an extension to 15 September was denied, however, the Commission agreed to the Company providing its written response and other requested information on 12 September 2023 instead of the 11 September 2023 in anticipation of being able to review same ahead of the meeting scheduled for 13 September 2023. **Now shown to me is a true copy of the email thread marked and exhibited as “CRR 27”.**
63. The Commission subsequently determined to extend the suspension of registration to consider the anticipated verbal responses from the Company on 13 September 2023, and issued a letter to this effect on the 12 September 2023 extending the suspension for an additional five (5) days to Monday 18 September 2023. **Now shown to me is a true copy of an email and the letter marked and exhibited as “CRR 28”.**
64. On 13 September 2023 the Commission met with the principals and its Attorneys Mr. Kahlil Parker K.C. and Ms. Leslie Brown pursuant to section 133 of the SIA.
65. In response to the Commission’s questions, the principals did not speak during the hearing, which lasted for about an hour. Their attorney Mr. Parker, KC responded but, his response did not address the Commission’s concerns.
66. Counsel indicated that he nor his clients intended to address any of the Commission’s concerns at the meeting as, in his view, the time allotted in the 30 August 2023 letter was insufficient and unreasonable.
67. The Commission was satisfied that the time allotted of two (2) weeks (from 30 August 2023 to 13 September 2023), was a reasonable and sufficient time for the Company to prepare to be heard, their already having been aware since March 2023 of the Commission’s concerns.

68. The Commission, in a further attempt to ascertain the position of the principals/Company, questioned whether there was a means of resolving the insolvency issues without resorting to earning their way out of the situation. The Commission made it clear that no details of the plan were being sought at that time, but rather a “yes” or “no” response to whether the principals actually had a viable means of becoming solvent that did not involve relying on operational income.
69. Counsel for the Company insisted that to answer the aforementioned question would be prejudicial to his clients. **Now shown to me is a true copy of the transcript of the meeting held on 13 September 2023, shown as Exhibit “CRR29.”**
70. At no time has the Commission prevented the Company and/or its principals from meeting or taking steps to address its financial and operational issues. Rather, the Commission expected the Company to actively pursue correcting its deficiencies and regularising its share structure but the Company for the most part simply provided information requested by the Commission without taking any steps to actually address its deficiencies as outlined in the various letters from the Commission.
71. During the meeting, Counsel for the Company suggested that the Commission only clarified its concerns on 12 September 2023. I explained to Counsel, the Commission’s expectation that all “fit and proper” registrants would have any understanding of their regulatory obligations without having to be “hand-held” by the Commission. I further noted that my email was an attempt to be helpful in order to focus the principals on the issues that were critical to be addressed and that the Commission is in no way obligated to provide such assistance.
72. In light of the information above, the Commission is satisfied that the Company’s insolvency issues, governance irregularities, regulatory breaches and possible criminal

infractions have together become insurmountable, resulting in there being more than sufficient evidence to have the Company wound up.

SWORN TO in the City of Nassau }

This 15th day of September, A.D., 2023}



BEFORE ME,



NOTARY PUBLIC

COMMONWEALTH OF THE BAHAMAS
IN THE SUPREME COURT
Commercial Division

2023
COM/com

IN THE MATTER of the Companies Act, 1992.

AND

IN THE MATTER of an Application under the Securities Industry Act, 2011.

AND

IN THE MATTER of MDollaz Ltd. (trading as Arawak X) a Registered Marketplace and Clearing Facility.

CERTIFICATE

These are the exhibits marked “**CRR 1**” through “**CRR 29**” referred to in the Affidavit of Christina R. Rolle filed herein and dated the 15th day of September 2023.

Before Me,


NOTARY PUBLIC



SIA-F229

SECURITIES COMMISSION OF THE BAHAMAS

CERTIFICATE OF REGISTRATION

Pursuant to Part V, Section 58(1) of the Securities Industry Act, 2011 and Part V of the Securities Industry Regulations, 2012

Mdollaz Ltd

is hereby registered as a

**Marketplace
Clearing Facility**

to carry on securities activities in and from the Commonwealth of The Bahamas, subject to the terms and conditions specified in the Securities Industry Regulations, 2012.

Effective this 18th day of January, 2021

Signed: 
Executive Director

Sxlobt CR1

**MDOLLAZ TECHNOLOGY LTD.
DIRECTORS RESOLUTION**


The undersigned, being the duly elected Directors of Mdollaz Technology Limited ("the Company"), a company organized and existing under the laws of the Commonwealth of The Bahamas, consent to, approve and adopt the following resolutions pursuant to the Articles of Association of the Company: -

WHEREAS on the 10th day of January A.D., 2022 the Board of Directors authorized the Company to appoint JAMES CAMPBELL as a director and confer on him the powers found in the Articles of Association of the Company.

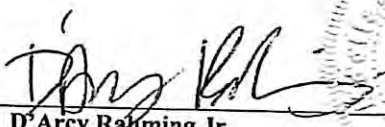
WHEREAS on the 10th day of January A.D., 2022 the Board of Directors authorized the Company to hire MICHAEL TURNQUEST as Chief Financial Officer.

BE IT THEREFORE RESOLVED THAT the appropriate actions will be taken to bring this resolution into force.


Dated the 10th day of January A.D., 2022



D'Arcy Rahming Sr.
President



D'Arcy Rahming Jr.
Secretary



NASSAU GENERAL DEPARTMENT
MAR 15 2022
NASSAU, BAHAMAS

**MDOLLAZ LTD.
DIRECTORS RESOLUTION**

The undersigned, being the duly elected Directors of Mdollaz Limited ("the Company"), a company organized and existing under the laws of the Commonwealth of The Bahamas, consent to, approve and adopt the following resolutions pursuant to the Articles of Association of the Company: -

AMEND the Articles of Association by resolution to introduce the following new Articles immediately after Article 142 of the present Articles:

OVERRIDING PROVISIONS

143. Notwithstanding any other provision of the Memorandum of Association or these Articles of Association, no resolution of, or decision or action taken by, or under the authority, or in the name of the Directors of the Company concerning any matter or thing shall have any operative effect, or be of any validity, unless made or taken by a majority of the Directors of the Company for the time being.


144. A majority of the Directors of the Company shall at all times consist of persons nominated by James Alfred Campbell.

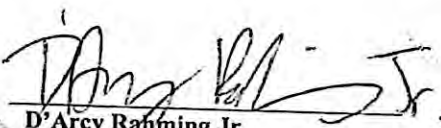
145. Articles 143 through 147 shall not be alterable without the prior written consent of the said James Alfred Campbell which consent may be refused without assigning any reason.

146. No subsequent amendment to the Memorandum of Association or these Articles of Association shall be valid or effectual if such amendment would be inconsistent with or in derogation of Articles 143 through 147, unless made with the prior written consent of the said James Alfred Campbell; and for the removal of doubt any amendment which would repose in the Members or Officers or any other body or person any power therefore vested in the Directors shall constitute an impermissible derogation unless done with the prior written consent of the said James Alfred Campbell.

147. In the interpretation of the Memorandum of Association or these Articles of Association, the provisions of Articles 143 through 147 shall prevail in the event of any conflict or inconsistency with any other provision.

Dated the 10th day of January A.D., 2022


D'Arcy Rahming Sr.
President


D'Arcy Rahming Jr.
Secretary



**MDOLLAZ LTD.
DIRECTORS RESOLUTION**

The undersigned, being the duly elected Directors of Mdollaz Limited ("the Company"), a company organized and existing under the laws of the Commonwealth of The Bahamas, consent to, approve and adopt the following resolutions pursuant to the Articles of Association of the Company: -

AMEND the Articles of Association by resolution to introduce the following new Articles immediately after Article 142 of the present Articles:

OVERRIDING PROVISIONS

143. Notwithstanding any other provision of the Memorandum of Association or these Articles of Association, no resolution of, or decision or action taken by, or under the authority, or in the name of the Directors of the Company concerning any matter or thing shall have any operative effect, or be of any validity, unless made or taken by a majority of the Directors of the Company for the time being.

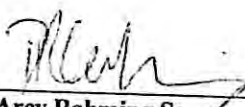
144. A majority of the Directors of the Company shall at all times consist of persons nominated by James Alfred Campbell.

145. Articles 143 through 147 shall not be alterable without the prior written consent of the said James Alfred Campbell which consent may be refused without assigning any reason.


146. No subsequent amendment to the Memorandum of Association or these Articles of Association shall be valid or effectual if such amendment would be inconsistent with or in derogation of Articles 143 through 147, unless made with the prior written consent of the said James Alfred Campbell; and for the removal of doubt any amendment which would repose in the Members or Officers or any other body or person any power therefore vested in the Directors shall constitute an impermissible derogation unless done with the prior written consent of the said James Alfred Campbell.

147. In the interpretation of the Memorandum of Association or these Articles of Association, the provisions of Articles 143 through 147 shall prevail in the event of any conflict or inconsistency with any other provision.

Dated the 10th day of January A.D., 2022



D'Arcy Rahming Sr.
President



D'Arcy Rahming Jr.
Secretary

**MDOLLAZ LTD.
DIRECTORS RESOLUTION**

The undersigned, being the duly elected Directors of Mdollaz Limited ("the Company"), a company organized and existing under the laws of the Commonwealth of The Bahamas, consent to, approve and adopt the following resolutions pursuant to the Articles of Association of the Company: -

WHEREAS on the 5th day of October A.D., 2022 the Board of Directors met to discuss the contract dated January 27th 2022. In January, after discussions with Mr James Campbell, an agreement to assist with a loan to the company in various amounts totaling \$279,766.99 with a 10% annual interest. This Agreement was not tied to any other agreement. Moving forward this agreement will be paid off in instalments.

A separate agreement, an amendment to the Zero-Note Coupon, was made on January 10th 2022, while not stated in the agreement, the consideration was that Mr James Campbell would assist Mdollaz ltd in securing some additional capital in the form of his own paid in capital or by sourcing financing of any type. As of today, not one dollar of paid in capital or additional financing was secured by Mr James Campbell. Effective immediately the Agreement signed on January 10th is cancelled, for lack of consideration.

The agreement between Mdollaz Ltd and Mr James Campbell (PJ's Enterprises) will revert to the agreement signed on the 12th day of July 2022. Mdollaz Ltd intends to convert his notes at those terms agreed.

It was also discussed that the changes made to the company structure will be reversed to bring it back in line with best practices of corporate governance.

WHEREAS on the 5th day of October A.D., 2022 the Board of Directors met and discussed conversations had with Mr Campbell in January. He was asked to assist with setting up a corporate governance framework in line with best practices. At his insistence he was not brought on as a Director, and would not fill out any of the required documentation. The Board has after notification by its compliance officer, that there were irregularities with the prior resolution, dated 10th day of January, and term sheet, also dated the 10th day of January, decided not to ratify or put forward his application to the Commission.

WHEREAS on the 5th day of October A.D., 2022 the Board of Directors met to discuss not putting forward for directorship, Mr James Campbell.

BE IT THEREFORE RESOLVED THAT the appropriate actions will be taken to bring this resolution into force.

IT IS RESOLVED THAT:

1. The amended term sheet dated, January 10th 2022, is cancelled due to lack of consideration and the signed agreement dated, July 12th 2021 is to be honored. The company is hereby authorized to begin the formal process of bringing Mr James Campbell on as an investor.
2. That the controls put in place will be reversed and best practices will be implemented, including removing all non-directors or non-officers such as Mr James Campbell as a signatory on all accounts.
3. The immediate pausing of the application to the commission for directorship for additional directors including Mr James Campbell.
4. The Company be and is hereby authorized to do such acts and things as necessary to give effect to the foregoing.
5. These resolutions may be executed in counterparts by original or facsimile signature and each counterpart shall be deemed to be an original instrument but all such counterparts together shall constitute one instrument.

Dated the 5th day of October A.D., 2022


D'Arcy Rahming Sr.
President


D'Arcy Rahming Jr.
Secretary

**MDOLLAZ LTD.
DIRECTORS RESOLUTION**

**REGISTRAR GENERAL
DEPARTMENT**

OCT 05 2022

NASSAU, BAHAMAS

The undersigned, being the duly elected Directors of Mdollaz Limited ("the Company"), a company organized and existing under the laws of the Commonwealth of The Bahamas, consent to, approve and adopt the following resolutions pursuant to the Articles of Association of the Company: -

WHEREAS on the 3rd day of October A.D., 2022 the Board of Directors met for a review of the resolution dated 10th of January 2022 and filed with the Registrar General's Department on March 14th 2022, to amend the Articles of Association. The directors have been notified by our Compliance Officer that this submission was done contrary to the procedure outlined in the Securities Industry Regulations 2012 and is thus illegal and void ab initio.

This Section 33(1) of the Securities Industries Regulations 2012 states:

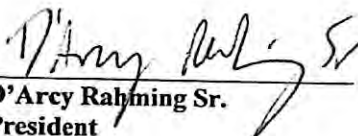
'A person registered under Part V of the Act shall apply for permission to make any amendment to its memorandum or articles of association.'

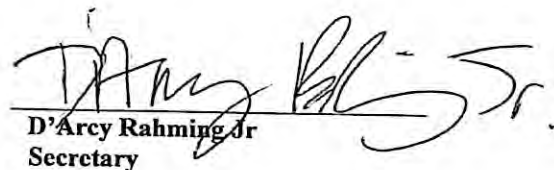
BE IT THEREFORE RESOLVED THAT the appropriate actions will be taken to bring this resolution into force.

IT IS RESOLVED THAT:

1. The duly elected Directors' intention to bring Mdollaz Limited back into compliance with the law, while we go through the necessary steps with our regulator.
2. The Company immediately instruct the Registrar General to revoke the previous resolution and revert to the original Articles of Association on file.
3. The Company be and is hereby authorized to do such acts and things as necessary to give effect to the foregoing.
4. These resolutions may be executed in counterparts by original or facsimile signature and each counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute one instrument.

Dated the 4th day of October A.D., 2022


D'Arcy Rahming Sr.
President


D'Arcy Rahming Jr.
Secretary

Renaldo Harding

From: Magan Knowles
Sent: 14 September 2023 9:54 AM
To: Renaldo Harding; Gawaine Ward; Aramantha Hepburn; Krisspin Sands
Subject: FW: Urgent: Injustice in financial markets to small investors
Importance: High

Magan Knowles . Manager

Supervision - Investment Funds (IFA), Securities Industry (SIA)

e-mail: mknowles@scb.gov.bs

telephone: (242) 397-4222

fax: (242) 356-7530

Web: www.scb.gov.bs



Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Bahan

Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized.

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt.

From: Yvette Johnson [mailto:Yvette.Johnson@bankbahamas.bs]

Sent: 30 November 2022 9:52 AM

To: Magan Taylor <mtaylor@scb.gov.bs>

Cc: Kenrick Brathwaite <Kenrick.Brathwaite@bankbahamas.bs>; Christina Rolle <crolle@scb.gov.bs>; Daniel Strachan <dstrachan@scb.gov.bs>; Donna Harding-Lee <Donna.Harding-Lee@bankbahamas.bs>; Earl Beneby <Earl.Beneby@bankbahamas.bs>

Subject: FW: Urgent: Injustice in financial markets to small investors

Importance: High

Reference is made to your communication of November 29, 2022.

MDollaz Trading as ArawakX opened the following accounts with Bank of The Bahamas Limited:-

- [Redacted] - General Operating Account
• [Redacted] - Payment of VAT & Taxes
• [Redacted] - Omnibus Account - Primary Market
• [Redacted] - Omnibus Account - Government Securities
• [Redacted] - Omnibus Account - Secondary Market

As a result of a dispute between Signatories/Director, the Bank has blocked the accounts against any withdrawals and has sought a legal opinion on this matter.

It should be noted that the account ending [REDACTED] is the account with activity inclusive of client activity as well as other types of activity i.e. payroll, account to account transfers etc. The account appears to be used for general purposes so it is difficult to conclude that the account balance is that of clients' alone. In fact, the other four (4) accounts have little to no activity, with only the initial funding in some instances.

The Bank communicated with the principles of ArawakX on October 31, 2022 and again November 2, 2022.

A further update can be provided once we received the opinion from counsel.

Regards,



Yvette Johnson
Manager, Premier & Private Banking
242-397-3037, 242-357-5674, www.bankbahamas.com
Yvette.Johnson@bankbahamas.bs

To be the best and most respected financial enterprise in The Bahamas.

----- D I S C L A I M E R -----

The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error, please contact the sender and delete the material from any computer. The Bank of The Bahamas Limited accepts no liability for any damage caused by any virus transmitted by this email.



Yvette Johnson
Manager, Premier Banking, Bank of the Bahamas Limited
242-397-3037, 242-357-5674, www.bankbahamas.com
Yvette.Johnson@bankbahamas.bs

To be the best and most respected financial enterprise in The Bahamas.

----- D I S C L A I M E R -----

The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error, please contact the sender and delete the material from any computer. The Bank of The Bahamas Limited accepts no liability for any damage caused by any virus transmitted by this email.

From: Magan Taylor <mtaylor@scb.gov.bs>
Sent: Tuesday, November 29, 2022 11:58 AM
To: Kenrick Brathwaite <Kenrick.Brathwaite@bankbahamas.bs>; Christina Rolle <crolle@scb.gov.bs>
Cc: Renaldo Harding <rharding@scb.gov.bs>; Donna Harding-Lee <Donna.Harding-Lee@bankbahamas.bs>; Daniel Strachan <dstrachan@scb.gov.bs>
Subject: RE: Urgent: Injustice in financial markets to small investors

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Good Morning Mr. Brathwaite,

Further to our conversation a few minutes ago, kindly provide a listing of the accounts in the name of Mdollaz Ltd and Mdollaz Technology Ltd and the current status of the accounts.

Further to our call it is my understanding that as BOB conducts its analysis of the ownership of the Company (accounts) there is no objection to allowing the operating account to be active. Can you also advise of the last request/communication with the current Directors/CFO.

I look forward to your timely response.

Regards,
Magan



Magan Taylor . Manager

Supervision - Investment Funds (IFA), Securities Industry (SIA)


e-mail: mtaylor@scb.gov.bs

telephone: (242) 397-4222

fax: (242) 356-7530

Web: www.scb.gov.bs

Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Baham

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be taken in reliance on the e-mail message, is prohibited. If you have received this e-mail in error, please notify the sender by return e-mail and delete all parts of this e-mail from your computer(s) and eventual service provider computer(s).

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.

From: Kenrick Brathwaite [<mailto:Kenrick.Brathwaite@bankbahamas.bs>]
Sent: 29 November 2022 11:31 AM
To: Christina Rolle <crolle@scb.gov.bs>
Cc: Renaldo Harding <rharding@scb.gov.bs>; Magan Taylor <mtaylor@scb.gov.bs>; John A Rolle <jarolle@centralbankbahamas.com>; Karen V Rolle <KVRolle@centralbankbahamas.com>; Donna Harding-Lee <Donna.Harding-Lee@bankbahamas.bs>
Subject: RE: Urgent: Injustice in financial markets to small investors

Good morning Ms. Rolle,

With regard the trailing email communication of November 2, 2022, please advise if you are yet in a position to respond.

Regards,



Kenrick Brathwaite

Managing Director, Bank of the Bahamas Limited
242-397-3018, 242-376-6592, www.bankbahamas.com
kenrick.brathwaite@bankbahamas.bs

To be the best and most respected financial enterprise in The Bahamas.

----- D I S C L A I M E R -----

The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error, please contact the sender and delete the material from any computer. The Bank of The Bahamas Limited accepts no liability for any damage caused by any virus transmitted by this email.

From: Kenrick Brathwaite

Sent: Wednesday, November 2, 2022 12:44 PM

To: 'Christina Rolle' <crolle@scb.gov.bs>

Cc: Renaldo Harding <rharding@scb.gov.bs>; Magan Taylor <mtaylor@scb.gov.bs>; John A Rolle <jarolle@centralbankbahamas.com>; Karen V Rolle <KVRolle@centralbankbahamas.com>; Donna Harding-Lee <Donna.Harding-Lee@bankbahamas.bs>

Subject: RE: Urgent: Injustice in financial markets to small investors

Good morning Ms. Rolle,

Your trailing email communication in connection with the captioned is acknowledged.

We are aware that the letter from our customers was copied to you, however please clarify your request for status updates on the clients' accounts.

Regards,

From: Christina Rolle <crolle@scb.gov.bs>

Sent: Wednesday, November 2, 2022 11:12 AM

To: Kenrick Brathwaite <Kenrick.Brathwaite@bankbahamas.bs>

Cc: Renaldo Harding <rharding@scb.gov.bs>; Magan Taylor <mtaylor@scb.gov.bs>; John A Rolle <jarolle@centralbankbahamas.com>; Karen V Rolle <KVRolle@centralbankbahamas.com>; Donna Harding-Lee <Donna.Harding-Lee@bankbahamas.bs>

Subject: RE: Urgent: Injustice in financial markets to small investors

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Good morning Mr. Brathwaite,

Can you please advise the status of client accounts (i.e. accounts holding assets belonging to clients rather than the Company)? The Commission is concerned that these are segregated from the operational accounts and accessible to clients despite any ongoing dispute.

We look forward to hearing from you.

With kind regards,



Christina Rolle . Executive Director


e-mail: crolle@scb.gov.bs

telephone: (242) 397-4100

fax: (242) 356-7530

web: www.scb.gov.bs

Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Bahama

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be taken in reliance on the e-mail message, is prohibited. If you have received this e-mail in error, please notify the sender by return e-mail and delete all parts of this e-mail from your computer(s) and eventual service provider computer(s).

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.

From: Kenrick Brathwaite [<mailto:Kenrick.Brathwaite@bankbahamas.bs>]

Sent: 02 November 2022 9:33 AM

To: D'Arcy Rahming Sr. <darcy.sr@arawakx.com>; primeminister@bahamas.gov.bs

Cc: governor@centralbankbahamas.com; Christina Rolle <crolle@scb.gov.bs>; dannyj1242 <dannyj1242@gmail.com>; halkitismichael@yahoo.com; Donna Harding-Lee <Donna.Harding-Lee@bankbahamas.bs>

Subject: RE: Urgent: Injustice in financial markets to small investors

Good morning Mr. Rahming,

Your trailing email communication, along with the attached writing in connection with the captioned are acknowledged and the contents therein noted.

It is unfortunate that you have chosen to communicate in this manner considering that you are fully aware of the total circumstances which has caused this Bank to place a freeze on your account. The situation that caused this ongoing apparent conflict within the company is as a result of decisions made by the principals and may result in unnecessary exposure to Bank of the Bahamas.

Incidentally, the captioned referring to any injustice appears a bit disingenuous when we consider the cause of this conflict and the fact that our duty is to mitigate any possible exposure as a result of this ongoing internal conflict.

Regards,



Kenrick Brathwaite

Managing Director, Bank of the Bahamas Limited
242-397-3018, 242-376-6592, www.bankbahamas.com
kenrick.brathwaite@bankbahamas.bs

To be the best and most respected financial enterprise in The Bahamas.

----- D I S C L A I M E R -----

The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error, please contact the sender and delete the material from any computer. The Bank of The Bahamas Limited accepts no liability for any damage caused by any virus transmitted by this email.

From: D'Arcy Rahming Sr. <darcy.sr@arawakx.com>

Sent: Tuesday, November 1, 2022 5:11 PM

To: primeminister@bahamas.gov.bs

Cc: governor@centralbankbahamas.com; crolle@scb.gov.bs; dannyj1242@gmail.com; Kenrick Brathwaite <Kenrick.Brathwaite@bankbahamas.bs>; halkitismichael@yahoo.com

Subject: Urgent: Injustice in financial markets to small investors

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

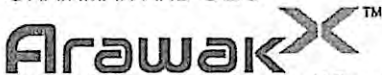
Dear Sir,

Please find attached a letter regarding a grave injustice being done to investors in the country by the Bank of the Bahamas that needs your urgent intervention.

Respectfully,

D'ARCY RAHMING SR

CHAIRMAN AND CEO



ARAWAKX PLATFORM | ARAWAKX SECURITIES EXCHANGE | ARAWAKX CLEARING | MDOLLAZ TECHNOLOGY

#107 Church Street, Sandport | Nassau, Bahamas | P.O. Box SP 64428

Mb (242)3592465 | Wk. (242)6035270 | www.arawakx.com | info@arawakx.com

THE CONTENT OF THIS EMAIL IS CONFIDENTIAL AND INTENDED FOR THE RECIPIENT SPECIFIED IN THE MESSAGE ONLY. IT IS STRICTLY FORBIDDEN TO SHARE THIS MESSAGE WITH ANY THIRD PARTY, WITHOUT THE WRITTEN CONSENT OF THE SENDER. IF YOU RECEIVED THIS MESSAGE BY MISTAKE, PLEASE REPLY TO THIS MESSAGE AND FOLLOW WITH ITS DELETION, SO THAT WE CAN ENSURE SUCH A MISTAKE DOES NOT OCCUR IN THE FUTURE.



BY EMAIL: dstrachan@scb.gov.bs; dmsmith@scb.gov.bs; mtaylor@scb.gov.bs

November 18, 2022

Mr. Daniel Strachan
Assistant Manager, Supervision
Securities Commission of the Bahamas
Poinciana House
North Building, 2nd Floor
31A East Bay Street
P.O. Box N8347
Nassau, Bahamas.

Dear Mr. Strachan

RE: **Request for Extension to file Audited Financial Statements – Mdollaz Ltd.**

We write in reference to the above captioned matter.

Mdollaz Ltd., also trading as ArawakX hereby request an extension to file its audited financial statements for the 2021/2022 period. As per our recent notice to the Securities Commission of the Bahamas ("the Commission"), the Company recently removed it's Chief Financial Officer who had management over the accounts. Further, Mdollaz Ltd., is in the process of engaging a new auditor to complete its annual review. Therefore, we anticipate that we will require more time to submit the final audited report which is due on November 30th, 2022.

We will complete a payment to the Commissions' account on record in the amount of eight hundred and seventy-five dollars (\$875) which represents the filing fee for the extension. A proof a payment will be forwarded by email for recorded after the deposit is completed with the bank.

If you have any questions, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink that reads "D'Arcy Rahming".

D'Arcy Rahming
Chairman/CEO
Mdollaz Ltd. T/A ArawakX

ArawakX
107 Church Street, Sandyport
Nassau, The Bahamas
P.O. Box SP 64428
info@arawakx.com
ARAWAKX.COM

By Email: dstrachan@scb.gov.bs; dmsmith@scb.gov.bs; mtaylor@scb.gov.bs

December 7, 2022

Mr. Daniel Strachan
Assistant Manager, Supervision
Securities Commission of the Bahamas
Poinciana House
North Building, 2nd Floor
31A East Bay Street
P.O. Box N8347
Nassau, Bahamas.

Dear Mr. Strachan:

Re: Notice of Writ of Summons – “Mdollaz Ltd. vs Bank of the Bahamas Ltd.”

We write in reference to the above captioned matter.

Please be advised that Mdollaz Ltd. trading as ArawakX has filed a Writ of Summons in the Supreme Court of the Bahamas against the Bank of the Bahamas Ltd.

We also enclose the completed Form 5 in compliance with our notice of change in information reporting requirements under the Securities Industry Regulations, 2012. A copy of the Writ of Summons is also enclosed for your review.

If you have any questions relative to same, please feel free to contact us.

Sincerely,



D'Arcy Rahming
Chairman/CEO
Mdollaz Ltd. T/A ArawakX

ArawakX
107 Church Street, Sandyport
Nassau, The Bahamas
P.O. Box SP 64428
info@arawakx.com
ARAWAKX.COM



SECURITIES COMMISSION OF THE BAHAMAS

3rd Floor, Charlotte House
Shirley & Charlotte Streets
P.O. Box N-8347
Nassau, Bahamas

Tel: (242) 397-4100
Fax: (242) 356-7530
E-mail: info@scb.gov.bs
Website: www.scb.gov.bs

SECURITIES INDUSTRY REGULATIONS 2012

SCHEDULE 2 (Regulation 28 & 54)

FORM 5

Notice of Change of Information

Regarding a Person Registered Under Part V of the Act or Registered Firm

Item 1 - Name of Registered Person

State full legal name of the person registered under the Act.

Name: Mdollaz Ltd.

Item 2 - Full Business Contact Details of Registered Person

State the person's principal business address and provide email address(es), telephone numbers and fax numbers.

Address: Mdollaz Ltd.
107 Church Street, Sandy Port, West Bay Street, Nassau, The Bahamas
P.O. Box SP 64288

Email: darcy.sr@arawakx.com

Phone: (242) 603-5270

Fax: -----

Item 6 – Date the Notice

December 7, 2022

Date

Item 7- Certification and Signature

ATTESTATION:

“I, the undersigned, hereby affirm that to the best of my information, knowledge and belief, the contents of this form and any attachments provided with this form are true, correct and not misleading.”



Senior Officer

WARNING: Intentional misstatement or failure to disclose information may constitute an offence.

Completed applications should be submitted to:

The Market Surveillance Department
Securities Commission of The Bahamas



Painiana House
North Building, 2nd Floor
31A East Bay Street
PO Box N-8347
Nassau, The Bahamas

By Hand and Email: darcy.sr@arawakx.com

23rd March 2023

D'Arcy Rahming Sr.
Director & CEO
MDollaz Ltd. T/A Arawak X
#3 Buckner Square, Sandyport
Nassau, Bahamas.

Dear Mr. Rahming,

Re: Notice of Imposition of Conditions on Registration of MDollaz Ltd. T/A Arawak X ("MDollaz")

Reference is made to the various communications between you and the Securities Commission of The Bahamas (the "Commission") and the subsequent For Cause Examination held the 18th January 2023 through the 31st January 2023.

The Commission is gravely concerned about the operations of MDollaz, specifically its failure to disclose and/or address:

1. **Directorship:** The precise nature of the relationship between MDollaz and James Campbell/PJ's Enterprise Ltd., a lender and alleged director and member of MDollaz.
2. **Capital issues:** A review of MDollaz' July 2022 Unaudited Financials (i.e. Balance Sheet) revealed a negative working capital of -\$213,626.31 with current liabilities (\$1,110,187.22) being more than current assets (\$896,561.02). Additionally, a review of MDollaz refund listing, noted that an investor did not receive a refund in the amount of \$26,004. However, the aforementioned funds were paid into the operational account of MDollaz.
3. **Comingling:** The Commission is concerned that MDollaz has not maintained segregated accounts and has comingled its funds with that of clients and/or investors on the platform.
4. **Corporate Structure and Accounts:** MDollaz did not advise the Commission of significant material changes within the corporate structure of the Company. For example, the Commission is now aware that MDollaz was using operational accounts in the name of unregistered entity, MDollaz Technology Ltd., as opposed to its own name. These operational accounts were used to conduct securities business for the period of August 2021 - November 2022.
5. **Books and records:** MDollaz was unable to produce pertinent records of its operations i.e. bank reconciliations and indemnity insurance confirmation.

Mr. D'Arcy Rahming Sr.

MDollaz

Re: Notice of Conditions on Registration

Failure to abide by the conditions above or to provide the information as directed may render MDollaz subject to disciplinary action.

Finally, you are required to attend a meeting at the offices of the Commission on **Wednesday 12th April 2023 at 10:00** to further discuss the issues outlined above.

We look forward to your cooperation.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Christina Rolle', with a long horizontal flourish extending to the right.

Christina Rolle
Executive Director



#3 Buckner Square, Sandypport, Nassau Bahamas

To:

Christina Rolle
Executive Director
Securities Commission of the Bahamas

Wednesday April 5, 2023

To Christina Rolle,

RE: Response to letter dated March 23rd 2023 and subsequent Report of Financial Crime

We extend our thanks to the officers and staff of the Commission who have acted in a helpful and professional manner throughout Arawak^x's existence. Over the past two years we, with the guidance and assistance of the Commission, have built a crowdfunding marketplace that is the envy of the region, placing The Bahamas in the lead as a fintech innovation hub. We are pleased to advise that our projects with Tropical Gyro has created 22 jobs, and Footcare RX has created 25 jobs to date. These businesses are growing and expanding, which is the intention of the Business Capital Rules.

As you are aware we are in the process of an audit exercise, which is concluding this week and our report herein, backed by our audit, which we will forward, will clearly demonstrate that all your questions and concerns are being, and have been, properly addressed.

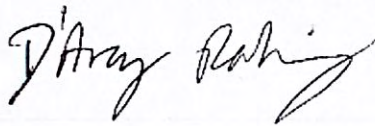
We must note, however, that this regulatory exercise did not arise in a vacuum, and we must therefore direct the Commission's attention to further serious apparent misconduct to Arawak^x's prejudice by Bank of The Bahamas Limited (BOB). During our audit, inspection, and discovery in our Supreme Court Action against BOB, we discovered what appears to be fraudulently labeled transactions. Which transactions were "*credits*" to Arawak^x's accounts mislabeled as "*payroll*", creating the false and prejudicial impression that Arawak^x was meeting its payroll with, or otherwise commingling, client assets. We believe this was communicated to the Commission in order to bolster a false narrative to the detriment of Arawak^x, as has in fact occurred.

We believe this to be part of a broader attempt to defame and weaken Arawak^x for an attempted takeover, and was deployed to weaponize the Commission against Arawak^x to artificially drive the false narrative that Arawak^x was insolvent. Unfortunately, acting on this false and misleading information the Commission did not approve any additional raises or extensions, curtailing our ability to generate business. While Arawak^x continues to be solvent, we cannot deny the adverse impact the forced inactivity of the past five months, since November 1st 2022, has done.

Additionally, the actions of BOB has continued to stymie our efforts to service Nassau Gas and Tanks, whose funds remain tied up in that dispute.

Again, we thank you the Commission for its professionalism and we have every expectation that the good work we have begun together will continue to yield fruit. We look forward to getting our markets back up and running and continuing to create meaningful economic value and impact.

Respectfully,

A handwritten signature in black ink, appearing to read "D'Arcy Rahming Sr.", written in a cursive style.

D'Arcy Rahming Sr

Chairman of ArawakX

Attached:

- (1) A report addressing the 5 Conditions set forth in Commission's March 23rd 2023 letter.
- (2) A report addressing Bank of The Bahamas Limited's Fraudulent Statements

Arawak^x Report responding to the letter dated 23rd of March 2023 titled:

"Notice of Imposition of Conditions on Registration of Mdollaz Ltd t/a Arawak^x ('Mdollaz')"

1. Complete reconciliation of all crowdfunding engagements to date detailing all investor subscriptions, amounts paid out to issuers and/or project initiators, amounts owing to issuers and/or project initiators as well as fees earned/commissions and how same were funded;

Please see attached reconciliation files.

2. Details of current relationship and/or status of MDollaz relationship with James Campbell and/or PJ's Enterprise Ltd. including current status of Mr. Campbell's appointment as a director of MDollaz;

James Campbell is not a director or shareholder of MDollaz. PJ's Enterprises Ltd. is a creditor of Arawak^x with a deferred payment arrangement. Neither Mr. Campbell nor PJ's Enterprises Ltd. has issued a demand to, or instituted proceedings against, Arawak^x for any amount, as they know they have no claim against Arawak^x. Instead, Mr. Campbell has by his conduct sought to obtain a beneficial interest in Arawak^x through unlawful means. Mr. Campbell has unlawfully interfered with Arawak^x's business relationships with BOB, now the subject of litigation, the Commission, and others. Any purported claims or concerns of Mr. Campbell or PJ's Enterprises Ltd. are properly a civil matter, which, in any event, would be vigorously contested by Arawak^x, particularly in light of the commercial harm and damage suffered by Arawak^x as a result of their unlawful conduct highlighted herein.

3. Confirmation and evidence that MDollaz' capital deficiency issues have been resolved;

We have a positive equity on our balance sheet. Please see the attached balance sheet from our management statements. Our audit report will confirm this. Figures are expected to have minor adjustments.

4. Confirmation and evidence that MDollaz funds and that its clients and/or investors have been properly segregated and are being maintained in separate accounts;

Separate accounts are setup at each institution for operational and client funds. RBC is our primary banking relationship.

Please see our complete listing of accounts and supporting documents

5. Confirmation that books and records are being maintained as required by law.

We have moved all of our accounting to QuickBooks, as will be confirmed by our Auditors. We have also attached our financial management policy document.

Other issues mentioned.

In point two (2) of your letter under "*Capital issues*", reference was made to an investor who did not receive a refund in the amount of \$26,004.00, further it noted that funds were paid into the operational account of Mdollaz. Please be advised that investor in question is [REDACTED] who determined to become a shareholder in the company (Mdollaz), and he has invested the total amount of his refund (\$26,004.00) in Mdollaz Ltd. Therefore, the said funds were transferred to the operational account of Mdollaz Ltd. pursuant to that agreement. [REDACTED] has subsequently decided to increase his total investment in Mdollaz to \$50,000.00. Supporting documents are attached for your review.

The appropriate insurance is being acquired. Please see the attached email.



1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

Re: ArawakX & MDollaz

**INTERVIEW OF D'ARCY RAHMING, SR &
D'ARCY RAHMING, JR.**

**Wednesday, April 12th, 2023
10:14 a.m. - 11:45 a.m.**

**31A East Bay Street, 2nd Floor
Nassau, New Providence**

**Reported By:
RoyAnne Neely-Morrison, PhD
RMR, CRR, CRI, CPE
Court Reporter**

1 **APPEARANCES:**

2 Ms. Christina Rolle,
3 Executive Chairman,
4 Securities Commission of The Bahamas
5 Poinciana House-North Building.
6 2nd Floor
7 31A East Bay Street
8 P.O. Box N- 8347
9 Nassau, The Bahamas

10 Mr. Gawaine Ward
11 Senior Manager, Enforcement Department
12 Securities Commission of The Bahamas
13 Poinciana House-North Building.
14 2nd Floor
15 31A East Bay Street
16 P.O. Box N- 8347
17 Nassau, The Bahamas

18 Megan Taylor
19 Legal Counsel
20 Securities Commission of The Bahamas
21 Poinciana House-North Building.
22 2nd Floor
23 31A East Bay Street
24 P.O. Box N- 8347
25 Nassau, The Bahamas

26 Vivienne Dean
27 Securities Commission of The Bahamas
28 Poinciana House-North Building.
29 2nd Floor
30 31A East Bay Street
31 P.O. Box N- 8347
32 Nassau, The Bahamas

33 Austin Smith,
34 Securities Commission of The Bahamas
35 Poinciana House-North Building.
36 2nd Floor
37 31A East Bay Street
38 P.O. Box N- 8347
39 Nassau, The Bahamas

40 On behalf of the Securities Commission of
41 The Bahamas.

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25

Khalil Parker, KC
Parker & Associates,
Counsel for Mssrs. Rahming

D'Arcy Rahming, Sr.,
ArawakX & MDollaz

D'Arcy Rahming, Jr.,
ArawakX & MDollaz

1 (Interview commenced at 10:14 a.m.)

2 MS. ROLLE: Okay. So, Mr. Rahming, as you
3 know, we sent you a letter on the 23rd of March, and
4 we unfortunately, had to place some conditions on the
5 license of ArawakX, on conditions of your
6 continuation. And you responded to that letter. And
7 in the response, we don't feel that our questions have
8 been answered. The concerns that we have, we don't
9 think have been answered. And in fact, we think there
10 are now some additional concerns that have been
11 raised.

12 Now, it's customary, this interview that we
13 are having now isn't a style of what we call
14 testimony, where you have a swearing in or anything.
15 But what we do from time to time, is to record our
16 interviews so that we can have a record of it. You
17 are entitled to receive a copy of that record once the
18 formal copy is available.

19 So what we're going to do is, I am going to
20 try, during the interview to get to the bottom of some
21 of the concerns that we still have that are
22 outstanding. Any questions that you can't answer, we
23 will probably follow-up in writing for a formal
24 response.

25 I'll warn you, though, that the turn around

1 time on those responses probably will be short, given
2 that we had already given two weeks before. We do
3 expect that you will answer the questions as our
4 licensee. We are not in a contentious or adversarial
5 position with MDollaz and ArawakX at this point. So
6 we do expect our licensee to answer the questions. So
7 I'm going to go through --it's just really a couple
8 broad topics, but then some specific questions on the
9 topic, and the questions are really around the
10 operational capacity which the Commission is primarily
11 concerned with. As well as the financial position and
12 governance.

13 So those are the three primary areas that
14 we are really concerned with, and we really want to
15 know what is the status of MDollaz with respect to
16 those areas.

17 MR. RAHMING, SR: Okay. Fine

18 MS. ROLLE: All of these, we think, are
19 very reasonable.

20 So, Mr. Rahming, if you could begin by just
21 explaining to us what were the events leading up to
22 Bank of The Bahamas freezing of the accounts of
23 MDollaz. What was the explanation given to you by
24 Bank of The Bahamas?

25 MR. RAHMING, SR: Certainly. So --

1 MR. PARKER, KC: Well, I would have to say
2 that -- I think we gave you the writ of summons, the
3 statement of claim.

4 MS. ROLLE: You did.

5 MR. PARKER, KC: The matter is sub judice.
6 I think that we communicated, in that correspondence
7 or in that, I think I copied, I set out, verbatim, the
8 communications that I received, that they forwarded to
9 me, and my communications back to them. And insofar
10 as the genesis of that, now the broader questions that
11 you have, fine. I just want you to understand is that
12 matter is sub judice and insofar as we engage, we
13 would like to have some respect for that
14 correspondence, because we are going to be dealing
15 with that in trial. So I'm going to have him answer
16 the question.

17 MS. ROLLE: So, Mr. Parker. Let me be very
18 clear here. I am talking about our licensee's
19 operational capacity. I'm not talking about the court
20 case. Now I have a responsibility for a licensee, of
21 the Securities Commission to prove their capacity. I
22 want to know what were the issues that led to the
23 capacity being diminished in the first place.

24 MR. PARKER, KC: When you say 'capacity',
25 what do you mean?

1 MS. ROLLE: Their ability to operate their
2 account.

3 MR. PARKER, KC: Okay. All right. Fair
4 enough.

5 MS. ROLLE: What were issues leading the
6 capacity being diminished? Were there things that I
7 need to be concerned about from a regulatory point of
8 view? Relative to reading the writ, but I just need
9 to get to the point of view about licensee's capacity
10 from their point of view. I don't think that the
11 Commission in any way will conflict with any of the
12 court proceedings.

13 Now if what you are advising your client to
14 do and the position that they are taking is that they
15 don't want to provide any explanation outside that
16 writ, that's fine. They can take that position and
17 advise that to me.

18 MR. PARKER, KC: No. What I will say is
19 that, if your question is -- I'll just let him answer.

20 MS. ROLLE: okay.

21 MR. RAHMING, SR: Thank you. The accounts
22 that were set up at the Bank of The Bahamas and that's
23 what we are talking about, and the information related
24 to the locking of these accounts or what have you, we
25 had an early investor who we had, we were operating

1 our company and I want to just step back just a bit,
2 just talk about in terms of operational capacity,
3 because we have built something here that no one else
4 in this region has built. And that is being looked at
5 by the rest of the region and even America now. So
6 these things ought to be looked at in context.

7 Mr. Campbell is a businessman from a
8 different era.

9 MS. ROLLE: What does that mean?

10 MR. RAHMING, SR: What I mean is that this
11 is a Fintech era. He can't use a computer, so he
12 doesn't understand the fundamentals of business. I
13 didn't realize that. We were friends, and I didn't
14 really realize that. So maybe some of the
15 explanations in terms of how Fintech developed was
16 over his head, in my opinion. So we started out very
17 strong with the -- and then, we realized that we had
18 to make a pivot because while we had the first --

19 MS. ROLLE: You started out very strong
20 with Mr. Campbell. Or the business before
21 Mr. Campbell.

22 MR. RAHMING, SR: Even before Mr. Campbell,
23 with Mr. Campbell. We started out with a good
24 position. We came out the gate with the Red Lobster
25 people, did very well. And then we tried two

1 companies that were not successful. And so we
2 realized that we had to pivot because the market
3 didn't seem to be able to sustain companies that were
4 in their imagination after interviewing the market,
5 talking to the market, we realized that people wanted
6 companies that they could go in and touch and see and
7 feel. So we had to -- we have a book of business that
8 we had to sort through, interview, literally hundreds
9 of people that contacted us. And we had a team that's
10 looking at all of these and trying to figure out.
11 Okay, what is it that we can -- what is it that we
12 should target in our early phase of trying to gain
13 success. And so we turned it around. It took about
14 six months, that we turned it around and understand.
15 And then we have subsequent success.

16 The Tropical Gyro, which had taken off; the
17 foot care which is Danny Johnson and then Nassau Gas
18 and Tanks which is Mark Humes. So from our point of
19 view, we had turned the company around and made it a
20 successful company. But behind the scenes, you had an
21 investor, who as far as we were concerned, the early
22 projections were off. And so we didn't come out of
23 the gate and win all the way through. We didn't
24 understand the pivots, et cetera.

25 So in about January or February, we had

1 another hope for these bonds to come about. You're
2 familiar with the bonds because the Commission had to
3 write a letter to say that we could actually do the
4 bonds.

5 MS. ROLLE: You are talking about for the
6 Government of The Bahamas.

7 MR. RAHMING, SR: For the Government of The
8 Bahamas.

9 So we were figuring. While we were
10 developing the market, we would get the bonds, and the
11 bonds would give us the time and space to develop the
12 market.

13 So we had a team that we had spent a lot
14 training and trying to get -- we didn't want to lose
15 that team. And so what happened is that we believe
16 when the bonds came about, Mr. Campbell, not
17 understanding the other side of business, thought
18 well, I am responsible for these bonds. He was not.
19 We designed it -- we put it together, et cetera. But
20 he was the contacts in terms of we were talking to
21 Simon Wilson, et cetera about these things. And so I
22 get -- in July, I get a contract from Simon Wilson's
23 office. We had gone through the Attorney-General, and
24 we have gone through you guys and the contract, they
25 said it was ready. I got a call from Jimmy, saying

1 Oh, they sent that to you in error. From that
2 time the relationship began to deteriorate --

3 MS. ROLLE: He is saying that the Ministry
4 of Finance sent the contract to you in error?

5 MR. RAHMING, SR: Yes.

6 MS. ROLLE: Okay.

7 MR. RAHMING, SR: Then he began to put on
8 some ridiculous demands. Saying, oh, I need to see
9 this report. I need to see that report. I need to be
10 able to see that report. So the relationship grew
11 contentious because I don't work with Jimmy. Jimmy is
12 just an investor. That has been doing things. He was
13 supposed to -- the idea was that he is supposed to
14 open up his network to us so that we could --

15 MS. ROLLE: Okay what was the amount of his
16 investment?

17 MR. RAHMING, SR: His initial investment
18 was an option for \$1.3 million. And then it was in
19 January or February, he put in \$279,000 in a loan.

20 MS. ROLLE: January and February?

21 MR. RAHMING, SR: January, February of
22 2022.

23 MS. ROLLE: So \$1.3m, and then he gave a
24 loan?

25 MR. RAHMING, SR: Yes.

1 MS. ROLLE: And what was the option for the
2 1.3?

3 MR. RAHMING, SR: It wasn't defined, but it
4 was 22 percent of the company.

5 MS. ROLLE: So he had an option to purchase
6 22 percent of the --

7 MR. RAHMING, SR: Yes. Of which he paid
8 \$1.3 million.

9 MS. ROLLE: Okay. And how was that option
10 triggered?

11 MR. RAHMING, SR: The way it's written, is
12 that it would be triggered I guess by him triggering
13 it before a certain date, 2025.

14 MS. ROLLE: So he could trigger that option
15 at any time?

16 MR. RAHMING, SR: Technically, from my
17 understanding and I'm going to say that this is from
18 my understanding. We have not discussed the options
19 with my counsel, so this is from my, understanding
20 okay.

21 MS. ROLLE: Okay. Sorry. You can
22 continue.

23 MR. RAHMING, SR: So I think that -- well,
24 we had problems from the very beginning with the CFO
25 that he represented to us his, brother-in-law Mike.

1 MS. ROLLE: What was the name of the CFO?

2 MR. RAHMING, SR: Michael Turnquest.

3 MS. ROLLE: And Michael Turnquest was the
4 recommendation of Mr. Campbell?

5 MR. RAHMING, SR: Yes, he is.

6 MS. ROLLE: And how long was he with the
7 company?

8 MR. RAHMING, SR: He was with the company
9 from about July 2021 to about October of 2022.

10 MS. ROLLE: Okay.

11 MR. RAHMING, SR: And so that wasn't --
12 there were e-mails where you can see me complaining
13 from day one. Michael, we have got to put these in a
14 proper accounting. He wanted to develop his own
15 accounting system, how excel obviously, you can't run
16 an exchange out of excel. This is very well
17 documented. Any piece of technology. Really if he
18 was not Jimmy's brother-in-law, I probably would have
19 acted sooner with him. We ended up firing this guy
20 for dishonesty. He just lied a lot. We had it
21 documented. Incompetence. We had something else.

22 MR. RAHMING, JR: Gross insubordination.

23 MR. RAHMING, SR: Gross insubordination.
24 He never showed up to work. He was just riding and in
25 such an important position, we couldn't have it. But

1 we were trying to keep peace with Jimmy, because he
2 was a very influential person. But 725, I realized
3 that, wait a second, this guy may not be just -- there
4 is something more than gross incompetence here this
5 guy may trying to con this organization. And that was
6 in my opinion

7 MS. ROLLE: When did you say that was? 725?

8 MR. RAHMING, SR: After I got those bonds,
9 when I got that call, it was when I realized that
10 something here is amiss. I had been complaining from
11 the beginning, but now it seems like --

12 MS. ROLLE: So this is July last year?

13 MR. RAHMING, SR: Yes, July of last year.

14 MS. ROLLE: Okay. So when you got this
15 call from Jimmy saying that this document was sent to
16 you in error, something seemed off.

17 MR. RAHMING, SR: Way off. I was like,
18 first of all, why is he calling me? Why wasn't Simon
19 Wilson calling? I never got any official notice to
20 it. And then so we had -- as part of the agreement,
21 we wanted I'm just going to say what the facts, as I
22 see, them are. It was difficult for me to believe
23 that Jimmy was doing anything untoward with the
24 company. It was difficult for the many years I've
25 known him. And so we had wanted him to be the

1 chairman of the company. I said, Jimmy, you can't --
2 no exchange could have a silent advisor. That doesn't
3 work. You have to do the work. That's unworkable.
4 You have to do the proper paper work. You have to get
5 in. You have to be properly a director or you have to
6 -- you can't have somebody who -- I don't care if you
7 are the investor in the exchange or not. You can't
8 have somebody -- these things have to be done
9 property. And so what happened we had an agreement
10 with him. We know we were running low on cash. And
11 so we said to him, okay, this is what you would
12 provide your contacts to give us the space we need,
13 the funds we need. And by doing that, what would
14 happen is we would consider you a coequal founder of
15 the whole thing. The three musketeers, we called
16 them. And so that was the assumption we went on when
17 we signed these various things. Not kind of
18 one-sided, because we assumed that he was going to
19 bring stuff to the table. The contract would have
20 been one of the example of something that could have
21 been brought to the table had it been brought to
22 fruition. So the relationship at this point -- let me
23 make sure that I am getting the story right. The
24 relationship at that point was even when after we had
25 fired Mike, we sent him papers, you have to fill out

1 and do the directorship properly. The next thing we
2 know, is that he's before the Commission.

3 MR. PARKER, KC: Who is he?

4 MR. WARD: Sorry when was this? I just
5 wanted to get the timeline accurately.

6 MR. RAHMING, SR: This would be around --

7 MR. RAHMING, JR: October.

8 MR. RAHMING, SR: Yes, around October.

9 MR. WARD: October of last year?

10 MR. RAHMING, SR: 2022.

11 MS. ROLLE: So he came to see the
12 Commission.

13 MR. RAHMING, SR: He came to see the
14 Commission.

15 MS. ROLLE: Right.

16 MR. RAHMING, SR: Later on, he came in
17 there claiming a lot of things. We were trying to get
18 things done properly at this point to get him to
19 actually come on board properly to be a chairman. You
20 will see from our notes and stuff, we even set up an
21 appointment with him. He was supposed to come in. I
22 don't know if the paper work drove him crazy or what.
23 But he just flipped and so he came here.

24 MR. PARKER, KC: Did he execute the
25 paperwork?

1 MR. RAHMING, SR: No. He didn't want to do
2 any of the paperwork for whatever reason.

3 MS. ROLLE: Right.

4 MR. RAHMING, SR: So that was like the
5 final straw for him. So he came making various
6 claims, which you will be more familiar with, because
7 he made them to you. So at this point the
8 relationship is kaput. And so you guys, I think, he
9 wanted, these are old style guys. These are old style
10 guys. They go in and they make demands and you guys
11 are supposed to go around.

12 MR. PARKER, KC: That is their expectation.
13 He is not suggesting that that is what you do.

14 MR. RAHMING, SR: No. I am saying you
15 don't do that.

16 Let me say this: In every aspect, the
17 Commission has, you can proud of your officers, the
18 people who did the inspection and all that. And I'm
19 not just saying that because you are here. But in
20 every element even with the discovery, the Commission
21 has behaved in a prudent and a proper manner. So
22 we're not -- so if it even sounds like I am saying
23 that, I'm not. But they have expectation of these
24 officers to be exact. Just like when he went to the
25 Bank of The Bahamas. He goes into the Bank of The

1 Bahamas, and I don't know how one man who isn't even a
2 signatory on --

3 MR. PARKER, KC: Move on.

4 MR. RAHMING, SR: We'll figure that out.

5 He goes into the Bank of The Bahamas --

6 MS. ROLLE: So what you're saying is that
7 based on -- it appears to you that based on whatever
8 information that given to Bank of Bahamas by
9 Mr. Campbell, the Bank of The Bahamas froze the
10 accounts on that basis?

11 MR. RAHMING, SR: Yes. It not only
12 appears, they wrote it later, so through discovery we
13 know this to be factual. I didn't know it at the
14 time.

15 MR. PARKER, KC: But the premise of the
16 Bank of The Bahamas's intervention, as we understand
17 it, is that they were questioning -- they sought to
18 raise questions as to who were the proper people to
19 operate the account. And you will see from our
20 communications, we demonstrated that the Principals of
21 Money X are the D'Arcy Rahmings and the purported
22 documentation that Mr. Campbell came with, did not
23 mean what they say they meant. And so that's what he
24 is talking about. They walked with this material and
25 they froze the account. That's the position that they

1 have taken.

2 MR. RAHMING, SR: So I view myself
3 rightfully or wrongfully, as the protector of these
4 markets. I'm here along with the Commission -- I'm
5 here and I do one of my job as guardian of these
6 markets. In particular was the that those were client
7 funds which we have proven up and down. We would go
8 through the stuff, resolutions, the bank paper --

9 MS. ROLLE: So that comes to my second
10 question actually. How is it that client assets and
11 not just company's assets were frozen by Bank of The
12 Bahamas?

13 MR. RAHMING, SR: Because, as we see
14 through a discovery, the affidavit, that Jimmy
15 Campbell is claiming that that money is his.

16 MS. ROLLE: That the client assets?

17 MR. RAHMING, SR: Yes. He is alleging that
18 that's his money. That's what's written in. So I'm
19 talking factual is written. So what I did was that I
20 wrote the Prime Minister. Because I know --

21 MS. ROLLE: Were client and company's
22 assets company properly segregated?

23 MR. RAHMING, SR: Absolutely.

24 MS. ROLLE: did bank of Bahamas understand
25 that these are clients assets --

1 MR. RAHMING, SR: Absolutely.

2 MS. ROLLE: -- that are held in trust, and
3 are not the company's assets?

4 MR. RAHMING, SR: I think it is our
5 position --

6 MR. PARKER, KC: Well, it is our position,
7 and I don't want to get into it without prejudicing
8 the discussions with counsel on their behalf. But it
9 was made clear to them and they appeared to understand
10 it. Even to the extent of trying to accommodate the
11 differentiation between what they were freezing and
12 what they were not. But it doesn't seem to have cut
13 through. Because we made it explicitly clear that
14 they were client funds that we were trying to
15 repatriate or to disburse, and they still froze it.

16 MR. RAHMING, SR: Even from the account
17 opening document, even from the all of information,
18 that's there, we have clear proof -- because when we
19 started, what we did was we wanted to make sure that
20 now that the market was up and running, that there is
21 -- because this is a very complicated business. This
22 is a very complicated business. The banks don't make
23 it easier because the ACHs, etc --

24 MR. PARKER, KC: What is ACH?

25 MS. ROLLE: The clearing houses.

1 MR. RAHMING, SR: The clearing houses.
2 They don't put through all the information from the
3 banks. And so there is a lot of reconciliation, etc.
4 So the best way we thought to do it was by having
5 segregated accounts for operations, VAT, tax, what
6 have you, and our records will show that. I'm just
7 speaking from facts.

8 MS. ROLLE: So all of your accounts are
9 held at Bank of The Bahamas.

10 MR. RAHMING, SR: They were held at Bank of
11 The Bahamas.

12 MR. RAHMING, JR: So all of the bank
13 accounts, because during this process, it was around
14 -- it was a write-up in the paper where Neil Hartman
15 interviewed us as to what was going on with the cash
16 economy. And we kind of threw about 60 days into
17 Tropical Gyro, we discovered that people that day
18 laborers, who would earn their payroll day-by-day,
19 it's actually too expensive for them to go into the
20 bank and to index, because then they lose a whole
21 day's wage, and I don't know about you guys, the cost
22 of a day's wage, unless it's something I don't -- so
23 that's when we set up our relationship with Sun Cash
24 as well as with Cash and Go. To allow people to walk
25 in.

1 MR. RAHMING, SR: We are in constant
2 contact daily, everyday people are talking to us about
3 the market. I'd like to buy this, but I don't have no
4 bank account, Mr. Rahming. Some maybe at church
5 walking about, Mr. Rahming can you put this \$50.00 on.
6 This isn't no numbers -- so what we have been trying
7 to accommodate this economy that the people want. And
8 I can show you letters from people that they want
9 this.

10 Anyway, so to make the long story short,
11 the official bank accounts were at the Bank of The
12 Bahamas. They were completely segregated. One of
13 them being for clients funds. Jimmy walks in there,
14 and I don't know if I could say it. Any way, all of a
15 sudden now all of the bank accounts are locked up.
16 People are trying to invest. We have a close going
17 on. At that time it was footcare. Footcare this was
18 their final week when this happened. The final week
19 brings in like \$100,000, because people wait until the
20 last minute before the payments are closing. And they
21 can't put their monies in and people are calling us
22 and complaining that they can't put their monies in.
23 We had the ongoing Nassau Gas at that time. And
24 people can't put their monies in. So I write to the
25 Prime Minister, because I don't know -- I mean, I know

1 that -- I don't know.

2 MR. PARKER, KC: You wrote the Prime
3 Minister.

4 MR. RAHMING, SR: The only person that
5 responded -- two people responded.

6 MS. ROLLE: What did you hope to achieve by
7 writing the Prime Minister?

8 MR. RAHMING, SR: That they would
9 understand that this was good for the country. That
10 we had major markets --

11 MS. ROLLE: So you wrote him in the
12 capacity as Minister of Finance with responsibility
13 for Bank of The Bahamas with the government being the
14 primary shareholder of Bank of The Bahamas.

15 MR. RAHMING, SR: Exactly. So that's the
16 capacity of -- 'please, can you address this issue?'
17 These are client funds. People are trying to invest.
18 That was the passion behind this.

19 MR. PARKER, KC: So this is just before
20 they engaged me because this was a little bit of self
21 help.

22 MR. RAHMING, SR: That is true.

23 MS. ROLLE: Tell me this: So prior to the
24 account being frozen, what was the process by which
25 investors sent monies to their subscription.

1 MR. RAHMING, SR: So they would send money
2 by going into the bank; by wiring money in; or by
3 doing a bank transfer.

4 MS. ROLLE: Okay. So you gave them
5 instructions to send money?

6 MR. RAHMING, SR: Yes. So what would
7 happen is someone would pledge, they'll say, I am
8 going to be buying 100 shares. We go through our
9 process, okay. You pledged 100 shares. Now you have
10 to make payment for the shares and these are your
11 options for payment.

12 MS. ROLLE: You say they also now have an
13 option to do that through Cash and Go and what was the
14 other one?

15 MR. RAHMING, SR: We expanded them over the
16 years. But the initial options was just through Bank
17 of The Bahamas.

18 MS. ROLLE: Okay. And how did MDollaz send
19 money to the promoters of the offering?

20 MR. RAHMING, SR: So what we would do is --

21 MS. ROLLE: Did you have money coming in
22 for Nassau Gas? You have money coming for Tropical
23 Gas Gyro all at the same time. How do you identify
24 what's coming in to for who and how do you segregate
25 that?

1 MR. RAHMING, SR: So we have a very complex
2 process where we have an automated system, which
3 contains the pledges, and then we have a bank system.
4 So we have to match the pledges to the bank system.
5 And then we record these in our actual system. So we
6 can keep track of every person, both from the bank's
7 side from the pledge's side. So that's how we would
8 know somebody did a hundred shares for Tropical Gyro.
9 Later on, you could pull it up on the system. You
10 will have inside the notes, et cetera, the bank
11 reconciliation. A separate spreadsheet was kept with
12 the bank reconciliation so that we could match --

13 MS. ROLLE: So you are saying the system is
14 detailed. Not necessarily complex, but it's detailed.

15 MR. RAHMING, SR: Yes.

16 MS. ROLLE: Were there any points where
17 there were funds that were not distributed.

18 MR. RAHMING, SR: Only those funds that are
19 held in the current Bank of The Bahamas and we can
20 prove line by line.

21 MS. ROLLE: So you get funds for promoting,
22 you take off your fee of one percent of whatever your
23 fee is. And your back charges on your fee and the
24 remainder goes to the --

25 MR. RAHMING, SR: The promoter, once there

1 has been a successful raise.

2 MS. ROLLE: Okay. If the raise is
3 unsuccessful everything goes back to the subscriber?

4 MR. RAHMING, SR: Except for some fees,
5 like the commission fees.

6 MR. RAHMING, JR: The fees would be bank
7 transfer fees.

8 MS. ROLLE: Okay. Based on the information
9 that you provided to us and the unaudited management
10 account, what we see is \$14,000 outstanding to
11 Footcare RX. That's correct?

12 MR. RAHMING, SR: Yes.

13 MS. ROLLE: About \$4,000 outstanding for
14 Tropical Gyro.

15 MR. RAHMING, SR: Yes.

16 MS. ROLLE: And about \$123,746.14
17 outstanding for Nassau Gas.

18 MR. RAHMING, SR: Yes.

19 MS. ROLLE: And you are saying that those
20 fees are all outstanding because they are all locked
21 up at Bank of The Bahamas?

22 MR. RAHMING, SR: Yes.

23 MS. ROLLE: Now, obviously, Mr. Rahming,
24 what does that have to do with the promoters? Why
25 shouldn't they have access to their money? What does

1 that have to do with them?

2 MR. PARKER, KC: Yes. We agree with you.

3 MS. ROLLE: And what does that have to do
4 with the subscribers? I why should that be an
5 acceptable position?

6 MR. RAHMING, SR: We don't find the
7 position acceptable.

8 MS. ROLLE: Okay.

9 MR. PARKER, KC: Are they aware of their
10 liability?

11 MS. ROLLE: Bank the Bahamas.

12 MR. PARKER, KC: Yes.

13 MS. ROLLE: And also, okay -- we are where
14 we are, and what we're saying is that outside of those
15 funds that are locked in at the Bank of The Bahamas
16 that are client funds, you're not in a position or
17 MDollaz is not in a position to underwrite that money
18 going forward to the promoters until such time as this
19 Court case is settled?

20 MR. PARKER, KC: Well, we intend get
21 relief, an urgent relief on the basis, because there
22 is no beneficial interest to any of the parties of
23 those disputed funds.

24 MS. ROLLE: You are intended to get urgent
25 relief from the court.

1 MR. PARKER, KC: From the court to
2 authorize release, because even if you take Bank of
3 The Bahamas's position at its highest, we don't know
4 who these people are --

5 MS. ROLLE: And what is the time frame for
6 that?

7 MR. PARKER, KC: I can't say where we are
8 in that regard.

9 MS. ROLLE: Isn't that something the court
10 should do on an urgent basis?

11 MR. PARKER, KC: Yes, and again I also
12 don't expect the bank to "resist" but I will give you
13 a clearer timeline on that on an urgent basis --

14 MS. ROLLE: I would imagine you could make
15 an emergency filing. And I would encourage you to do
16 that sooner rather than later. If you can do that in
17 the coming days, I would encourage you to that,
18 because you don't want to be in a position where
19 you're holding clients' funds.

20 MR. PARKER, KC: We were trying to do that
21 by agreement, but that failed, so that's where we're
22 at now. Definitely, like I said, there is no basis,
23 and we expect to get that relief --

24 MS. ROLLE: Right I mean courts costs that
25 are associated with that, I'm sure the court can

1 address those.

2 MR. PARKER, KC: We will give you that
3 undertaking that we will be making that --

4 MS. ROLLE: But I think we need to first
5 put the entity in a position where obligations to its
6 clients are met. That's the first order of business.
7 To try to set the ship right.

8 So then we go on to general solvency issues
9 as well. Before I get there, and I guess it's a part
10 of that, it's somewhat between the solvency and
11 operational issues, that in the unaudited management
12 statement, you are showing \$233,626 and including
13 payroll. Who is comprised in that?

14 MR. RAHMING, SR: Mostly the staff. That's
15 the junior staff is mostly comprised in that.

16 MS. ROLLE: Okay. And those persons are
17 still employed with MDollaz?

18 MR. RAHMING, SR: So not all of them. So
19 what we had to do was, we had to put them on an 'as
20 needs basis'; staff on demands basis. We don't have
21 any more issuers, so we don't have any work for them
22 now. A lot of this came about because we would have
23 -- if we had reacted sooner, but with legitimate
24 expectation through those bonds, which would have
25 required a lot of these people who were working to be

1 working, and so we didn't want to disrupt that. And
2 so as our market was growing, we also had an
3 understanding that this market was growing and taking
4 off, and it was interrupted. So effectively, and
5 prudently so, when the Commission, when this incident
6 happened with the Bank of The Bahamas, and based on
7 the information you received from the bank, you said,
8 okay. We got the message -- let's inspect this, or
9 let's get this sorted out before you approve anything
10 else. But what it had the effect of doing is we
11 couldn't launch any or companies. We couldn't extend
12 --

13 MS. ROLLE: No, I understand that.

14 MR. RAHMING, SR: Again, I would have done
15 the same thing.

16 MR. PARKER, KC: They should also benefit
17 -- I think you didn't spell out when you say the
18 relationship between the staff and the bond issue.

19 MR. RAHMING, SR: Yes. The bond issue was
20 to be a national issue --

21 MS. ROLLE: Do you were inspecting that
22 income stream. What you are saying is that you hired
23 on that expectation; right?

24 MR. RAHMING, SR: Right.

25 MS. ROLLE: I got that.

1 MR. PARKER, KC: Okay.

2 MS. ROLLE: Okay. But you are owing
3 \$230,000 to former staff and persons who are employed
4 or in some temporary basis.

5 MR. RAHMING, SR: Yes.

6 MS. ROLLE: And what explanation do you
7 give them for the lack of payment?

8 MR. RAHMING, SR: They know that we are
9 involved in this issue in terms of our markets being
10 altered and those type of things.

11 MS. ROLLE: This issue came up before that.

12 MR. RAHMING, JR: If I may. So we invested
13 -- so we're very much civic minded and we invested
14 every employee, so they are privy to information -- if
15 they are with us for longer than a year, they vest,
16 and so we treated our employees --

17 MS. ROLLE: So they vest in shares?

18 MR. RAHMING, SR: That's a good point.

19 MR. RAHMING, JR: So we have shared every
20 bit of information. So they are asking when we are
21 getting paid? And we're saying we'll get paid when
22 the government bond comes. Then these things get
23 yanked. They're seeing these processes there. So we
24 have included them in what's actually going on.

25 MR. RAHMING, SR: And that is another

1 reason we didn't want to let people go. These people
2 have come up. They have invested. And we believe
3 that this wasn't going to happen. And we didn't want
4 to disturb people's vesting patterns. This is was
5 supposed to be a company of the future, and we have
6 all of these young people working for us and we didn't
7 want to disrupt that.

8 MS. ROLLE: Okay what is the current staff
9 complement.

10 MR. RAHMING, SR: Seven.

11 MS. ROLLE: Seven? That's permanent or
12 these are some of the 'as needed people?'.

13 MR. RAHMING, JR: Permanent.

14 MS. ROLLE: And those people are being paid
15 regularly?

16 MR. RAHMING, SR: Yeah. It's mostly what's
17 left now. So the way an exchange works, it's
18 important to understand this as well is you need a lot
19 of people to develop it. Because you are developing
20 two sides of a market. Both the issuer side as well
21 as the investor side. It's a lot of education. It's
22 a lot of development that is necessary. So you need
23 people for that. But what happens is as you
24 understand the process of that, you put it in your
25 platform. So your platform begins to digitize these

1 processes so you need less people. So that's in fact
2 what happened. For example, I'll give you my own
3 example. At Globe-X, when I was back in technical
4 operation for Globe X, when we started, we had staffs
5 with MBAs and all these type of things. Actually you
6 see that in Silicon Valley now, they're laying off
7 thousands of people because they have already
8 developed their platform. So it's the same thing
9 that's happening here. Which is that we are able to
10 do more with less people because we have put it in the
11 platform.

12 MS. ROLLE: But currently it's seven.

13 MR. RAHMING, SR: Seven.

14 MS. ROLLE: That's seven people coming to
15 the office every day.

16 MR. RAHMING, SR: Seven people coming to
17 the office pretty much everyday, yes.

18 MR. RAHMING, JR: Or working from home.

19 MS. ROLLE: So just a couple questions on
20 the financial position. Your management statement as
21 at February is showing \$700,000 in accounts
22 receivable. And your accounts receivables in January
23 was \$51,000. So how was that difference generated?
24 Was it a result of income in February.

25 MR. RAHMING, SR: No. What it is is that as

1 --

2 MS. ROLLE: So it's booking of backdated
3 transactions or something.

4 MR. RAHMING, SR: Yes, booking of clients
5 that are in our system that have signed to use and
6 have intention to do business with us. So those
7 clients.

8 MS. ROLLE: So you are showing them as
9 receivable and that's not income earned?

10 MR. RAHMING, SR: That's how it works.
11 Once you made an agreement with the client, and you --
12 they have signed off on the agreement, that becomes a
13 receivable. Now, once you --

14 MS. ROLLE: I thought it becomes a
15 receivable once you perform the work.

16 MR. RAHMING, SR: We have performed some
17 work. We are given the consideration for it. If you
18 look at it and you can see, and we will be happy to
19 send you the link.

20 MS. ROLLE: So you have billed these
21 clients?

22 MR. RAHMING, SR: Yes. We just bill the
23 clients. That's a good point, and it's important for
24 everybody to understand. We are literally building a
25 market because these people we have to do business

1 develop on these people so we have given consideration
2 for that receive and we have evidence.

3 MS. ROLLE: So you have over \$600 in
4 billings in February.

5 MR. RAHMING, SR: Yes exactly.

6 MS. ROLLE: And this is new income.

7 MR. RAHMING, SR: These are people that are
8 not that we have been launching in a sequence in the
9 last few months. So yes those are new people.

10 MS. ROLLE: And what stopped those
11 launches?

12 MR. RAHMING, SR: The Commission.

13 MS. ROLLE: Don't say that.

14 MR. RAHMING, JR: But, what we're
15 discovering and so what's happening with Chef and
16 what's happening with Dr. Johnson, because other
17 business people are now seeing how they are using the
18 money; how it is giving the space to grow, people are
19 now asking and interacting with them, and they are
20 saying wow this is a legitimate way to get 250K and
21 space to grow my business. And so that's why you are
22 seeing more of this is hype coming from --

23 MR. RAHMING, SR: Everyday -- literally
24 everyday, people are trying to get on our platform,
25 because they have no help. The small business person

1 here -- there is a common thing that the Bank of The
2 Bahamas, the Development Bank, and the Venture Capital
3 Fund and the SBAC has in common, we have helped a
4 singly interpret in the last couple of years --

5 MR. RAHMING, JR: With debt but not with
6 equity.

7 MR. RAHMING, SR: They are good with debt
8 but no equity.

9 MS. ROLLE: Can you please provide us with
10 as list of this pipeline that you have. And also
11 could you detail what was billed. The reason for the
12 billing.

13 MR. RAHMING, SR: Absolutely. We have to
14 that anyway for audit. And the ongoing concern, that's
15 being done. So we have that. We can get that to you.

16 MS. ROLLE: Okay. So you can get us that
17 pipeline, we will see what can be done.

18 MR. RAHMING, SR: Yes.

19 MS. ROLLE: Thank you.

20 What is the source, now, of your
21 contributing capital? The initial contributing
22 capital of \$292,000. What was the source of that?

23 MR. RAHMING, SR: It was a house from me.

24 MS. ROLLE: It was a house. Okay. So let
25 me let me be very, very clear. That's not going to be

1 acceptable as contributing capital. Did you mortgage
2 that house and controverted it to cash or something?

3 MR. RAHMING, SR: Yes.

4 MS. ROLLE: Okay. So you mortgaged the
5 house and you controverted it to cash.

6 MR. RAHMING, SR: Yes.

7 MS. ROLLE: Okay. So it wasn't the house.
8 It was the cash from the house.

9 MR. RAHMING, SR: Yes.

10 MS. ROLLE: So you don't have MDollaz owning
11 the house.

12 MR. RAHMING, SR: Right now we are trying
13 to get -- I think that the bank screwed up on the
14 conveyance. We paid for MDollaz to own the house to
15 get the BOB loan. You understand? You can't get the
16 loan --

17 MS. ROLLE: So MDollaz got the loan against
18 the house.

19 MR. RAHMING, SR: Against the house,
20 because we had conveyed it over to MDollaz. And then
21 they got the loan.

22 MS. ROLLE: Okay. So MDollaz has an asset,
23 which is the house. And MDollaz took that asset and
24 extracted the value of that house, and controverted it
25 to cash is what you are saying?

1 MR. RAHMING, SR: Yes.

2 MS. ROLLE: Okay. We're going to have to
3 look at that to see if we are going to be happy with
4 that capital structure. All right. And then you said
5 that you had additional paid in capital of about \$2.2
6 million.

7 MR. RAHMING, SR: Yes.

8 MS. ROLLE: What are the sources of that
9 additional paid in capital?

10 MR. RAHMING, SR: From individual investors
11 we had on --

12 MS. ROLLE: So 1.3 million of that is Jimmy
13 Campbell?

14 MR. RAHMING, SR: 1.3 million of that is
15 Jimmy Campbell, yes.

16 MS. ROLLE: So who is the remaining .9?

17 MR. RAHMING, SR: About 100 different
18 investors.

19 MS. ROLLE: Can we get a schedule of those
20 investors?

21 MR. RAHMING, SR: Yes.

22 MS. ROLLE: And the amounts they invested?

23 MR. RAHMING, SR: Yes.

24 MS. ROLLE: Now, we also, just for the sake
25 of transparency, I just want to you know that the

1 Commission had been informally contacted by members of
2 the public. Personally, I don't, me specifically know
3 the persons. They didn't contact me, but they
4 contacted persons within the Commission, who were
5 advised that MDollaz made a solicitation to them for
6 an investment in MDollaz.

7 So has MDollaz engaged in soliciting for
8 investors in the public?

9 MR. PARKER, KC: Let's take a break two
10 minutes.

11 (Mr. Parker, KC and his clients left at
12 11:05 a.m.)

13 (Mr. Parker, KC and his clients returned at
14 11:09 a.m.)

15 MS. ROLLE: Okay. So I think we were on
16 the question of has MDollaz engaged in soliciting the
17 public or investors. How does this solicitation take
18 place?

19 MR. RAHMING, SR: Okay. So we have not
20 engaged in soliciting the public at large. Being that
21 we had no revenues and we still have a company to run,
22 the only next thing is paid in capital. But we know
23 that --

24 MS. ROLLE: You told me you had revenue.
25 You backed \$600,000.

1 MR. RAHMING, SR: That's receivable.
2 That's not cash. So that's revenue that's not cash.

3 MS. ROLLE: So that's pipeline?

4 MR. RAHMING, SR: That's pipeline, yes.
5 Just as accounts capital that will be converted to
6 cash when they pay -- when y'all allow us to accept
7 cash.

8 MS. ROLLE: Our conditions were two weeks
9 old, three weeks old.

10 MR. RAHMING, SR: We also have a
11 responsibility. Well, I view us as working the
12 markets together. And when you take money from
13 people, there is an expectation on the timeframe
14 starting to kick in. So if we are not getting
15 approvals, I'm not taking anybody money, because if I
16 take this money, they are coming looking for me for
17 their money because I can't provide the necessary
18 service.

19 MS. ROLLE: Okay. So we are on this issue
20 of investors, though. This issue of investors came up
21 long before the Commission put the license -- this
22 came up months ago.

23 MR. RAHMING, SR: Months ago for investors.

24 MS. ROLLE: Months ago. At least two
25 months ago.

1 MR. RAHMING, SR: Yes, that's correct.

2 MS. ROLLE: At least two months ago.

3 MR. PARKER, KC: I want some clarity,
4 though. You are suggesting that conditions were only
5 imposed two weeks -- about.

6 MS. ROLLE: Three, weeks ago. We didn't
7 put any conditions on the license.

8 MR. RAHMING, SR: There were no conditions
9 on the license. There was a de facto that they
10 weren't going to approve anything, which meant for us,
11 if they weren't going to approve anything, if we take
12 the clients' money there is expectations and
13 timeframes associated with it.

14 MS. ROLLE: There was a de facto that we
15 weren't going to approve anything?

16 MS. TAYLOR: The only thing pending is the
17 order to the extension --

18 MR. RAHMING, SR: We were under the
19 impression.

20 MS. ROLLE: Based on what?

21 MR. RAHMING, SR: Based on talks with the
22 Commission, and the fact that they wouldn't do the
23 extensions. That no approvals weren't going to go
24 through.

25 MS. ROLLE: You shouldn't be under that

1 impression. So I'll tell you, it's not abnormal for
2 us to consider very hard an extension when we have a
3 licensee who has outstanding regulatory concerns.
4 Considering an extension for regulatory -- but if you
5 are talking about new business, we understand the
6 urgency of that market event, and that would be
7 treated separately.

8 MR. PARKER, KC: Can I have two seconds
9 with them on this?

10 MS. ROLLE: Yes.

11 (Mr. Parker, KC, and his clients left at
12 11:13 a.m.)

13 (Mr. Parker and his clients returned at
14 11:17 a.m.)

15 MR. RAHMING, SR: So you are asking about
16 the investors. So basically it was not a solicitation
17 to the general public. These were people that were
18 already clients, and we had established relationship
19 with. That's our private equity work, and we offered
20 them, if they wanted to invest in us as well.

21 MS. ROLLE: So clients as in subscribers or
22 clients as in promoters or both?

23 MR. RAHMING, SR: Subscribers.

24 MS. ROLLE: So these are people that were
25 known to you who came to invest.

1 MR. RAHMING, SR: Yes.

2 MS. ROLLE: So they were specific people?

3 MR. RAHMING, SR: Very, very specific.

4 MS. ROLLE: And how much money did you
5 raise?

6 MR. RAHMING, SR: I think close to
7 \$300,000.

8 MS. ROLLE: And that's between which
9 period?

10 MR. RAHMING, SR: January 15th and now.

11 MS. ROLLE: Okay. So your additional
12 contributed capital should be up to about
13 \$2.5 million?

14 MR. RAHMING, SR: Probably correct. That's
15 correct because it was about 2.2.

16 MS. ROLLE: Okay. So you have a list of
17 those persons.

18 MR. RAHMING, SR: Of everybody. We have a
19 list of everybody.

20 MS. ROLLE: And they are considered
21 subscribers in MDollaz? That's you how you term it?

22 MR. RAHMING, SR: Yes, correct, yes.

23 MS. ROLLE: So what does that mean when
24 someone is a subscriber? That means they are a
25 shareholder?

1 MR. RAHMING, SR: What it means is that
2 subject to your approval at Commission, they would
3 become a shareholder.

4 MS. ROLLE: Right.

5 MR. RAHMING, SR: Subject to your approval.

6 MS. ROLLE: Okay. Now you know we would
7 probably going to have something else to say about
8 this. Because we probably would think that if you are
9 going to go out and do this, then you should say to
10 the Commission, okay, look. We intend to take on some
11 subscribers. We're raising some capital. We don't
12 intend to issue them any shares at this point, but
13 they are going to be investors in the company. The
14 truth is, we probably should approve them at that
15 point. Because you're going to have a problem, if we
16 turn around and say this person cannot be approved.
17 Then you are going to have a legal issue on your hand.
18 And when you have have a legal issue on your hand,
19 what we see is a regulated entity with a legal issue
20 on its hand. So that will then throw into question
21 whether you are a growing concern. And so while
22 technically these people aren't shareholders, your
23 regulator needs to be involved in this process. If
24 there is any point at which the regulator would need
25 to approve these people. Unless, of course, you have

1 some other means to pay them back, and your agreement
2 says that.

3 MR. RAHMING, SR: We welcome the protection
4 of these types of agreements. Because we think that
5 they are necessary from time to time to have growth in
6 different areas. We welcome the discussion with the
7 Commission -- not discussion, direction from the
8 Commission if you want to say that. In regards it.
9 Because there are rules and we are trying to grow
10 something here. And we trying to do it in the correct
11 way. So we certainly welcome any changes or
12 modifications or to work together. But the reality of
13 it is, these type of businesses are always going to be
14 looking to raise capital for growth and different
15 areas.

16 MS. ROLLE: And so we noticed one
17 subscriber, Lynden Johnson, how did he become a
18 subscriber?

19 MR. RAHMING, SR: What had happened was he
20 was -- the long and short of it is Lynden had
21 initially invested in Bahama WiFi. He had the ability
22 to do a refund. He said hold it. We don't to do a
23 refund --

24 MS. ROLLE: So he said to you he doesn't --

25 MR. RAHMING, SR: Yes, and we have that

1 very well documented.

2 MS. ROLLE: That was about \$26,000 Bahama
3 WiFi. I think it was 10,000 in one, and 16 in
4 another.

5 MR. RAHMING, SR: Right. So he initiated
6 us to hold it for future investments. When it came
7 time for ArawakX investment, we sit, we talked all the
8 time --

9 MS. ROLLE: He put in an additional \$24,000
10 and make it \$50.00.

11 MR. RAHMING, SR: Yes.

12 MS. ROLLE: And then you said that there
13 are additional subscribers besides Mr. Campbell and
14 Mr. Johnson?

15 MR. RAHMING, SR: Oh, yes.

16 MS. ROLLE: Okay. You're going to provide
17 us --

18 MR. RAHMING, SR: We are going to --

19 MS. ROLLE: And do all of these subscribers
20 have the option to own shares?

21 MR. RAHMING, JR: Yes.

22 MS. ROLLE: Do we have a copy of those
23 subscription agreement?

24 MS. TAYLOR: Not a full copy.

25 MR. WARD: Just provide a full document.

1 MS. ROLLE: Okay and you are going to
2 provide us with the full subscriber list.

3 MR. RAHMING, SR: Full list.

4 MS. ROLLE: And also what we need on that
5 list is the amount of shares they are entitled to
6 trigger.

7 MR. RAHMING, SR: All of that.

8 MS. ROLLE: Okay. But we do -- we are
9 going to circle back with you on this issue of the
10 Commission not being aware of these.

11 MR. RAHMING, SR: Okay.

12 MS. ROLLE: And then again on this issue of
13 the share capital, we have conflicting amounts for
14 your issued share capital. In the register that you
15 filed with the Commission, it shows \$5,000 issued
16 shares. However, in the subscription agreement that
17 was executed by Lynden Johnson, it shows a total of
18 10 million shares. Was your share capital increased
19 at some point?

20 MR. RAHMING, SR: Yes.

21 MR. RAHMING, JR: Yes, it was it is my
22 understanding that Nadia communicated that with the
23 Commission.

24 MS. ROLLE: See Megan with right there.

25 MR. RAHMING, JR: I don't handle data

1 communication.

2 MR. RAHMING, SR: Can we go back and
3 research that?

4 MS. ROLLE: We will research it too.

5 MS. DEAN: Even if that were the case, what
6 you've provided with regard to your register and your
7 share register, just shows 25 -- the 5,000 issued
8 shares. It has no indication of the \$10 million
9 shares, even if Nadia had gone to the step, the
10 information that you have provided does not support
11 it.

12 MR. RAHMING, SR: So we need to provide you
13 the correct information.

14 MR. RAHMING, JR: Perfecting things if they
15 are --

16 MR. PARKER, KC: Is this the stuff that was
17 with Harding Lee?

18 MR. RAHMING, JR: Some of that, yes.

19 MR. WARD: Is Nadia still there with you,
20 by the way?

21 MR. RAHMING, JR: Yes.

22 MS. ROLLE: Okay. So you have made your
23 filings with the registry to increase the share
24 capital?

25 MR. RAHMING, JR: We have issued

1 instructions to our previous attorneys to do that.

2 MS. ROLLE: Who are your previous
3 attorneys?

4 MR. RAHMING, JR: Harding Lee and Company.

5 MS. ROLLE: Okay.

6 Any other questions, Megan?

7 Just so you know, on that point of that
8 receivable, I am not a CPA, but I don't think a CPA
9 will allow you to book that amount, not the way you
10 have described it as a receivable.

11 MR. RAHMING, SR: What -- I have the final
12 meeting with our auditors on Friday, and so in fact,
13 that's why I said there might be some adjustments. He
14 had given me a long list of things -- some of the
15 questions are what you've asked me. That's why I know
16 that we have that information. And so that's why we
17 put in that that it's subject to adjustment. We will
18 be reviewed by a CPA in the coming week or what have
19 you, and then we will be able to go beyond --

20 MS. ROLLE: Okay.

21 So we are likely to meet with your auditors
22 directly. So the Commission really has some big
23 overarching concerns. The breaches are one thing.
24 The regulatory breaches are one thing. They are not
25 insurmountable. There can be a point where they

1 become insurmountable, but at this point, they're
2 perhaps not insurmountable. Our main concern really,
3 are two things: Your solvency, and your operational
4 capacity. And I think that that as far as we are
5 concerned, the issue that you are currently having
6 with Bank of The Bahamas, put that issue to the side.
7 You are going to have to prove operational capacity on
8 a continual basis.

9 MR. RAHMING, SR: Can you define for me
10 again, because you did define operational capacity.
11 Could you define for me again, operational capacity.

12 MS. ROLLE: You are going to be able to
13 service your clients fully. Fully service them.
14 Fully service your subscribers. Fully service your
15 promoters and fully operate in a way that the public
16 should expect you to operate.

17 MR. RAHMING, JR: To that point, we have
18 opened up new bank accounts at RBC, and segregated the
19 bank accounts. Operations, taxes as well as our
20 client accounts.

21 MS. ROLLE: Okay. And so to be clear also,
22 the Commission does have concerns about the
23 commingling, based on our own assessments. Not on
24 anything that was told us. When I say our own
25 assessment, just by the fact that there was an

1 inability to access client funds. Now what you're
2 saying is that what your explanation to that is, based
3 on my understanding, is that that was Bank of The
4 Bahamas being overzealous, and not that the client
5 assets weren't separated or segregated properly.

6 MR. RAHMING, SR: Correct.

7 MS. ROLLE: But we are concerned about the
8 commingling of clients' funds.

9 MR. RAHMING, SR: How can we alleviate that
10 concern?

11 MS. ROLLE: You say that you opened --

12 MR. RAHMING, SR: You will notice that
13 everything that we have done has been brought -- we
14 are learning too. So for example -- so if for example
15 everything that is proactive. As we encounter
16 something the management team figures it out. The
17 accounts were frozen at Bank of The Bahamas, so we
18 opened accounts at RBC. Nobody told us to do that.
19 We are doing these things because we are top of this
20 business, and we understand these business.

21 MR. PARKER, KC: And we are going to
22 address that fundamental concern. And we going to
23 extricate ourselves from this morass with Bank of The
24 Bahamas, and get those funds where they need to go
25 post haste. But I think that that will go on, but

1 again I think that demonstrate what the accounts are
2 and certain conditions and where we're banking and
3 what is going on with so on, and whatever information
4 in that regard.

5 MS. ROLLE: Okay.

6 MR. PARKER, KC: And you know again we have
7 full and frank, and if there are explicit questions,
8 don't hold back. You've not held back today. We are
9 trying to navigate this. We know we are on the back
10 foot as we navigate these things. We are grateful.
11 We appreciate that you haven't been guided by somebody
12 trying to poison the well. We appreciate that. We
13 hope that you can see that --

14 MS. ROLLE: I don't know what that means.

15 MR. PARKER, KC: It means Jimmy coming in
16 there talking a bunch of noise.

17 MS. ROLLE: In your letter, you also said
18 that the weapon has been weaponized.

19 MR. PARKER, KC: Okay, let's put it into
20 context. He goes to Bank of The Bahamas. It's a tale
21 as old as time. When somebody is trying to scuffle
22 somebody else. They go and they say the sky is
23 falling to achieve alternative goals. So when we say
24 weaponized, we don't mean to trivialize your
25 regulatory -- if somebody comes in here and says

1 something, you have to respond, broadly speaking. We
2 appreciate that.

3 MS. ROLLE: We don't have to respond to
4 them, but we want to understand what is going on.

5 MR. PARKER, KC: To your regulated entity.
6 This is been informative. You have shed some useful
7 light, particularly regarding the November
8 miscommunication on our end. So we are going to be
9 guided by that. But we do have to say that they
10 weren't able to achieve their ends. But we are going
11 to explain and address these issues. We take your
12 point that there comes a time, we appreciate that.
13 But we are going to do what we can to ensure that that
14 time does not time, so to speak.

15 MS. ROLLE: So the other issue is, I think
16 what we would really -- and one of the reasons we will
17 speak to your auditors, is we really need to get an
18 understanding of what your financial position is right
19 now. We don't think that that is entirely clear. I
20 mean it's not clear it us, either on a financial
21 position basis, nor is it clear to us on a cash flow
22 business.

23 MR. PARKER, KC: Well, one of the things
24 that you will notice is we haven't been doing what we
25 have do as a business from November. And so we will

1 be seeking to engage in things that address that
2 issue --

3 MS. ROLLE: So one of the things that I
4 have encourage you to do before you pick up this
5 pipeline is to make sure your accounts are in order.
6 That they are up to date. That they are in order.
7 That you have fully reconciled this of who your
8 subscribers are for each of the offering that you have
9 made so far. You have fully reconciled this, who the
10 subscribers were for the offerings and where you have
11 had to return the cash, and that you make sure that
12 your financial records for your operations are clean.

13 MR. RAHMING, SR: Okay.

14 MS. ROLLE: I would say that you need to
15 prioritize that.

16 MR. RAHMING, SR: Anything that we would
17 have done, we're in discussion with the auditors to
18 make sure, like you say, it's proper, so we're not
19 doing we're not just doing this from we're -- docking
20 this from --

21 MS. ROLLE: We don't see at this point, and
22 we're not going to commit that we are satisfied that
23 there hasn't been no wrongdoing, and when I say
24 wrongdoing, I'm taking about things like using
25 clients' funds for operations. We don't see at this

1 point evidence that that has occurred. Although, I
2 will very clear, we have received a complaint that
3 that may have occurred, and we are continuing to
4 investigate that.

5 MR. RAHMING, SR: Okay.

6 MS. ROLLE: Now that would be a different
7 level of seriousness. We may be having a different
8 conversation. I would say that would be one of those
9 breaches that would be insurmountable. And so I would
10 say, you need to get your accounts in order first.
11 You need to show your insolvency, and then address
12 your operational capacity issue that you say you are
13 addressing. So those, to me, are the priorities.

14 MR. RAHMING, SR: Thank you.

15 MS. TAYLOR: To add to the items said, we
16 would like to see the professional indemnity
17 insurance. It hasn't been provided.

18 MR. RAHMING, SR: We are getting it from
19 the company. Yes. We will get that to you.

20 MS. TAYLOR: Okay.

21 And then, in terms of -- the only different
22 change we really didn't touch on, was the changes to
23 the Articles of Association.

24 MR. RAHMING, SR: There have been no
25 changes to the Articles of Association.

1 MS. ROLLE: We have information to the
2 contrary.

3 MS. TAYLOR: We have a filed copy that goes
4 along with the different correspondences about the
5 changes to the Articles of Association.

6 MR. PARKER, KC: You mean a filed copy of
7 the amended articles or a filed copy of the
8 resolution?

9 MS. TAYLOR: The resolutions to make the
10 changes.

11 MR. PARKER, KC: Did you see my notes to
12 Bank of The Bahamas? The articles can only be amended
13 by the company in general meetings. What they filed
14 was a director's resolution, which cannot effect the
15 change that they propose.

16 MS. TAYLOR: So the intention was to make
17 changes?

18 MR. PARKER, KC: There were discussions.
19 My clients were clear that they were in this
20 relationship with Jimmy where he was supposed to do
21 certain things in exchange for certain powers and
22 options and whatever. Those things never
23 materialized, and I think as Mr. Rahming indicated
24 Jimmy refused to file or to sign anything that would
25 have brought him on in any official capacity.

1 MS. TAYLOR: So I think that's a part of
2 what we wanted to know in terms of the relationship
3 and any other changes to the company.

4 MR. PARKER, KC: I will respond
5 specifically on where the corporate governance lies.
6 Vis-à-vis -- obviously he has this litigation, he can
7 sue and say whatever he wants. Obviously from the
8 perspective at the registry and our perspective as a
9 company with as to our relationship. I can't tell him
10 what to do, once he has not pursued us. Other than
11 running around waving the documents, he's not done
12 anything. I can tell you what the state of play is,
13 and I can put that on the record, notwithstanding the
14 flurry of stuff he is waving.

15 MS. TAYLOR: What has been filed, I think
16 that's what we are trying to confirm.

17 MR. PARKER, KC: We addressed this because
18 these are the things that Jimmy took to BOB, a part of
19 his thing to get them to do what they did. And we
20 responded to them, and we had our discussion, but they
21 have filed, inter pleaded to say that we are between a
22 rock and a hard place. But our position is, with
23 respect to the Commission, is that we are going to
24 apply to get the funds released, that have nothing to
25 do with that order dispute.

1 MS. TAYLOR: And once that we are up to
2 date on the corporate governance.

3 MR. PARKER, KC: From what I am
4 understanding, I will have to take and make sure that
5 everything is addressed in that regard. So I take
6 your point, but I have answer you from that specific
7 corporate governance, because its very central to what
8 we are dealing with anyway, and advise Mr. Campbell.

9 MS. ROLLE: Okay.

10 Anything else?

11 MR. WARD: Just to go back, because I heard
12 that you gave an undertaking that you mentioned
13 seeking relief for the client.

14 MR. PARKER, KC: Yes.

15 MR. WARD: That will be a long way.

16 MS. TAYLOR: One other thing. I know we
17 said that we would let the list of persons, the other
18 persons subscribe, can we get also, the communication
19 that was send or any documents or for these private
20 equity.

21 MR. RAHMING, SR: Absolutely.

22 MS. TAYLOR: We would like to review those.

23 MS. ROLLE: Anything else?

24 I have a sort of curious question. So all
25 of these subscribers, what happens if they trigger

1 their rights or their options to own shares in the
2 company?

3 MR. RAHMING, JR: So right now, we have all
4 of them, there's a form for that's in the regulations.
5 We have all of them they are gathering the documents.
6 So we intend -- I think they intend and we intend to
7 put all of this information to the Commission so you
8 guys can go through and ensure that everybody is who
9 they say they are, and -- so that's what we are doing
10 right now.

11 MS. ROLLE: Okay.

12 MS. TAYLOR: Could they be voting
13 shareholder?

14 MR. RAHMING, JR: None of them.

15 MR. RAHMING, SR: All shares are the same.

16 MR. RAHMING, JR: None of them are
17 significant shareholders. But it's been our intention
18 from the beginning to build this and for ArawakX to be
19 a publicly traded company as well.

20 MR. RAHMING, SR: We want as much people
21 involved as possible to understand and have access to
22 the capital markets. So we want as much people
23 involved as possible to sit in meetings and ask
24 questions. That's our goal. We don't mind this
25 because it would only make our whole region stronger.

1 As you guy clean us up, or as we clean ourselves up,
2 but everything is --

3 MR. PARKER, KC: Improve.

4 MR. RAHMING, SR: Improve.

5 MS. ROLLE: Mr. Parker, you alluded to the
6 way the Commission has acted throughout all of this
7 process. And I just want to reiterated that the
8 Commission, we get complaints all the time. We we
9 claims, we get all kinds of things thrown at us. We
10 have a responsibility. And we take that
11 responsibility seriously. We have a responsibility to
12 the complainant. We also have a responsibility to our
13 licensees. We have a responsibility to the
14 jurisdiction. We have a responsibility to investors,
15 but most of all, we have a responsibility to the to
16 the truth. And so we are guided by one principle
17 always. And that is to do the right thing.

18 So get us the information we discussed
19 today and we will see where we are. And we will see
20 what steps we need to take to regularize these
21 subscriptions. Because they need to be regularized.
22 And that's the first thing. We will speak to your
23 auditors, because we really have to get to the bottom
24 of this solvency issue. Now what that will look like
25 in the first instance, if we find that you're not

1 solvent, as long as there's no any wrongdoing. We
2 will give you a timeline to get yourself solvent. We
3 give what we call a capital management plan to get
4 yourself solvent.

5 The point, Mr. Rahming, don't hide
6 anything. Let's just try to see what it is, and how
7 we get to where we need to be.

8 MR. RAHMING, SR: I intend be in this
9 market for a long time, so I don't want to sit across
10 from Mr. Ward on the wrong side of the table. We sat
11 on the same side of the table for too long, so I
12 intend to do everything that you recommend.

13 MS. ROLLE: All right. And then I think
14 you need to -- once we are getting through these types
15 of issues, then we see that we can get on the other
16 side of them, then we should be able to lift those,
17 but in the meantime, if there is pipeline business, we
18 can find a way to work through them.

19 MR. RAHMING, SR: Okay. Thank you.

20 (Interview ended at 11:45 a.m.)

21 - - - - -

22

23

24

25

1 I, the undersigned, a Certified Shorthand Reporter
2 within the Commonwealth of the Bahamas, do hereby
3 certify:

4

5 That the foregoing proceedings were taken
6 before me at the time and place herein set forth; and
7 that a verbatim record of the proceedings was made by
8 me using machine shorthand which was thereafter
9 transcribed by me or under my supervision and/or
10 direction. Further, that the foregoing is an accurate
11 transcription thereof.

12

13 I further certify that I am neither
14 financially interested in the action nor a relative or
15 employee of any attorney or of any of the parties to
16 the hearing.

17

18 IN WITNESS WHEREOF, I have this date
19 subscribed my name.

20

21

22

23 Dated: 12th April 2023

24

25

Interview - 12 April 2023

RoyAnne Neely-Morrison, PhD
RMR, CRR, CRI, CPE,

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25



Painciana House
North Building, 2nd Floor
31A East Bay Street
PO Box N-8347
Nassau, The Bahamas

By Hand and Email: darcy.sr@arawakx.com

2 May 2023

D'Arcy Rahming Sr.
Director & CEO
MDollaz Ltd. t/a Arawak X
#3 Buckner Square, Sandyport
Nassau, Bahamas

Dear Mr. Rahming,

Re: **MDollaz Ltd. t/a Arawak X ("MDollaz") – Follow-up to meeting held on 12 April 2023**

Reference is made to our Notice of Imposition of Conditions dated 23rd March 2023, your response dated 5th April 2023, and our meeting with you on 12th April 2023 at the offices of the Securities Commission of The Bahamas ("the Commission").

At the meeting, the Commission advised you that the information you provided, in response to our letter, was inadequate and, along with your explanation, raised further concerns as follows:

Capital issues: The Management Statement provided does not satisfy the Commission of MDollaz's ability to meet its current and future financial obligations. As advised during the aforementioned meeting, real estate is not an acceptable asset for a business of this nature. Additionally, the Commission has cause for concern regarding the \$707,659.00 of accounts receivables referenced on Management statements provided. In the meeting you advised that this amount was comprised of "pipeline" business (which is neither contracted nor work carried out) and undertook to provide the supporting documentation. Based on our understanding of the facts, the recording of potential income as a receivable is wholly unacceptable and brings into question the veracity of your accounting practices.

Corporate Structure and Accounts: Documentation provided exhibit a substantial difference in the issued share capital amount. The share register provided evidences only 5,000 issued shares held equally between D'Arcy Rahming Sr. and D'Arcy Rahming Jr. However, subsequent documentation—specifically the subscription agreement between MDollaz and Lynden Johnson—references an issued share capital of 10,000,000 shares. To date, the Commission has not received notification or documentation in support of the increase in share capital and its approval, with respect to such increase, has not been sought.

Further, the Commission has been made aware—and you have confirmed—that MDollaz has begun the private solicitation of further investors/shareholders, with some \$300,000 having been pledged from 15 January to date. At the 12th April meeting, we requested the listing of these potential investors/subscribers. To date, the listing has not been provided.

Operational Capacity: The Commission remains concerned about MDollaz's ability to service its clients as well as meet its operational obligations. The management statements provided do not reflect that

Mr. D'Arcy Rahming Sr.
MDollaz

Re: Follow-up to meeting held on 12 April 2023

MDollaz is currently able to meet its operational requirements. Of note, is the significant amount of salary that remains owing to staff.

Books and records: The Commission remains concerned about MDollaz's inability to produce pertinent records of its operations, i.e. bank reconciliations and indemnity insurance confirmation.

In light of the above, the Commission hereby directs MDollaz to provide the following document and/or information **no later than Monday 8 May 2023:**

1. Complete documentation in support of "pipeline" business.
2. Complete documentation of all subscribers in relation to the raise of capital for MDollaz;
3. Current share register
4. Confirmation and evidence that MDollaz's capital deficiencies have been resolved;
5. Confirmation and evidence of MDollaz's current issued share capital.
6. Confirmation and evidence of indemnity insurance.

The conditions imposed on MDollaz's registration under the Act remain in effect. Failure to abide by the conditions or to provide the information as directed, may render MDollaz subject to disciplinary action.

We look forward to your cooperation.

Yours sincerely,



Christina Rolle
Executive Director

From: Gawaine Ward
Sent: 15 September 2023 3:30 PM
To: Aramantha Hepburn
Cc: Merrilen Hepburn
Subject: FW: Followup letter to Arawak X-MDollaz on Imposition of Conditions (2May2023).
Attachments: Letter - Securities Commission (AX) - May 2023.pdf

From: Kahlil D. Parker KC [mailto:kdp@parkerslaw.net]
Sent: 05 May 2023 03:37 PM
To: Gawaine Ward <gward@scb.gov.bs>
Cc: Christina Rolle <crolle@scb.gov.bs>; Magan Knowles <mknowles@scb.gov.bs>; Renaldo Harding <rharding@scb.gov.bs>; Aramantha Hepburn <ahepburn@scb.gov.bs>; darcy.jr@arawakx.com; nadia.butler@arawakx.com; darcy.sr@arawakx.com; Lesley Brown <lab@parkerslaw.net>
Subject: Followup letter to Arawak X-MDollaz on Imposition of Conditions (2May2023).

Good Afternoon Mr. Ward,

Please see our correspondence attached, which speaks only to the Commission’s requests regarding AX’s corporate records.

Faithfully,



Kahlil D. Parker KC
 Barrister & Attorneys-at-Law
 kdp@parkerslaw.net
 Chambers | Nell’s Court
 9 Harcourt (Rusty) Bethel Drive
 Collins Avenue, P.O. Box N-1953
 Nassau, The Bahamas
 Tel: (242) 322-4954/5
 (242) 326-7047
 Fax: (242) 328-3706
 www.parkerslaw.net

CONFIDENTIALITY NOTICE: This e-mail message, including any attachments, is for the sole use of the intended recipient(s) and may contain confidential and privileged information or otherwise be protected by law. Any access, use, disclosure or distribution of this email message by anyone other than the intended recipient(s) is unauthorized and prohibited. If you are not an intended recipient (or an agent acting on an intended recipient’s behalf), please contact the sender by reply e-mail and immediately destroy all copies of the original message. Virus scanning is recommended on all email attachments.

From: Gawaine Ward <gward@scb.gov.bs>
Date: Tuesday, 2 May 2023 at 10:52 AM
To: darcy.sr@arawakx.com <darcy.sr@arawakx.com>
Cc: Christina Rolle <crolle@scb.gov.bs>, Magan Knowles <mknowles@scb.gov.bs>, Renaldo Harding <rharding@scb.gov.bs>, Aramantha Hepburn <ahepburn@scb.gov.bs>, darcy.jr@arawakx.com <darcy.jr@arawakx.com>, nadia.butler@arawakx.com <nadia.butler@arawakx.com>, Kahlil D. Parker KC <kdp@parkerslaw.net>
Subject: RE: Followup letter to Arawak X-MDollaz on Imposition of Conditions (2May2023).

Dear Mr. Rahming,

Please note the subject, sent for your urgent attention.

We look forward to your response.

Thank you.

Sincerely,



Gawaine Ward . Senior Manager

Enforcement


e-mail: gward@scb.gov.bs

telephone: (242) 397-4123

fax: (242) 356-7530

Web: www.scb.gov.bs

Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Ba

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be taken in reliance on the e-mail message, is prohibited. If you have received this e-mail in error, please notify the sender by return e-mail and delete all parts of this e-mail from your computer(s) and eventual service provider computer(s).

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.



CEDRIC L. PARKER
— & CO. —

Chambers | Neil's Court
9 Harcourt (Rusty) Bethel Drive
Collins Avenue, P.O. Box N-1953
Nassau, The Bahamas

Email: oycz@parkerslaw.net
Tel: (242) 322-4954/5
(242) 326-7047
Fax: (242) 328-3706

5th May 2023

The Securities Commission of The Bahamas
2nd Floor, Poinciana House - North Building
31A East Bay Street
P.O. Box N- 8347
Nassau, The Bahamas

Attention: Ms. Christina R. Rolle, Executive Director

Dear Ms. Rolle,

Re: MDollaz Ltd. t/a Arawak^x (AX)

Thank you for your letter to AX of the 2nd day of May A.D. 2023, which is hereby under reply with respect to the Commission's requisitions regarding the AX's corporate records.

As noted during our meeting, AX has resolved to transfer its Registered Office to our Firm's affiliated Corporate Service Provider, CLP Corporate Services Ltd, which transfer and updating is underway.

While we continue to make best efforts to have the corporate information requested provided by the 8th day of May A.D. 2023, in the event we are unsuccessful in that regard, we humbly extend our undertaking to have the same submitted by or before Wednesday the 10th day of May A.D. 2023.

Faithfully,

CEDRIC L. PARKER & CO.

Kahlil D. Parker KC

KDP/ms



Capitilization Table
As of May 1st 2023

	Total Issued Shares	10,000,000	100.00%
<u>First Name</u>	<u>Last Name</u>	<u># Shares subscribed</u>	<u>%</u>
1	[REDACTED]	3,419,985	34.20%
2	[REDACTED]	3,419,985	34.20%
	Treasury Shares	2,342,319	23.42%
3	[REDACTED]	10,000	0.10000%
4	[REDACTED]	20,000	0.20000%
5	[REDACTED]	24,000	0.24000%
6	[REDACTED]	5,000	0.05000%
7	[REDACTED]	10,200	0.10200%
8	[REDACTED]	10,000	0.10000%
9	[REDACTED]	10,000	0.10000%
10	[REDACTED]	200,000	2.00000%
11	[REDACTED]	50,000	0.50000%
12	[REDACTED]	10,000	0.10000%
13	[REDACTED]	10,000	0.10000%
14	[REDACTED]	4,400	0.04400%
15	[REDACTED]	20,000	0.20000%
16	[REDACTED]	4,400	0.04400%
17	[REDACTED]	105,000	1.05000%
18	[REDACTED]	30,000	0.30000%
19	[REDACTED]	2,000	0.02000%
20	[REDACTED]	4,000	0.04000%
21	[REDACTED]	2,400	0.02400%
22	[REDACTED]	1,000	0.01000%
23	[REDACTED]	7,000	0.07000%
24	[REDACTED]	4,000	0.04000%
25	[REDACTED]	20,000	0.20000%
26	[REDACTED]	2,000	0.02000%
27	[REDACTED]	2,000	0.02000%
28	[REDACTED]	2,000	0.02000%
29	[REDACTED]	22,000	0.22000%
30	[REDACTED]	24,000	0.24000%
31	[REDACTED]	2,000	0.02000%
32	[REDACTED]	20,000	0.20000%
33	[REDACTED]	20,000	0.20000%
34	[REDACTED]	1,250	0.01250%
35	[REDACTED]	20,000	0.20000%
36	[REDACTED]	6,250	0.06250%



Capitilization Table
As of May 1st 2023

	Total Issued Shares	10,000,000	100.00%
<u>First Name</u>	<u>Last Name</u>	<u># Shares subscribed</u>	<u>%</u>
37	[REDACTED]	2,500	0.02500%
38	[REDACTED]	750	0.00750%
39	[REDACTED]	1,250	0.01250%
40	[REDACTED]	313	0.00313%
41	[REDACTED]	313	0.00313%
42	[REDACTED]	625	0.00625%
43	[REDACTED]	313	0.00313%
44	[REDACTED]	313	0.00313%
45	[REDACTED]	1,000	0.01000%
46	[REDACTED]	313	0.00313%
47	[REDACTED]	313	0.00313%
48	[REDACTED]	500	0.00500%
49	[REDACTED]	625	0.00625%
50	[REDACTED]	313	0.00313%
51	[REDACTED]	325	0.00325%
52	[REDACTED]	625	0.00625%
53	[REDACTED]	1,000	0.01000%
54	[REDACTED]	313	0.00313%
55	[REDACTED]	313	0.00313%
56	[REDACTED]	500	0.00500%
57	[REDACTED]	313	0.00313%
58	[REDACTED]	313	0.00313%
59	[REDACTED]	313	0.00313%
60	[REDACTED]	313	0.00313%
61	[REDACTED]	350	0.00350%
62	[REDACTED]	313	0.00313%
63	[REDACTED]	625	0.00625%
64	[REDACTED]	313	0.00313%
65	[REDACTED]	313	0.00313%
66	[REDACTED]	1,250	0.01250%
67	[REDACTED]	1,250	0.01250%
68	[REDACTED]	313	0.00313%
69	[REDACTED]	313	0.00313%
70	[REDACTED]	625	0.00625%
71	[REDACTED]	625	0.00625%
72	[REDACTED]	400	0.00400%
73	[REDACTED]	313	0.00313%
74	[REDACTED]	625	0.00625%



Capitilization Table
As of May 1st 2023

Total Issued Shares 10,000,000 100.00%

	<u>First Name</u>	<u>Last Name</u>	<u># Shares subscribed</u>	<u>%</u>
75	[REDACTED]	[REDACTED]	313	0.00313%
76	[REDACTED]	[REDACTED]	313	0.00313%
77	[REDACTED]	[REDACTED]	313	0.00313%
78	[REDACTED]	[REDACTED]	313	0.00313%
79	[REDACTED]	[REDACTED]	313	0.00313%
80	[REDACTED]	[REDACTED]	313	0.00313%
81	[REDACTED]	[REDACTED]	313	0.00313%
82	[REDACTED]	[REDACTED]	313	0.00313%
83	[REDACTED]	[REDACTED]	625	0.00625%
84	[REDACTED]	[REDACTED]	313	0.00313%
85	[REDACTED]	[REDACTED]	313	0.00313%
86	[REDACTED]	[REDACTED]	313	0.00313%
87	[REDACTED]	[REDACTED]	313	0.00313%
88	[REDACTED]	[REDACTED]	313	0.00313%
89	[REDACTED]	[REDACTED]	313	0.00313%
90	[REDACTED]	[REDACTED]	625	0.00625%
91	[REDACTED]	[REDACTED]	500	0.00500%
92	[REDACTED]	[REDACTED]	313	0.00313%
93	[REDACTED]	[REDACTED]	313	0.00313%
94	[REDACTED]	[REDACTED]	500	0.00500%
95	[REDACTED]	[REDACTED]	313	0.00313%
96	[REDACTED]	[REDACTED]	313	0.00313%
97	[REDACTED]	[REDACTED]	313	0.00313%
98	[REDACTED]	[REDACTED]	313	0.00313%
99	[REDACTED]	[REDACTED]	313	0.00313%
100	[REDACTED]	[REDACTED]	625	0.00625%
101	[REDACTED]	[REDACTED]	625	0.00625%
102	[REDACTED]	[REDACTED]	625	0.00625%
103	[REDACTED]	[REDACTED]	125	0.00125%
104	[REDACTED]	[REDACTED]	625	0.00625%
105	[REDACTED]	[REDACTED]	625	0.00625%
106	[REDACTED]	[REDACTED]	313	0.00313%
107	[REDACTED]	[REDACTED]	313	0.00313%
108	[REDACTED]	[REDACTED]	1,250	0.01250%
109	[REDACTED]	[REDACTED]	313	0.00313%
110	[REDACTED]	[REDACTED]	313	0.00313%
111	[REDACTED]	[REDACTED]	313	0.00313%
112	[REDACTED]	[REDACTED]	313	0.00313%



Capitilization Table
As of May 1st 2023

	Total Issued Shares	10,000,000	100.00%
<u>First Name</u>	<u>Last Name</u>	<u># Shares subscribed</u>	<u>%</u>
113	[REDACTED]	313	0.00313%
114	[REDACTED]	313	0.00313%
115	[REDACTED]	313	0.00313%
116	[REDACTED]	1,250	0.01250%
117	[REDACTED]	1,250	0.01250%
118	[REDACTED]	125	0.00125%
119	[REDACTED]	125	0.00125%
120	[REDACTED]	125	0.00125%
121	[REDACTED]	16,000	0.16000%
122	[REDACTED]	5,000	0.05000%
123	[REDACTED]	2,500	0.02500%
124	[REDACTED]	1,300	0.01300%
125	[REDACTED]	3,000	0.03000%
126	[REDACTED]	34,400	0.34400%
127	[REDACTED]	2,250	0.02250%
128	[REDACTED]	12,000	0.12000%
129	[REDACTED]	2,250	0.02250%
130	[REDACTED]	3,900	0.03900%
131	[REDACTED]	4,500	0.04500%
132	[REDACTED]	1,125	0.01125%
133	[REDACTED]	1,125	0.01125%
134	[REDACTED]	900	0.00900%
135	[REDACTED]	1,350	0.01350%
136	[REDACTED]	800	0.00800%

BY EMAIL: dstrachan@scb.gov.bs; dmsmith@scb.gov.bs; mtaylor@scb.gov.bs

May 24th, 2023

Mr. Daniel Strachan
Deputy Manager, Supervision
Securities Commission of the Bahamas
Poinciana House
North Building, 2nd Floor
31A East Bay Street
P.O. Box N8347
Nassau, Bahamas.

Dear Mr. Strachan

RE: Request for Further Extension to file Audited Financial Statements 2021/22 – Mdollaz Ltd.

We write in reference to subject captioned.

Mdollaz Ltd., also trading as ArawakX hereby submit a request for a further extension to file its audited financial statements for the 2021/2022 period. We are currently working with our auditors on some final items to have the audited statements completed by mid-June. A letter from our auditors is attached for your reference.

As per the requirement to file the extension, a payment in the amount of eight hundred and seventy-five dollars (\$875) which represents the filing fee for the extension will be transferred to the Commissions' account on record. A copy of the proof of payment will be forwarded to you by email once the transfer is completed.

If you have any questions, please do not hesitate to contact us.

Sincerely,



D'Arcy Rahming Jr
Director

On Behalf of:
D'Arcy Rahming Sr
Chairman/CEO
Mdollaz Ltd. T/A ArawakX

ArawakX
#3 Buckner Square, Sandyport
Nassau, The Bahamas
P.O. Box SP 64428
info@arawakx.com
ARAWAKX.COM

Term Sheet with

Mdollaz Ltd. Trading as "ArawakX"

Terms and Conditions – New Class B (Cumulative Redeemable Mdollaz) Preference Shares

Asset Type	New Class B (Cumulative Redeemable Mdollaz) Preference Shares (the "Shares" or "Share")
Issuer	Mdollaz Ltd.
Issue Date	28 th July, 2020
Subscriber	[REDACTED]
Price Per Share	BSD \$1.00
Shares offered & Subscribed for	25,000
Size of Issue	BSD \$25,000
Structure of Series	25,000 shares of par value of BSD \$1.00 each
Issue Price	BSD \$1.00 per share
Redemption	<p>At the option of the Issuer the Shares may be redeemed earlier.</p> <p>The shares shall be redeemed as follows:</p> <ol style="list-style-type: none"> 1. July 31st 2021 – 25,000 Shares with a face value of \$25,000; <p>Any redemption shall be for cash at BSD\$1.00 per share plus Accrued and unpaid interest to the redemption date.</p>
Interest	<p>The 25,000 shares shall be entitled to attract a cash interest in the amount of BSD \$ 2,500.00 representing the interest payable on the 25,000 Shares from the issue date to July 31st 2021.</p> <p>Each share is entitled to a cumulative cash dividend at a rate of 10% per annum payable monthly from August 31st 2020</p>
Liquidation Preference	If the issue liquidates, dissolves, winds up or sells more than 50% of the Issuer's assets other than in the ordinary course of the issuer's business, holders

Initialia [REDACTED]

Top Sheet

Plain Language Version of the Term Sheet for Mdollaz Ltd. Trading as "ArawakX"

Asking for \$25,000.

Redeemable Preference Shares at a rate of 10% per annum. Interest paid monthly starting August 31st 2020, ending July 31st 2021

Number of Shares issued – 25,000 at a price of \$1.00

Repayment Schedule (Redemption Schedule)

Interest payment Date	Principal	Interest Paid
Start August 31 st 2020	\$25,000.00	\$ 208.33
End of Each Month		\$ 208.33 (x10)
End July 31 st 2021	\$25,000.00	\$ 208.33
	Total	\$ 2,500.00

*Total does not add up because of rounding payments of \$208.33333

\$25,000 investment - \$25,000 principal + \$2,500 interest repaid after 1 year

Option to Convert into ordinary shares – Upon the redemption date the subscriber can elect or take the option to exchange the value, in whole or part, of the preference shares for ordinary shares.

Redemption Date (End Of)	# of Shares	Value of Shares	Total	Convertible to shares (w/o discount)	Discount Rate (%)	Convertible to shares (w/ discount)
July 31 st 2021	25,000	\$ 25,000	\$ 25,000.00	5,000	50%	10,000

Value of Ordinary shares – set at \$5 per share by priced round of international investors.

Offer Expiration Date - Friday July 31st 2020

Payment Due within seven (7) days of signing.

Initial 

	<p>of each Share will have the right to receive BSD\$1.00 per share, less any Redemption Installment Payment previously made with respect to such shares. Payment of this Liquidation Preference must be made before any payment is made to holders of the Issuer's Ordinary shares with respect to such shares. Payment of this Liquidation Preference must be made before any payment is made to holders of the Issuer's Ordinary Shares with respect to the distribution of assets upon the occurrence of such events.</p>
Ranking	<p>The Shares will rank, with respect to the payment of dividends and payments upon liquidation:</p> <ul style="list-style-type: none"> i. Pari passu with to any other Cumulative Redeemable Preference Shares; ii. Senior to the Company's Ordinary shares, any other of the Company's equity securities which by their terms rank junior to the Shares.
Conversion Right	<p>The Shares are convertible into ordinary shares.</p> <p>Upon any redemption date or if the issuer elects for an earlier redemption date, the subscriber has the option to convert the value of his shares, in whole or part, into ordinary shares.</p> <p>The price of which will be set at the rate of \$5 per ordinary share (Mdollaz has total issued shares of 10,000,000 shares at issue the time of this term sheet) or its equivalent.</p> <p>The subscriber, upon the redemption date, shall be entitled to a 50% discount of the Price of the shares.</p> <p>Ab initio. Preference shares can be converted, at the option of the subscriber, for 10,000 ordinary shares.</p>
No Voting Rights unless converted	<p>Holders of the Shares will not have voting rights unless Class B -Cumulative Redeemable Shares are converted into Ordinary Shares.</p>
Use of Proceeds	<p>The Issuer will use the proceeds for General Corporate Purposes.</p>

Initial _____

Registration	Evidence of ownership will be in the form of a certificate that will be issued for the shares.
Offer Expiration Date	This offer expires Friday July 31 st 2020
Acceptance	Signing of this agreement will be considered acceptance of this offer. Payment will be due within seven (7) days of signing.

D'Arcy Rahming
Chairman
Mdollaz Ltd.

D'Arcy Rahming Jr
Secretary
Mdollaz Ltd.

In witness whereof _____ has subscribed to 25,000 New Class B (Cumulative Redeemable Mdollaz) Preference pursuant to the above terms effective on the 31 day of July 2020.

Authorized Signatory JUL 31 2020

Initial _____

From: Nadia Butler <nadia.butler@arawakx.com>
Sent: 08 June 2023 10:27 AM
To: Daniel Strachan
Cc: Magan Knowles
Subject: Re: Response to letter of imposition

EXHIBIT 14

Further to the last email, please see

D'Arcy Rahming Sr Note:

Please note many of the subscribers without documents received shares in lieu of payment for services, such as the expertise required in the application process. This is common in Fintech Startups. We are in the process of collecting their documents and will attach the appropriate corporate actions recording their contribution for their intellectual property.

Regards,

Get Outlook for iOS

From: Daniel Strachan <dstrachan@scb.gov.bs>
Sent: Thursday, June 8, 2023 10:15:24 AM
To: Nadia Butler <nadia.butler@arawakx.com>
Cc: Magan Knowles <mknowles@scb.gov.bs>
Subject: RE: Response to letter of imposition

Good morning Ms. Butler,

Received with thanks!



Daniel Strachan . Deputy Manager

Supervision - Securities Industry (SIA)


e-mail: dstrachan@scb.gov.bs

telephone: (242) 397-4212

fax: (242) 356-7530

Web: www.scb.gov.bs

Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Ba

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be taken in reliance on the e-mail message, is prohibited. If you have received this e-mail in error, please notify the sender by return e-mail and delete all parts of this e-mail from your computer(s) and eventual service provider computer(s).

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.

From: Nadia Butler <nadia.butler@arawakx.com>
Sent: 08 June 2023 10:12 AM
To: Daniel Strachan <dstrachan@scb.gov.bs>

Good morning,

Please find the Cap Table Tracking sheet attached.

Kind regards,

Nadia

From: Nadia Butler <nadia.butler@arawakx.com>

Sent: Tuesday, June 6, 2023 3:55 PM

To: Daniel Strachan <dstrachan@scb.gov.bs>

Cc: Magan Knowles <mknowles@scb.gov.bs>

Subject: Re: Response to letter of imposition

Hello Daniel,

I followed up with Rahming Jr. today and he is finishing it up for you.

Apologies for the delay.

Kind regards,

Nadia

Get [Outlook for iOS](#)

From: Daniel Strachan <dstrachan@scb.gov.bs>

nt: Tuesday, June 6, 2023 3:51:40 PM

To: Nadia Butler <nadia.butler@arawakx.com>

Cc: Magan Knowles <mknowles@scb.gov.bs>

Subject: RE: Response to letter of imposition

Good afternoon Nadia,

I hope you are well.

Just following up on the matter below.

Best regards



Daniel Strachan • Deputy Manager

Supervision - Securities Industry (SIA)


e-mail: dstrachan@scb.gov.bs

telephone: (242) 397-4212

fax: (242) 356-7530

Web: www.scb.gov.bs

Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Ba

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.

From: Nadia Butler <nadia.butler@arawakx.com>
Sent: 24 May 2023 10:38 AM
To: Daniel Strachan <dstrachan@scb.gov.bs>
Cc: Magan Knowles <mknowles@scb.gov.bs>
Subject: RE: Response to letter of imposition

Good morning Daniel,

I have forwarded your request to Mr. Rahming Jr. to update the Table so that you may cross reference the documentation in the link to the listing.

I will forward to you as soon as it is completed.

Kind regards,

V. NADIA BUTLER

CHIEF COMPLIANCE OFFICER

ArawakXTM

ARAWAKX PLATFORM | ARAWAKX SECURITIES EXCHANGE | ARAWAKX CLEARING | MDOLLAZ TECHNOLOGY
#107 Church Street, Sandyport | Nassau, Bahamas | P.O. Box SP 64428
Mb (242) 803-6545 | Wk. (242)603-5270 | www.arawakx.com | info@arawakx.com

THE CONTENT OF THIS EMAIL IS CONFIDENTIAL AND INTENDED FOR THE RECIPIENT SPECIFIED IN THE MESSAGE ONLY. IT IS STRICTLY FORBIDDEN TO SHARE THIS MESSAGE WITH ANY THIRD PARTY, WITHOUT THE WRITTEN CONSENT OF THE SENDER. IF YOU RECEIVED THIS MESSAGE BY MISTAKE, PLEASE REPLY TO THIS MESSAGE AND FOLLOW WITH ITS DELETION, SO THAT WE CAN ENSURE SUCH A MISTAKE DOES NOT OCCUR IN THE FUTURE.

From: Daniel Strachan <dstrachan@scb.gov.bs>
Sent: Wednesday, May 24, 2023 10:04 AM
To: Nadia Butler <nadia.butler@arawakx.com>
Cc: Magan Knowles <mknowles@scb.gov.bs>
Subject: FW: Response to letter of imposition

CAUTION: This email originated from outside the organization.

Good morning Nadia,

I hope you are well.

Can you please confirm the exact list of subscriber documentation that is supposed to be in the link below and cross reference that with the list of persons on the capitalization table.

Best regards



Daniel Strachan . Deputy Manager

Supervision - Securities Industry (SIA)


e-mail: dstrachan@scb.gov.bs

telephone: (242) 397-4212

fax: (242) 356-7530

Web: www.scb.gov.bs

Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Ba

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be taken in reliance on the e-mail message, is prohibited. If you have received this e-mail in error, please notify the sender by return e-mail and delete all parts of this e-mail from your computer(s) and eventual service provider computer(s).

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.

From: D'Arcy Rahming Sr. [<mailto:darcy.sr@arawakx.com>]

Sent: 08 May 2023 4:51 PM

To: Gawaine Ward <gward@scb.gov.bs>

Cc: Christina Rolle <crolle@scb.gov.bs>; Magan Knowles <mknowles@scb.gov.bs>; Renaldo Harding <rharding@scb.gov.bs>; Aramantha Hepburn <ahepburn@scb.gov.bs>; D'Arcy Rahming Jr. <darcy.jr@arawakx.com>; Nadia Butler <nadia.butler@arawakx.com>; Kahlil D. Parker KC <kdp@parkerslaw.net>

Subject: Response to letter of imposition

8th May 2023

Christina Rolle
Executive Director
Poinciana House
North Building, 2nd Floor
PO Box N-8347
Nassau, Bahamas

Re: Letter Dated May 2nd 2023 re Mdollaz Ltd. t/a ArawakX

As per your letter, please find the requested response to your six (6) points raised in the subject letter.

1. The document outlining our pipeline and supporting documentation for the same is found in the following link <https://we.tl/t-7XgSb5YvRH>
2. The documentation of subscribers in relation to the capital raise for Mdollaz will be sent via We Transfer due to the size of the file. Please refer to the link provided. <https://we.tl/t-7XgSb5YvRH>
3. For your reference, we have provided the current Register seeking approval by the Securities Commission and then filing by Cedric Parker & Co. with the Register General Department. "ArawakX CAP Table – Simple – 1 May 2023"
4. The future revenues projected in our pipeline represent an important source of capital that provide evidence that we have a source of revenue that will improve our financial position when the restrictions are lifted. We are also working on a Capital Plan to ensure the company is appropriately recapitalized.
5. Please see attached Notice of Change along with the Directors Resolution submitted to the Commission on July 28th of 2021 authorizing the change of share capital from 5,000 shares to 10,000,000 shares. This was never executed by Harding Lee & Co. and is currently being addressed by Cedric Parker & Co. See the attached letter from Kahlil Parker on the subject matter. "scb_notice of change" and "Letter – Securities Commission (AX) – May 2023"

other insurance companies. "FinTech Prop - updated ransomware_Mdollaz Ltd_signed"

We are eager to have the imposition on ArawakX lifted so that we can resume business operations.

Sincerely,

J'ARCY RAHMING SR
CHAIRMAN AND CEO



ARAWAKX PLATFORM| ARAWAKX SECURITIES EXCHANGE| ARAWAKX CLEARING| MDOLLAZ TECHNOLOGY

#107 Church Street, Sandypoint | Nassau, Bahamas | P.O. Box SP 64428

Mb (242)3592465|Wk. (242)6035270 | www.arawakx.com | info@arawakx.com

THE CONTENT OF THIS EMAIL IS CONFIDENTIAL AND INTENDED FOR THE RECIPIENT SPECIFIED IN THE MESSAGE ONLY. IT IS STRICTLY FORBIDDEN TO SHARE THIS MESSAGE WITH ANY THIRD PARTY, WITHOUT THE WRITTEN CONSENT OF THE SENDER. IF YOU RECEIVED THIS MESSAGE BY MISTAKE, PLEASE REPLY TO THIS MESSAGE AND FOLLOW WITH ITS DELETION, SO THAT WE CAN ENSURE SUCH A MISTAKE DOES NOT OCCUR IN THE FUTURE.



Poinciana House
North Building, 2nd Floor
31A East Bay Street
PO Box N-8347
Nassau, The Bahamas

EXHIBIT 15

By Hand and Email: darcy.sr@arawakx.com

8 June 2023

D'Arcy Rahming Sr.
Director & CEO
MDollaz Ltd. t/a Arawak X
#3 Buckner Square, Sandypport
Nassau, Bahamas

Dear Mr. Rahming,

Re: **Cease and Desist – Further Concerns regarding Operational Activity of MDollaz Ltd. t/a Arawak X (“MDollaz”)**

Further reference is made to our Notice of Imposition of Conditions dated 23rd March 2023, our meeting with you on 12th April 2023, at the offices of the Securities Commission of The Bahamas (“the Commission”), and our subsequent various related communications wherein you were directed to provide additional information, to the Commission, subsequent to the meeting.

The Commission noted from the mentioned meeting, as well as from the information sent at the Commission’s request, that MDollaz took steps since 2021 to raise additional capital to fund MDollaz directly. While the Commission was made aware, beginning in October 2022, of certain investments in MDollaz made by a limited number of person(s), the Commission was at no time made aware of any offering to the large number of persons recently disclosed by MDollaz as “shareholders” of MDollaz. The Commission further notes that this issue came to its attention only after we received information subsequent to, and pursuant to, the mentioned suspension which the Commission imposed on MDollaz.

For clarity, the Commission has determined that MDollaz’s actions appears to be a distribution done in contravention of the requirements of the Securities Industry Act 2011¹ (“the Act”), which requires that the Commission’s approval must be obtained prior to such actions being taken both with respect to public solicitation as well as with respect to a regulated entity taking on additional shareholders. Failure to adhere to the Act renders a person liable to criminal sanctions.

¹ **97. Offence.**

If a distribution is carried out other than in compliance with this Part, the issuer and every person who is knowingly a party to the distribution is guilty of an offence and shall be liable to a fine of \$1,000 for every day, or part thereof, from the date of the first solicitation in connection with the distribution until a receipt has been issued for a prospectus by the Commission and shall be further liable -

- (a) on summary conviction to a fine of \$30,000 or to imprisonment for six months, or to both;
- (b) on conviction on information to a fine of \$75,000 or to imprisonment for one year or to both.

Mr. D'Arcy Rahming Sr.
MDollaz

Re: Cease and Desist/Further Concerns

Further, the Commission notes that as early as 2021, MDollaz solicited and collected funds from the public on the basis that the Commission's approval would be obtained but, made no steps to obtain said approval from the Commission thereby misleading the public with respect to its intention. Please know that the Commission finds these actions of MDollaz wholly unacceptable and they raise the concern for the Commission as to whether the principals of MDollaz remain fit and proper to operate, having demonstrated either no knowledge or very little regard for their statutory obligations.

Therefore, the Commission hereby directs that MDollaz's efforts and/or actions to raise any additional capital must cease with immediate effect. No capital raising has been authorised by the Commission and to date, no approval has been sought or granted by the Commission. Hence, there must be no further pursuit of any additional "subscriptions" from any person with respect to investment in MDollaz.

In the meantime, the Commission is continuing its review of the information provided by MDollaz in May 2023 and we will relay in a separate correspondence, our assessment and accompanying directives, if any, regarding additional issues and further concerns as we complete our analysis.

Failure to comply as directed may render MDollaz subject to disciplinary action.

We look forward to your cooperation.

Yours sincerely,



Christina Rolle
Executive Director

cc: Khalil D. Parker K.C., Partner – Cedric Parker & Co.

Renaldo Harding

From: Renaldo Harding
Sent: 14 September 2023 6:05 PM
To: Aramantha Hepburn
Subject: FW: Regulatory Request - MDollaz Ltd. (t/a "ArawakX")

From: Lambert Longley <Lambertlongley@ldlandassociates.net>
Sent: 03 July 2023 9:35 AM
To: Renaldo Harding <rharding@scb.gov.bs>
Cc: Charlene Fox-Deveaux <cfoxdeveaux@ldlandassociates.net>
Subject: RE: Regulatory Request - MDollaz Ltd. (t/a "ArawakX")

Good morning Renaldo.

Further to my email of June 23rd, please note that we were not able to complete our audit of the financial statements by the end of June as previously projected. We are still following up on our review of the Company's corporate records, updating our subsequent events review and revising the Company's draft financial statements to include appropriate disclosures. I expect to complete these outstanding procedures in another day or two and to provide management with revised draft financial statements for their review and approval at that time. We, or management, will send the audited financial statements to you after management has reviewed the draft statements.

Regards,

Lambert

From: Lambert Longley
Sent: Friday, 23 June 2023 2:11 pm
To: 'Renaldo Harding' <rharding@scb.gov.bs>
Cc: Charlene Fox-Deveaux <cfoxdeveaux@ldlandassociates.net>
Subject: RE: Regulatory Request - MDollaz Ltd. (t/a "ArawakX")

Hello Renaldo.

Please note that we have not yet completed our audit of the financial statements of MDollaz Ltd ("the Company") for the year ended July 31, 2022, but comment as follows on your queries:

1. **SCB:** From your perspective as a professional accountant and external auditors of the Firm, and having further reviewed the financial statements and financial affairs of the company, what is the solvency position of the company? Specifically, is the company in a position of solvency as of 31 May 2023? If you are unable to provide commentary on the 31 May 2023 position, then please provide the solvency opinion as of the most recent date possible.

LDLA – Our audit was for the year ended July 31, 2022. As such, while we have reviewed subsequent financial information, we have not audited the period ended May 31, 2023 and are not in a position to comment on the Company's solvency as at that date.

Based on the draft financial statements @ July 31, 2022 (on which we have not yet issued an audit report), net of proposed audit adjustments identified to date, we note the following:

- The Company had a positive net equity of \$236,689. As such, it would have been considered solvent @ July 31, 2022.
- The Company had Negative working capital (current assets less current liabilities) of \$600,540.
- Based on this, it appears that, while the Company was solvent, it was having cash flow problems as a result of its negative working capital.

Based on unaudited financial information reviewed during our subsequent events review through February, 2023 (to be updated to date of our audit report), we noted the following:

- The Company had negative net equity of \$181,734 at December 31, 2022.
- The Company's net equity improved to \$488,344 at February 28, 2023, but included 'Active User Pipeline' revenues from roadshow fees of \$596,500 reported as generated in January and February 2023 and \$60,000 from listing fees reported as generated between September and December 2022. This 'revenue' of \$656,500 related to persons who have agreed to list on ArawakX (subject to verification of the details), but for whom services have not yet been delivered (because of restrictions imposed by the Securities Commission). As such, we have advised that it would not be appropriate to recognize receivables or revenues for those transactions in the Company's accounts. We advised further that these future revenues represent an important source of capital that is expected to be injected in the future, but it cannot be recognized in the management accounts yet. They do not directly impact the Company's solvency at February, 2023, but do provide evidence that the Company has a source of revenue that will allow it to return to solvency when the restrictions are lifted.
- The unaudited financial information at February, 2023 also revealed that the Company had raised additional capital of \$423,780, which has not yet been approved by the Securities Commission.
- After reversing the Active User Pipeline revenue from the Company's accounts at February 28, 2023, the Company had negative net equity of \$168,156, based on its unaudited financial information.
- We have not reviewed any financial information after February 28, 2023, but it appears that the Company was no longer solvent at February, 2023, and continued to have negative working capital, after adjusting for receivables related to the Pipeline revenues, of approximately \$1,075,620, subject to any additional adjustments that might result from an audit of the numbers.
- The Company's lack of solvency is further illustrated by the fact that a significant portion of our audit fees billed to date have not yet been paid.
- Management is of the view that its negative equity and lack of solvency are temporary positions that have resulted from its inability to generate revenues following its dispute with Mr. Campbell and BOB, which precipitated the imposition of restrictions by the Securities Commission.

2. **SCB:** Has the financial statement external audit been concluded? If not, what prevents the conclusion of the audit and the issuance of an audit opinion on the financial statements of the company, if applicable? When do you foresee the financial statement audit to be completed, if applicable?

LDLA – Our audit for the year ended July 31, 2022 has not yet been concluded.. We have been waiting for responses from management on a number of open queries, which have now been substantially completed, except that we have not yet reviewed the Company’s updated corporate records and are still seeking clarity on the Company’s corporate structure. Subject to the availability of their attorney, we expect to review the updated corporate records within the next week. We are also in the process of reviewing and revising the Company’s draft financial statements to include appropriate disclosures required by International Financial Reporting Standards and appropriate going concern disclosures.

We are working to complete the audit and issue the audit opinion by the end of June 2023. It is likely that, after finalizing our position on the above matters, we will agree with the Company’s conclusion that the going concern basis of accounting is appropriate, but will take the position that it still has a material uncertainty present. Because a significant going concern uncertainty exists, the following actions will be required:

- A detailed footnote disclosing and explaining the going concern uncertainty will need to be included in the footnotes. It will state that there are uncertain future transactions/events that may result in the Company being unable to continue in business in the foreseeable future.
- The footnote will also disclose the fact that certain restrictions have been imposed on the Company by the Securities Commission, preventing it from facilitating any additional capital raises either for clients or for its own account until the Commission removes the restrictions and that if the restrictions are not removed, the Company may be unable to continue in business in the foreseeable future.
- If we conclude that the disclosures about the material uncertainty that is made in the financial statements are adequate, our audit opinion will be unmodified and the auditor’s report will include a section headed ‘Material Uncertainty Related to Going Concern’ to:
 - (a) Draw attention to the note in the financial statements that discloses the material uncertainty; and
 - (b) State that these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the entity’s ability to continue as a going concern.
- It will also state that the auditor’s opinion is not modified in respect of this matter.

3. **SCB:** Please provide the substantive management letter points identified so far as a result of the audit work to date.

- **LDLA** – While we have identified several management letter points as a result of the audit work performed to date, we have not yet discussed the factual accuracy of those points. As such, we are not able to provide details of those points at this time. We expect to provide details of our management letter points to management for their review of the factual accuracy of our observations by the end of next week. We will share the management letter points with you after we discuss them with management.

4. **SCB:** Please advise us formally in writing of instances identified by you where funds were transferred from the company’s fiduciary account to the operating account. This information should include the bank account number, the date of the transaction and the amount of the transfer in

Bahamian dollars. Are there any amounts transferred from the fiduciary account to the operating account that were not subsequently restored to the fiduciary account?

- **LDLA** – We analysed the transfers made to the Company’s operating account at the Bank of The Bahamas (a/c #4601) from fiduciary accounts and noted the following:
 - (a) Total transferred to BOB operating a/c #4601 through April, 2022 amounted to \$531,700.97.
 - (b) Success fee income, fees and disbursements to Pinnacle amounting to \$279,991.22 were deducted from the funds transferred in, leaving a balance of \$251,709.75 to account for.
 - (c) The final settlement of \$90,383.50 for Pinnacle was also paid from a/c#4601 on January 31, 2022.
 - (d) Refunds of \$57,612.40 to Myfi subscribers and payments to other subscribers totaling \$14,353.60 should also have been paid from these funds, but the funds were not available at that time on the operating account, so the Company secured 2 loans to settle these debts.
 - (e) Another \$100,883, the source of which is unidentified, was deposited back to BOB the fiduciary a/c#5104.
 - (f) Management is of the view that the irregularities with respect to the fiduciary accounts resulted from mismanagement of the accounts by their former CFO, who was responsible for managing the transactions over those accounts and the operating account. The ex-CFO was terminated in October 2022 as a result of his ineffectiveness.

- Based on the above, it appears that the funds totaling \$89,360.25 transferred to the Company’s operating account #4601 at BOB from its fiduciary accounts that did not represent fees earned by the Company were returned to the fiduciary accounts in full.

5. **SCB:** Please advise on any other significant matters that we should be aware of as the regulator of the entity, such as the going concern position of the entity and any additional matters we may have not specifically raised above.

- **LDLA** – We have stated our position on the going concern position in point 2 above. There are no other matters of significance that we wish to raise at this time.

Please advise if you have any further questions or comments.

Regards,

Lambert

From: Renaldo Harding <rharding@scb.gov.bs>
Sent: Tuesday, 20 June 2023 11:31 am
To: Lambert Longley <Lambertlongley@ldlandassociates.net>
Cc: Charlene Fox-Deveaux <cfoxdeveaux@ldlandassociates.net>
Subject: Regulatory Request - MDollaz Ltd. (t/a "ArawakX")

Dear Mr. Longley,

We draw your attention to the attached letter and would be grateful for your response by **Friday, June 23, 2023**.

We're also grateful for your cooperation and support to date for meeting with us and providing substantive responses to all of our queries thus far.

Regards,
Renaldo.



Renaldo Harding • Manager

Risk Analytics & Examinations


e-mail: rharding@scb.gov.bs

telephone: (242) 397-4100

fax: (242) 356-7530

web: www.scb.gov.bs

Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Bahar

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be taken in reliance on the e-mail message, is prohibited. If you have received this e-mail in error, please notify the sender by return e-mail and delete all parts of this e-mail from your computer(s) and eventual service provider computer(s).

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.



Poinciana House
North Building, 2nd Floor
31A East Bay Street
PO Box N-8347
Nassau, The Bahamas

Via E-mail: lambertlongley@ldlandassociates.com

20 June 2023

Lambert Longley
Managing Partner
LDL & ASSOCIATES
#161 Mount Royal Avenue
Nassau, Bahamas

Dear Mr. Longley:

RE: MDOLLAZ LTD. TRADING AS ARAWAKX – FORMAL REQUEST ON SOLVENCY AND GOING CONCERN

We refer to our meeting with you in May 2023, in your capacity as external auditor for MDollaz Ltd.

The Securities Commission of The Bahamas (“the Commission”) would be grateful to receive a formal response from you as regards the specific matters hereunder:

1. From your perspective as a professional accountant and external auditors of the Firm, and having further reviewed the financial statements and financial affairs of the company, what is the solvency position of the company? Specifically, is the company in a position of solvency as of 31 May 2023? If you are unable to provide commentary on the 31 May 2023 position, then please provide the solvency opinion as of the most recent date possible.
2. Has the financial statement external audit been concluded? If not, what prevents the conclusion of the audit and the issuance of an audit opinion on the financial statements of the company, if applicable? When do you foresee the financial statement audit to be completed, if applicable?
3. Please provide the substantive management letter points identified so far as a result of the audit work to date
4. Please advise us formally in writing of instances identified by you where funds were transferred from the company’s fiduciary account to the operating account. This information should include the bank account number, the date of the transaction and the amount of the transfer in Bahamian dollars. Are there any amounts transferred from the fiduciary account to the operating account that were not subsequently restored to the fiduciary account?
5. Please advise on any other significant matters that we should be aware of as the regulator of the entity, such as the going concern position of the entity and any additional matters we may have not specifically raised above.

We remain grateful for your cooperation and request your response by **Friday 23 June 2023**.

Yours sincerely,

Christina Rolle
Executive Director

Top Sheet – Plain Language Version of Subscription Agreement

Thank you for considering Mdollaz Ltd t/a ArawakX as an investment. This is a plain language of what we discussed. We welcome you to the our shareholding. (Subject to Securities Commission Approval.)

Name:

Shares are priced at **\$8 per share** (Ordinary Shares)
(10,000,000 total shares issued).

Use of Funds –
General Operations
Ordinary Shares

Price Per Share	\$8.00
Number of Shares to be Purchased	6,250
Total	\$50,000

Please use the following instructions make a deposit.

Wire

Beneficiary Bank: Bank of the Bahamas, Village Road, Nassau Bahamas
Customer Name: Mdollaz Technology Ltd.
Account #: 03158-1350004601

Check Payable To:
Mdollaz Technology Ltd.

[Handwritten Signature]
27 Apr 27

MDOLLAZ LTD T/A ARAWAKX
SUBSCRIPTION AGREEMENT

The undersigned (the "Subscriber"), desires to become a holder of common shares (the "Shares") of MDOLLAZ LTD., a corporation organized under the laws of The Commonwealth of The Bahamas (the "Company"); one share of Common Stock has a par value \$0.01 per share. Accordingly, the Subscriber hereby agrees as follows:

1. Subscription.

1.1 The Subscriber hereby subscribes for and agrees to accept from the Company that number of Shares set forth on the Signature Page attached to this Subscription Agreement (the "Agreement"), in consideration of \$ 8.00 per share. This offer to purchase is submitted in accordance with and subject to the terms and conditions described in this Subscription Agreement (the "Agreement"). The Subscriber acknowledges that the Company reserves the right, in its sole and absolute discretion, to accept or reject this subscription and the subscription will not be binding until accepted by the Company in writing

1.2 The closing of the Subscription of Shares hereunder (the "Closing") shall occur immediately upon: (i) receipt and acceptance by the Company of a properly executed Signature Page to this Agreement; and (ii) receipt of all funds for the subscription of shares hereunder.

2. Purchase Procedure. The Subscriber acknowledges that, in order to subscribe for Shares, he must, and he does hereby, deliver to the Company:

2.1 One (1) executed counterpart of the Signature Page attached to this Agreement together with appropriate notarization; and

2.2 A check, trade draft or media due bill in the amount set forth on the Signature Page attached to this Agreement, representing payment in full for the Shares desired to be purchased hereunder, made payable to the order of MDOLLAZ Ltd.

2.3 According to the Securities Industries Act every Subscriber must be ACCEPTED by The Securities Commission of the Bahamas. Should a Subscriber be denied, the payment shall be returned in full.

3. Representations of Subscriber. By executing this Agreement, the Subscriber makes the following representations, declarations and warranties to the Company, with the intent and understanding that the Company will rely thereon:


27 Apr 27

3.1 All information herein concerning the Subscriber is correct and complete as of the date hereof and as of the date of Closing.

3.2 If the Subscriber is purchasing the Shares in a fiduciary capacity for another person or entity, including without limitation a corporation, partnership, trust or any other entity, the Subscriber has been duly authorized and empowered to execute this Subscription Agreement and all other subscription documents. Upon request of the Company, the Subscriber will provide true, complete and current copies of all relevant documents creating the Subscriber, authorizing its investment in the Company and/or evidencing the satisfaction of the foregoing.

4. Applicable Law. This Agreement shall be construed in accordance with and governed by the laws applicable to contracts made and wholly performed in the Commonwealth of the Bahamas.

5. Execution in Counterparts. This Subscription Agreement may be executed in one or more counterparts.

6. Persons Bound. This Subscription Agreement shall, except as otherwise provided herein, inure to the benefit of and be binding on the Company and its successors and assigns and on each Subscriber and his respective heirs, executors, administrators, successors and assigns.

7. Notices. Any notice or other communication required or permitted hereunder shall be in writing and shall be delivered personally, telegraphed, telexed, sent by facsimile transmission or sent by certified, registered or express mail, postage prepaid, to the address of each party set forth herein. Any such notice shall be deemed given when delivered personally, telegraphed, telexed or sent by facsimile transmission or, if mailed, three days after the date of deposit in the United States mails.

8. CERTIFICATION. THE SUBSCRIBER CERTIFIES THAT HE HAS READ THIS ENTIRE SUBSCRIPTION AGREEMENT AND THAT EVERY STATEMENT MADE BY THE SUBSCRIBER HEREIN IS TRUE AND COMPLETE.

[SIGNATURE PAGE FOLLOWS]

JK
27 Apr

SUBSCRIBER SIGNATURE

The undersigned, desiring to subscribe for the number of Shares of MDOLLAZ Ltd (the "Company") as is set forth below, acknowledges that he/she has received and understands the terms and conditions of the Subscription Agreement attached hereto and that he/she does hereby agree to all the terms and conditions contained therein.

IN WITNESS WHEREOF, the undersigned has hereby executed this Subscription Agreement as of the date set forth below.

(PLEASE PRINT OR TYPE)

Number of Shares 6,250

x \$8.00 Per Share

Total Amount of Subscription: \$50,000

Exact name(s) of Subscriber(s): _____

Signature of Subscriber(s): [Redacted]
(Signature)

[Redacted]
(Print Name)

Date: _____

Residence or Physical Mailing Address (cannot be a P.O. Box):

[Redacted]
[Redacted]
Nassau, Bahamas

Received By:
[Handwritten Signature]

[Handwritten Signature]
27 Apr 22

Top Sheet – Plain Language Version of Subscription Agreement

Thank you for considering Mdollaz Ltd t/a ArawakX as an investment. This is a plain language of what we discussed. We welcome you to the our shareholding. (Subject to Securities Commission Approval.)

Name: [REDACTED]

Before we go through the next round of financing we offer the following exclusive to your family.

Shares are priced at \$5 per share (Ordinary Shares)

We are about to go through an additional round of financing where we are seeking \$20.17 Million for 10% of the company or \$20.17 per share (10,000,000 total shares issued).

Before we seek outside funding, the Board of Directors thought it was fair to allow members of the community the ability to purchase shares at the existing valuation of \$5.00 per share.

Use of Funds –

General Operations

Ordinary Shares

Price Per Share	\$5.00
Number of Shares to be Purchased	20,000
Total	\$100,000.00

To subscribe further please see the attached Subscription Agreement

MDOLLAZ LTD T/A ARAWAKX
SUBSCRIPTION AGREEMENT

The undersigned (the "Subscriber"), desires to become a holder of common shares (the "Shares") of MDOLLAZ LTD., a corporation organized under the laws of The Commonwealth of The Bahamas (the "Company"); one share of Common Stock has a par value \$0.01 per share. Accordingly, the Subscriber hereby agrees as follows:

1. Subscription.
 - 1.1 The Subscriber hereby subscribes for and agrees to accept from the Company that number of Shares set forth on the Signature Page attached to this Subscription Agreement (the "Agreement"), in consideration of \$ 5.00 per share. This offer to purchase is submitted in accordance with and subject to the terms and conditions described in this Subscription Agreement (the "Agreement"). The Subscriber acknowledges that the Company reserves the right, in its sole and absolute discretion, to accept or reject this subscription and the subscription will not be binding until accepted by the Company in writing
 - 1.2 The closing of the Subscription of Shares hereunder (the "Closing") shall occur immediately upon: (i) receipt and acceptance by the Company of a properly executed Signature Page to this Agreement; and (ii) receipt of all funds for the subscription of shares hereunder.
2. Purchase Procedure. The Subscriber acknowledges that, in order to subscribe for Shares, he must, and he does hereby, deliver to the Company:
 - 2.1 One (1) executed counterpart of the Signature Page attached to this Agreement together with appropriate notarization; and
 - 2.2 A check, trade draft or media due bill in the amount set forth on the Signature Page attached to this Agreement, representing payment in full for the Shares desired to be purchased hereunder, made payable to the order of MDOLLAZ Ltd.
 - 2.3 According to the Securities Industries Act every Subscriber must be ACCEPTED by The Securities Commission of the Bahamas. Should a Subscriber be denied, the payment shall be returned in full.
3. Representations of Subscriber. By executing this Agreement, the Subscriber makes the following representations, declarations and warranties to the Company, with the intent and understanding that the Company will rely thereon:

- 3.1 All information herein concerning the Subscriber is correct and complete as of the date hereof and as of the date of Closing.
- 3.2 If the Subscriber is purchasing the Shares in a fiduciary capacity for another person or entity, including without limitation a corporation, partnership, trust or any other entity, the Subscriber has been duly authorized and empowered to execute this Subscription Agreement and all other subscription documents. Upon request of the Company, the Subscriber will provide true, complete and current copies of all relevant documents creating the Subscriber, authorizing its investment in the Company and/or evidencing the satisfaction of the foregoing.
4. Applicable Law. This Agreement shall be construed in accordance with and governed by the laws applicable to contracts made and wholly performed in the Commonwealth of the Bahamas.
5. Execution in Counterparts. This Subscription Agreement may be executed in one or more counterparts.
6. Persons Bound. This Subscription Agreement shall, except as otherwise provided herein, inure to the benefit of and be binding on the Company and its successors and assigns and on each Subscriber and his respective heirs, executors, administrators, successors and assigns.
7. Notices. Any notice or other communication required or permitted hereunder shall be in writing and shall be delivered personally, telegraphed, telexed, sent by facsimile transmission or sent by certified, registered or express mail, postage prepaid, to the address of each party set forth herein. Any such notice shall be deemed given when delivered personally, telegraphed, telexed or sent by facsimile transmission or, if mailed, three days after the date of deposit in the United States mails.
8. CERTIFICATION. THE SUBSCRIBER CERTIFIES THAT HE HAS READ THIS ENTIRE SUBSCRIPTION AGREEMENT AND THAT EVERY STATEMENT MADE BY THE SUBSCRIBER HEREIN IS TRUE AND COMPLETE.

[SIGNATURE PAGE FOLLOWS]

EXHIBIT 19

Month	Operating Accounts - Bank Balances By Month				Fiduciary Accounts - Bank Balances By Month				
	BOB 1350004601	BOB 5550004713	RBC 287-832-0	Operating Acct's MONTHLY TOTALS	BOB 135005104	BOB 5550004715	BOB 5550004717	RBC 287-832-6	Fid. Acct's MONTHLY TOTALS
Jan-22	\$ 31,783	\$ -	\$ -	\$ 31,783	\$ 2,783	\$ -	\$ -	\$ -	\$ 2,783
Feb-22	\$ 781	\$ -	\$ -	\$ 781	\$ 2,722	\$ -	\$ -	\$ -	\$ 2,722
Mar-22	\$ 1,079	\$ -	\$ -	\$ 1,079	\$ 36,478	\$ -	\$ -	\$ -	\$ 36,478
Apr-22	\$ 4,755	\$ -	\$ -	\$ 4,755	\$ 1,339	\$ -	\$ -	\$ -	\$ 1,339
May-22	\$ 6,378	\$ -	\$ -	\$ 6,378	\$ 6,720	\$ -	\$ -	\$ -	\$ 6,720
Jun-22	\$ 827	\$ -	\$ -	\$ 827	\$ 30,832	\$ -	\$ -	\$ -	\$ 30,832
Jul-22	\$ 13,528	\$ -	\$ -	\$ 13,528	\$ 86,374	\$ -	\$ -	\$ -	\$ 86,374
Aug-22	\$ 23	\$ -	\$ -	\$ 23	\$ 238,200	\$ -	\$ -	\$ -	\$ 238,200
Sep-22	\$ 41,206	\$ 200	\$ -	\$ 41,406	\$ 103,802	\$ 23,954	\$ 200	\$ -	\$ 127,956
Oct-22	\$ 9,015	\$ 19	\$ -	\$ 9,033	\$ 3,250	\$ 300	\$ -	\$ -	\$ 3,550
Nov-22	\$ 2	\$ -	\$ -	\$ 2	\$ 3,240	\$ 126,552	\$ -	\$ -	\$ 129,792
Dec-22	\$ 2	\$ -	\$ -	\$ 323	\$ 3,561	\$ 129,036	\$ 200	\$ 51,253	\$ 184,051
Jan-23	\$ 3	\$ -	\$ -	\$ 47,875	\$ 3,773	\$ 129,540	\$ -	\$ 38,698	\$ 172,011
Feb-23	\$ 65	\$ -	\$ -	\$ 4,390	\$ 3,764	\$ 131,282	\$ -	\$ 3,680	\$ 138,726
Mar-23	\$ 66	\$ -	\$ -	\$ 4,325	\$ 3,579	\$ 131,253	\$ -	\$ -	\$ 134,832
Apr-23	\$ 66	\$ -	\$ -	\$ 1,323	\$ 3,570	\$ 131,204	\$ -	\$ 5,084	\$ 139,858
May-23	\$ 1	\$ 216	\$ -	\$ 71	\$ 3,561	\$ 4,887	\$ 48	\$ 5,068	\$ 13,564
Jun-23	\$ -	\$ -	\$ -	\$ 945	\$ 3,553	\$ 4,837	\$ -	\$ 5,051	\$ 13,442

Month	Due to Subscribers Issuers	Due to Subscribers Company Shares	Total
Jan-22	\$ 141,257	\$ 1,772,001	\$ 1,913,258
Feb-22	\$ 156,092	\$ 1,782,001	\$ 1,938,093
Mar-22	\$ 121,470	\$ 1,782,001	\$ 1,903,471
Apr-22	\$ 73,233	\$ 1,838,545	\$ 1,911,778
May-22	\$ 78,590	\$ 1,838,545	\$ 1,917,135
Jun-22	\$ 112,589	\$ 1,888,545	\$ 2,001,134
Jul-22	\$ 181,329	\$ 1,901,545	\$ 2,082,874
Aug-22	\$ 348,804	\$ 1,901,545	\$ 2,250,349
Sep-22	\$ 253,339	\$ 1,901,545	\$ 2,154,884
Oct-22	\$ 214,153	\$ 1,907,545	\$ 2,121,698
Nov-22	\$ 243,730	\$ 1,907,545	\$ 2,151,275
Dec-22	\$ 315,714	\$ 1,928,796	\$ 2,244,510
Jan-23	\$ 283,019	\$ 2,110,934	\$ 2,393,953
Feb-23	\$ 216,000	\$ 2,155,981	\$ 2,371,981
Mar-23	\$ 211,751	\$ 2,202,041	\$ 2,413,792
Apr-23	\$ 232,966	\$ 2,218,991	\$ 2,451,957
May-23	\$ 78,867	\$ 2,254,905	\$ 2,333,772
Jun-23	\$ 78,867	\$ 2,257,855	\$ 2,336,722

EXHIBIT 20

Borrower: Mdollaz Ltd. (c/o D'Arcy Rahming Sr.)

Lender: PJ's Enterprises Ltd. (c/o James "Jimmy" Campbell)

<u>Date of Loan</u>	<u>Amount</u>	
06-Dec-20	\$ 140,000.00	
31-Mar-21	\$ 301,000.00	
15-May-21	\$ 333,000.00	
09-Jul-21	\$ 566,000.00	\$ 1,340,000.00 (1 agreement)
27-Jan-22	\$ 162,010.00	
28-Feb-22	\$ 49,270.99	
25-Mar-22	\$ 68,486.00	
Subtotal	\$ 1,619,766.99	

Top Sheet

Plain Language Version of the Term Sheet for Mdollaz Ltd. Trading as "ArawakX"

This is an amendment to the Zero-Coupon Convertible Note signed July 12th by D'Arcy Rahming, D'Arcy Rahming Jr and PJ's Enterprises.

Amendments are highlighted by an asterisk (*).

Zero Coupon Convertible Note at a rate of 0% per annum

Subscription Opens – December 6th 2020

Subscription Closes – July 9th 2021

Maturity Date: July 9th 2021

Payment of Zero-Coupon Convertible Note

Amount of Subscription	Issue Date
\$140,000	December 6 th 2020
\$301,000.00	March 31 st 2021
\$333,000.00	May 15 th 2021
\$566,000.00	July 9 th 2021
Total \$1,340,000	

Value of Notes Issued – \$1,340,000

Conversion to 3,063,467 Ordinary Shares* – Total Outstanding Shares – 10,000,000

Conversion Period	Value of	Number of Ordinary Shares (Pro-Rated)
July 9 th 2021 – March 31 st 2025	\$1,340,000.00	3,063,467*
Total	\$1,340,000.00	3,063,467*

Option to Convert into ordinary shares – Upon any date after the maturity date and before the Conversion Period Ends, the Subscriber can elect or take the option to exchange the value of the Zero-Coupon Convertible notes, in whole or in part, for ordinary shares.

*Number of shares will be subject to the special conditions below.

Special Conditions

*Co-Founders– The holder of these notes, PJ's Enterprises, shall be a Co-founder of ArawakX and be allotted shares equal to each of the other two individual co-founders D'Arcy Rahming and D'Arcy Rahming Jr.

Initial

DR *DR*

***Future Funding/ Shareholder Parity** – ArawakX intends to fund its future growth by selling 10% of its shares in each of the subsequent B and C funding rounds. PJ's Enterprises Convertibility option along with D'Arcy Rahming and D'Arcy Rahming Jr's shares will be equally prorated during these B and C rounds so that at all times there will be parity amongst these Co-Founders.

***Board of Directors** - PJ's Enterprises will be entitled to appoint 50% of the board. PJ's Enterprises will appoint James Campbell as a member of the board.

***Chairmanship** – The PJ's Enterprises has the right to appoint James Campbell as chairman of Mdollaz Ltd t/a ArawakX. In the event of a tied vote the Chairman will have the casting vote.

***Memo & Arts** – ArawakX Memo & Arts will be appropriately amended to reflect the above directorship appointment by PJ's Enterprises.

*

Conversion Period (End Of Day)	# of Shares	Value of Notes	% of company
July 9 th 2021 - March 31 st 2025	3,063,467 [#]	\$ 1,340,000.00	30.6% [#]

[#]Subject to Change due to rounding calculation

***New Cap Table**

Ordinary Shareholder	Number of Shares (Once Notes Convert)	Percentage
D'Arcy Rahming	3,063,467 [#]	30.6% [#]
D'Arcy Rahming Jr	3,063,467 [#]	30.6% [#]
PJ's Enterprises	3,063,467 [#]	30.6% [#]
Investors & Advisors	309,600	3.1%
Staff Reserved	500,000	5%
Total	10,000,000	100%
Currently Under Consideration Redeemable Preference Share.	3 Year Term, 5% annual	
SBDC / Access Accelerator	500,000	

[#]Subject to Change due to rounding calculation

Initial 

	<p>each Note will have the right to receive BSD\$1.00 per note. Payment of this Liquidation Preference must be made before any payment is made to holders of the Issuer's Ordinary shares with respect to such shares. Payment of this Liquidation Preference must be made before any payment is made to holders of the Issuer's Ordinary Shares with respect to the distribution of assets upon the occurrence of such events.</p>
Ranking	<p>The Notes will rank, with respect to the payment of dividends and payments upon liquidation:</p> <ol style="list-style-type: none"> i. Pari passu with to any other Zero Coupon Notes; ii. Senior to the Company's Preference Shares iii. Senior to the Company's Ordinary shares, any other of the Company's equity securities which by their terms rank junior to the Shares.
Conversion Right & Qualification	<p>The Shares are convertible into ordinary shares.</p> <p>Before the end of the conversion period or if the issuer elects for an earlier conversion date, the Subscriber has the option to convert the value of his notes, in whole or part, into ordinary shares.</p> <p>1,340,000 Convertible Notes can be converted, at the option of the Subscriber, for 3,063,467 ordinary shares.</p> <p>The holder of these notes acknowledges that their convertibility will be modified on a pro-rata basis to keep their position and maintain equal (three-way parity) with D'Arcy Rahming and D'Arcy Rahming Jr's ordinary shares. So that at all times the three shareholders will each have an equal number of shares.</p> <p>(Mdollaz has total issued shares of 10,000,000 ordinary shares at issue the time of this term sheet or its equivalent.)</p>
*Board Appointments	<p>The holder of these notes is entitled to appoint 50% of the board. PJ's Enterprises will appoint James Campbell as a member of the board.</p>
*Chairmanship	<p>The subscriber has the right to appoint James Campbell as chairman of Mdollaz Ltd t/a ArawakX.</p>

Initial 



Term Sheet with

Mdollaz Ltd. Trading as "ArawakX"

Terms and Conditions – Mdollaz Zero Coupon Convertible Note

This is an amendment to the Zero-Coupon Convertible Note signed July 12th by D'Arcy Rahming, D'Arcy Rahming Jr and PJ's Enterprises.

Amendments are highlighted by an asterisk (*).

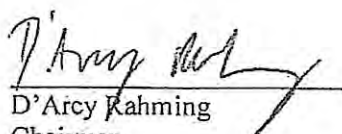
Asset Type	New Mdollaz Zero Coupon Convertible Note
Issuer	Mdollaz Ltd.
Issue Date	July 9 th , 2021
Subscriber	PJ's Enterprises Ltd
Price Per Note	BSD \$1.00
Notes offered & Subscribed for	1,340,000
Size of Issue	BSD \$1,340,000
Structure of Series	1,340,000 shares of par value of BSD \$1.00 each
Issue Price	BSD \$1.00 per Note
Conversion Periods and Maturity Date	At the option of the Subscriber the Notes may be converted anytime during the conversion period. The Notes may be converted in whole or in part as follows: 1. July 9 th 2021 - March 31 st 2025 – 1,340,000 Notes with a face value of BSD \$1,340,000
Interest	The 1,340,000 notes shall be entitled to attract a cash interest in the amount of BSD \$ 0.00 representing the interest payable on the 1,340,000 Shares from the issue date to March 31 st 2025 Each share is entitled to a cumulative cash dividend at a rate of 0% per annum payable monthly
Liquidation Preference	If the issuer liquidates, dissolves, winds up or sells more than 50% of the Issuer's assets other than in the ordinary course of the issuer's business, holders of

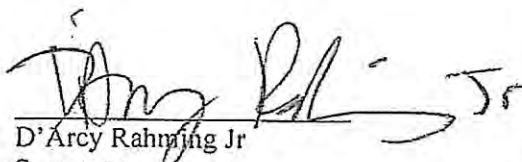
Initial

DR

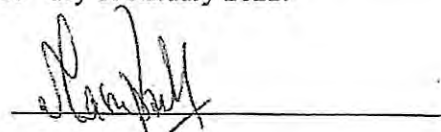
DR

	In the event of a tied vote the Chairman will have the casting vote.
*Future Rounds	The subscriber acknowledges that the Company is currently seeking its Series B and Series C rounds. Both of which it is intended that 10% of the company will be offered for sale.
*Amendments to the Articles of Association and Memorandum of Association	The Articles of Association and Memorandum of Association will be amended to bring them in line with this agreement.
No Voting Rights unless converted	Holders of the Notes will not have voting rights unless Zero Coupon Convertible Notes are converted into Ordinary Shares.
Use of Proceeds	The Issuer will use the proceeds for General Corporate Purposes.
Payment Terms	The payment terms are as follows: \$1,340,000.00 July 9 th 2021
Registration	Evidence of ownership will be in the form of a certificate that will be issued for the Notes
Offer Expiration Date	This offer expires July 15 th 2021
Acceptance	Signing of this agreement will be considered acceptance of this offer.


 D'Arcy Rahming
 Chairman
 Mdollaz Ltd.


 D'Arcy Rahming Jr
 Secretary
 Mdollaz Ltd.

In witness whereof PJ's Enterprises Ltd. has subscribed to 1,340,000 New Zero Coupon Convertible Notes pursuant to the above terms effective on the 10th day of January 2022.


 Authorised Signatory

Initial DR

Term Sheet with

Mdollaz Ltd. Trading as "ArawakX"

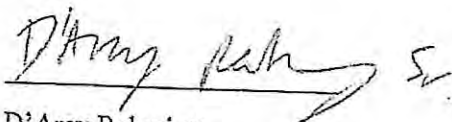
Terms and Conditions – New Class B (Cumulative Redeemable Mdollaz) Preference Shares

Asset Type	New Class B (Cumulative Redeemable Mdollaz) Preference Shares (the "Shares" or "Share")
Issuer	Mdollaz Ltd.
Issue Date	9 th December, 2020
Subscriber	PJ's Enterprises Ltd.
Price Per Share	BSD \$1.00
Shares offered & Subscribed for	140,000
Size of Issue	BSD \$140,000
Structure of Series	140,000 shares of par value of BSD \$1.00 each
Issue Price	BSD \$1.00 per share
Redemption	<p>At the option of the Issuer the Shares may be redeemed earlier.</p> <p>The shares shall be redeemed as follows:</p> <ol style="list-style-type: none"> 1. December 9th 2021 – \$140,000 Shares with a face value of \$140,000; <p>Any redemption shall be for cash at BSD\$1.00 per share plus Accrued and unpaid interest to the redemption date.</p>
Interest	<p>The 140,000 shares shall be entitled to attract a cash interest in the amount of BSD \$ 14,000.00 representing the interest payable on the 140,000 Shares from the issue date to December 9th 2021.</p> <p>Each share is entitled to a cumulative cash dividend at a rate of 10% per annum payable monthly from January 9th 2021</p>
Liquidation Preference	If the issue liquidates, dissolves, winds up or sells more than 50% of the Issuer's assets other than in the ordinary course of the issuer's business, holders

	<p>of each Share will have the right to receive BSD\$1.00 per share, less any Redemption Installment Payment previously made with respect to such shares. Payment of this Liquidation Preference must be made before any payment is made to holders of the Issuer's Ordinary shares with respect to such shares. Payment of this Liquidation Preference must be made before any payment is made to holders of the Issuer's Ordinary Shares with respect to the distribution of assets upon the occurrence of such events.</p> <p>The subscriber has preference on \$140,000.00 Certificate of Deposit held at the Bahamas Development Bank</p>
Ranking	<p>The Shares will rank, with respect to the payment of dividends and payments upon liquidation:</p> <ul style="list-style-type: none"> i. Pari passu with to any other Cumulative Redeemable Preference Shares; ii. Senior to the Company's Ordinary shares, any other of the Company's equity securities which by their terms rank junior to the Shares.
Conversion Right	<p>The Shares are convertible into ordinary shares.</p> <p>Upon any redemption date or if the issuer elects for an earlier redemption date, the subscriber has the option to convert the value of his shares, in whole or part, into ordinary shares.</p> <p>The price of which will be set at the rate of \$4 per ordinary share (Mdollaz has total issued shares of 10,000,000 shares at issue the time of this term sheet) or its equivalent.</p> <p>At the option of the subscriber, interest can also be converted, in part or in full, into ordinary shares at the above listed price.</p> <p>Ab initio. Preference shares can be converted, at the option of the subscriber, for 35,000 ordinary shares.</p> <p>OR at the option of the subscriber up to 38,500 shares.</p>
No Voting Rights unless converted	<p>Holders of the Shares will not have voting rights unless Class B -Cumulative Redeemable Shares are converted into Ordinary Shares.</p>

TR
TR

Use of Proceeds	The Issuer will use the proceeds for General Corporate Purposes.
Payment Terms	The payment terms are as follows: \$20,000.00 First Payment \$40,000.00 due January 5 th 2021 \$40,000.00 due January 29 th 2021 \$40,000.00 due February 26 th 2021
Registration	Evidence of ownership will be in the form of a certificate that will be issued for the shares.
Offer Expiration Date	This offer expires Friday December 11 th 2020
Acceptance	Signing of this agreement will be considered acceptance of this offer. Payment will be due within seven (7) days of signing.



D'Arcy Rahming

Chairman

Mdollaz Ltd.



D'Arcy Rahming Jr

Secretary

Mdollaz Ltd.

In witness whereof _____ has subscribed to 140,000 New Class B (Cumulative Redeemable Mdollaz) Preference pursuant to the above terms effective on the _____ day of _____ 2020.

Authorised Signatory

Please Make Cheques Payable to: Mdollaz Technology Ltd



ADDENDUM 1 TO SHORT-TERM LOAN AGREEMENT DATED JANUARY 27TH 2022

Between

Midollaz Ltd, Trading as "ArawakX"

&

PJ's Enterprises Ltd.

Lender	PJ's Enterprises Ltd.						
Lending Date	February 28 th 2022						
Borrower	Midollaz Ltd. 1/3 ArawakX						
Size of Loan	BSD \$49,270.99						
Use of Proceeds	The borrower will use the proceeds for the following: <table style="margin-left: 20px;"> <tr> <td>Line staff salaries, 10 Feb 2022</td> <td>\$ 24,624.68</td> </tr> <tr> <td>Line staff salaries, 24 Feb 2022</td> <td>24,626.31</td> </tr> <tr> <td></td> <td><u>\$ 49,270.99</u></td> </tr> </table>	Line staff salaries, 10 Feb 2022	\$ 24,624.68	Line staff salaries, 24 Feb 2022	24,626.31		<u>\$ 49,270.99</u>
Line staff salaries, 10 Feb 2022	\$ 24,624.68						
Line staff salaries, 24 Feb 2022	24,626.31						
	<u>\$ 49,270.99</u>						


 D'Arcy Rahming
 Chairman Midollaz Ltd

Date: Mar 1 '22


 D'Arcy Rahming Jr
 Secretary Midollaz Ltd.

 PJ's Enterprises Ltd.

Date: _____



ADDENDUM 2 TO SHORT-TERM LOAN AGREEMENT DATED JANUARY 27TH 2022

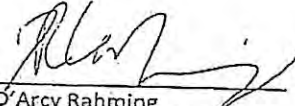
Between


Mdollaz Ltd. Trading as "ArawakX"

&

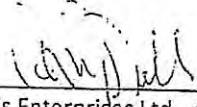
PJ's Enterprises Ltd.

Lender	PJ's Enterprises Ltd.
Lending Date	March 25 th 2022
Borrower	Mdollaz Ltd. t/a ArawakX
Loan Amount	BSD \$68,486
Use of Funds	The borrower will use the proceeds for the following: MyFi Investor Refund Requests \$ 68,486


D'Arcy Rahming
Chairman Mdollaz Ltd.


D'Arcy Rahming Jr
Secretary Mdollaz Ltd.

Date: 29 - Mar 2022


PJ's Enterprises Ltd

Date: 29 March 2022

Short-Term Loan Agreement

Between

Mdollaz Ltd. Trading as "ArawakX"

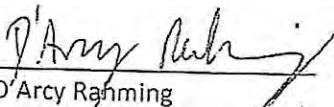
&

PJ's Enterprises Ltd.

Lender	PJ's Enterprises Ltd.
Lending Date	January 27 th 2022
Borrower	Mdollaz Ltd. t/a ArawakX
Size of Loan	BSD \$162,010
Maturity Date	February 4 th 2022
Interest Payment	The loan will attract interest at a rate of %10 per annum calculated on a pro-rata basis.
Security	This loan shall be secured by first charge over all funds received by the Company and by first floating charge over all accounts due to the Company.
Ranking	If the Issuer liquidates, dissolves, winds up or sells more than 50% of the Issuer's assets other than in the ordinary course of the Issuer's business, the lender will have the immediate right to earlier settlement from security for this loan and priority over all unsecured creditors and all shareholders.


DCV
IR

Default	In the event of a default, the borrower agrees to be bound by the lender's choices of legal remedies for the full recovery of the loan.																				
Use of Proceeds	<p>The borrower will use the proceeds for the following:</p> <table data-bbox="747 399 1396 819"> <tr> <td>Line staff salaries, 13 Jan 2022</td> <td style="text-align: right;">\$ 7,000</td> </tr> <tr> <td>Line staff salaries, 27 Jan 2022</td> <td style="text-align: right;">24,732</td> </tr> <tr> <td>Rents, units 1 - 4</td> <td style="text-align: right;">16,000</td> </tr> <tr> <td>Crowd engine (+ wire costs)</td> <td style="text-align: right;">4,100</td> </tr> <tr> <td>Red Lobster payout</td> <td style="text-align: right;">95,500</td> </tr> <tr> <td>Securities Commission issuer fee</td> <td style="text-align: right;">9,257</td> </tr> <tr> <td>Securities Commission platform fee</td> <td style="text-align: right;">5,000</td> </tr> <tr> <td>Bank service charges</td> <td style="text-align: right;">10</td> </tr> <tr> <td>Amount to small vendor past dues</td> <td style="text-align: right;">411</td> </tr> <tr> <td></td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">\$162,010</td> </tr> </table>	Line staff salaries, 13 Jan 2022	\$ 7,000	Line staff salaries, 27 Jan 2022	24,732	Rents, units 1 - 4	16,000	Crowd engine (+ wire costs)	4,100	Red Lobster payout	95,500	Securities Commission issuer fee	9,257	Securities Commission platform fee	5,000	Bank service charges	10	Amount to small vendor past dues	411		\$162,010
Line staff salaries, 13 Jan 2022	\$ 7,000																				
Line staff salaries, 27 Jan 2022	24,732																				
Rents, units 1 - 4	16,000																				
Crowd engine (+ wire costs)	4,100																				
Red Lobster payout	95,500																				
Securities Commission issuer fee	9,257																				
Securities Commission platform fee	5,000																				
Bank service charges	10																				
Amount to small vendor past dues	411																				
	\$162,010																				


 D'Arcy Rahming
 Chairman Mdollaz Ltd.


 D'Arcy Rahming Jr.
 Secretary Mdollaz Ltd.

Date: Jan 31, 22


 PJ's Enterprises Ltd.

Date: Jan 31st 2022

Consolidated Financial Statements of

Mdollaz Ltd. (trading as ArawakX)

Year ended July 31, 2022

DRAFT - SUBJECT TO CHANGE

Mdollaz Ltd. (trading as ArawakX)

Consolidated Financial Statements

Year ended July 31, 2022

	Page
Independent Auditors' Report	1 – 2
Consolidated Statement of Financial Position	3
Consolidated Statement of Comprehensive Loss	4
Consolidated Statement of Changes in Equity	5
Consolidated Statement of Cash Flows	6
Notes to Consolidated Financial Statements	7 - 34

DRAFT - SUBJECT TO CHANGE

INDEPENDENT AUDITORS' REPORT

To the Directors and Shareholders of Mdollaz Ltd. (trading as ArawakX)

Report on the consolidated financial statements

Opinion

We have audited the consolidated financial statements of Mdollaz Ltd. (trading as ArawakX) ("the Company"), which comprise the consolidated statements of financial position as at July 31, 2022, the consolidated statements of comprehensive loss, changes in equity and cash flows for the year then ended and notes, including significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2022 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated financial statements* section of our report. We are independent of the Company in accordance with International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2(e) in the financial statements, which indicates that the Company incurred a net loss of \$1,749,967 during the year ended July 31, 2022 and, as of that date, the Company's total liabilities exceeded its total assets by \$2,366,604. As stated in Note 2(e), these events or conditions, along with other matters as set forth in Note 2(e), indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

July ____, 2023
Nassau, Bahamas

Mdollaz Ltd. (trading as ArawakX)

Consolidated Statements of Financial Position

July 31, 2022, with corresponding figures as at July 31, 2021

(Expressed in Bahamian Dollars)

	Note	2022 \$	2021 \$
Current assets			
Cash and cash equivalents	5	127,445	199,485
Restricted cash	5	140,000	140,000
Trade and other receivables	6	50,159	-
Prepaid expenses and other assets	7	222,508	285,649
Total current assets		540,112	625,134
Non-current assets			
Property and equipment, net of accumulated depreciation	8	411,384	411,677
Other intangibles, net of accumulated amortization	9	729,237	277,596
Total non-current assets		1,140,621	689,273
Total assets		1,680,733	1,314,407
Current liabilities			
Accounts payable and accrued expenses	10	1,205,097	106,406
Due to related party	11	293,957	-
Due to subscribers – client funds	12	181,329	-
Current portion of bank loans	13	73,397	43,440
Total current liabilities		1,753,780	149,846
Non-current liabilities			
Bank loans	13	276,208	316,393
Due to subscribers – Company shares	14	1,901,545	1,374,001
Redeemable preferred shares	15	50,000	25,000
Total non-current liabilities		2,227,753	1,715,394
Total Liabilities		3,981,533	1,865,240
Equity			
Share capital	3(h), 16	100,000	100,000
Additional paid in capital	16	257,804	257,804
Accumulated deficit		(2,658,604)	(908,637)
Total stockholders' equity/(deficit)		(2,300,800)	(550,833)
Total liabilities and equity		1,680,733	1,314,407

See accompanying notes to consolidated financial statements.

These consolidated financial statements were approved on behalf of the Board of Directors on _____, 2023 by:

Director

Director

Mdollaz Ltd. (trading as ArawakX)

Consolidated Statement of Comprehensive Loss

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

	Note	2022 \$	2021 \$
Revenue:			
Listing fee income	3(i)	26,000	-
Success fee income	3(i)	185,135	-
Other revenue		-	22,095
Total revenue		211,135	22,095
Operating expenses:			
Personnel expenses	17, 18	(1,119,702)	(398,687)
Rent and CAM charges		(202,787)	(76,979)
Software service and maintenance charges		(172,695)	(83,271)
Sales and marketing expense		(86,823)	(52,968)
Depreciation and amortization expense	8, 9	(82,451)	(12,654)
Professional fees		(56,300)	(87,330)
Professional licences and regulator's fees		(36,877)	(60,184)
Travel expenses		(35,127)	(11,444)
Utilities		(27,795)	(20,761)
Repair and maintenance expense		(26,391)	(5,077)
Insurance expense		(18,617)	(19,106)
Other expense		(42,974)	(73,925)
Total operating expenses		(1,908,539)	(902,386)
Operating loss		(1,697,404)	(880,291)
Interest on due to subscribers, bank loans and redeemable preference shares		(44,453)	(18,417)
Bank fees		(8,110)	(9,929)
Net finance costs		(52,563)	(28,346)
Net loss and total comprehensive loss		(1,749,967)	(908,637)

See accompanying notes to consolidated financial statements.

Mdollaz Ltd. (trading as ArawakX)

Consolidated Statement of Changes in Equity

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

	Note	Share capital \$	Share Premium \$	Retained earnings \$	Total equity \$
Balance as at August 3, 2017		-	-	-	-
5,000 Shares issued		5,000	287,000	-	292,000
Increase share capital to 100,000 shares		95,000	(95,000)	--	-
Net loss for the period ended July 31, 2021		-	-	(908,637)	(908,637)
Balance as at July 31, 2021		100,000	192,000	(908,637)	(616,637)
Net loss for the year ended July 31, 2022		-	-	(1,749,967)	(1,749,967)
Balance as at July 31, 2022		100,000	192,000	(2,658,604)	(2,366,604)

See accompanying notes to consolidated financial statements.

Mdollaz Ltd. (trading as ArawakX)

Consolidated Statement of Cash Flows

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

	2022	2021
	\$	\$
Net Loss	(1,749,967)	(908,637)
Adjustments for:		
Depreciation and amortization expense	82,451	12,653
Operating cash flows before changes in operating assets and liabilities	(1,667,516)	(895,984)
Changes in:		
- trade and other receivables	(50,159)	-
- prepaid expenses and other assets	63,141	(285,649)
- trade and other payables	1,098,691	106,406
- Due to related parties	293,957	-
- Due to subscribers – client funds	181,329	-
Net cash used in operating activities	(80,557)	(1,075,227)
Cash flows from investing activities		
Acquisition of property and equipment	(53,595)	(422,662)
Acquisition of intangible assets	(480,204)	(279,264)
Purchase of Fixed Deposit	-	(140,000)
Net cash used in investing activities	(533,799)	(841,926)
Cash flows from financing activities		
Capital injection	-	292,000
Proceeds from bank loan	-	378,343
Repayment of bank loan	(10,228)	(18,510)
Proceeds from Due to subscribers – Company shares	502,544	1,439,805
Proceeds from redeemable preferred shares	50,000	25,000
Net cash provided by financing activities	542,316	2,116,638
Net increase in cash and cash equivalents	(72,040)	199,485
Cash and cash equivalents at beginning of year	199,485	-
Cash and cash equivalents at end of year	127,445	199,485

See accompanying notes to consolidated financial statements.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

1. General information

Mdollaz Ltd. (trading as ArawakX) (“the Company”) is a private company incorporated on August 3, 2017 under the Companies Act 1992, as amended, of The Commonwealth of The Bahamas. It is privately owned.

The Company is a crowdfunding platform whose business objective is to create sustainable growth for both companies and investors. It is a regulated stock exchange and its principal business activities are to operate as a regulated marketplace for the trading of securities, facilitating transactions between buyers and sellers. It also provides registrar and transfer agent (“RTA”) and clearing and settlement services for all securities on its platform. The Company holds a Marketplace and a Clearing Facility license from the Securities Commission of the Bahamas (“SCB”).

The Company’s subsidiary company, Mdollaz Technology Ltd. (“the Subsidiary”), was incorporated under the Companies Act 1992, as amended, of The Commonwealth of The Bahamas and provides support services for the Company. It was incorporated on _____ as a private company with common ownership as the Company, but the owners transferred the shares of the Subsidiary to the Company on May 19, 2021, making it a wholly owned subsidiary of the Company.

The Company commenced its startup operations in January 2018, and officially began operations just prior to the launch of the first two companies on its platform on August 23rd, 2021. A third company was launched on October 28th, 2021.

The SCB subsequently imposed restrictions on the Company preventing it from raising capital from its crowdfunding platform until certain conditions have been satisfied. Those restrictions remain in place as of the date of issuance of these consolidated financial statements.

As at, July 31, 2022 the number of persons employed by the Company (including Directors) was 19 (2021 - 20).

The registered office is located at the offices of CLP Corporate Services Ltd., Neil's Court, 9 Harcourt (Rusty) Bethel Drive, Nassau, The Bahamas.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

2. Basis of Preparation

(a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Financial Reporting Interpretations Committee (“IFRIC”) Interpretations (hereinafter collectively referred to as IFRS). These policies have been consistently applied to all years presented and are compliant with IFRS.

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention, except for financial instruments that are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(c) Functional and presentation currency

These consolidated financial statements are presented in Bahamian dollars, the Company’s functional and reporting currency. The Bahamian dollar is the currency of the country where the Company is domiciled and is the primary operating currency.

(d) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Judgments made by management in the application of IFRS that have a significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next financial year are discussed below:

(i) Allowance for impairment losses on receivables

In determining amounts recorded for impairment losses in the consolidated financial statements, management makes judgments regarding indicators of impairment, that is, whether there are indicators that suggest there may be a measurable decrease in the estimated future cash flows from receivables, for example, based on default and adverse economic conditions. Management makes estimates of the likely estimated future cash flows from impaired receivables as well as the timing of such cash flows.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

2. Basis of Preparation (continued)

(d) Use of estimates and judgments (continued)

(ii) Estimation of useful lives of fixed and intangible assets

The Company estimates the useful lives of its fixed and intangible assets based on the period over which the assets are expected to be available for use. The estimated useful lives of the fixed and intangible assets are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, estimation of the useful lives of the fixed and intangible assets is based on the collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

As at July 31, 2022, the Company's fixed assets, net amounted to \$446,560 (2021: \$394,108), as disclosed in Note 8. Its intangible assets, net amounted to \$729,237 (2021: \$277,596), as disclosed in Note 9.

(e) Going Concern

These consolidated financial statements are prepared on a going concern basis, as the Company's directors and management are satisfied that the Company has the resources to continue in business for the foreseeable future. In making this assessment, a range of information relating to present and future conditions has been considered, including projections of profitability, cash flows, future capital subscriptions and revenue growth.

Notwithstanding the above, a significant going concern uncertainty exists for the following reasons:

- (i) The Company experienced a net loss of \$1,749,967 for the year ended July 31, 2022 (2021: net loss - \$908,637) and has an accumulated deficit as at July 31, 2022 of \$2,658,604 (2021: \$908,637).
- (ii) The Company had net current liabilities of \$1,213,668 as at July 31, 2022 (2021: net current assets of \$475,288).
- (iii) The Company had past due notes payable to a related party in the amount of \$279,957 (2021: NIL) (Note 11).

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

2. Basis of Preparation *(continued)*

(e) Going Concern (continued)

- (iv) The Company has significant past due bank loan balances and balances due to the providers of its custom developed software. As such, it is at risk with respect to the continued smooth operations of the Company and the software, which is an integral part of the Company's platform, in the event that the bank or the IT providers were to withdraw their services due to non-payment.
- (v) The Company has a significant 'Active User Pipeline', comprised of potential revenues from roadshow fees and listing fees from companies and persons who have agreed to list on ArawakX, but for whom services have not yet been delivered because of restrictions imposed by the Securities Commission. These potential future revenues represent an important source of capital that management expects to be injected in the future, but cannot be realized until the restrictions are lifted.
- (vi) The Company also received contributions from third parties amounting to \$1,901,545 at July 31, 2022 (2021: \$1,374,001), and additional contributions amounting to \$381,310 through June 30, 2023, that were intended to be capital contributions, but have not yet been classified as capital because the SCB has not yet approved the share offerings. Management has applied to the SCB for approval of the share subscriptions, but approval has not yet been granted. As such, subscriptions received through July 31, 2022 have been classified in these consolidated financial statements as a liability due to subscribers. If the subscriptions are approved, that balance, together with the additional contributions received through June 30, 2023, will be transferred to share capital and additional paid in capital.

With the classification of subscriptions as a liability due to subscribers, total liabilities exceed total assets by \$2,300,800 (2021: \$550,833). If the subscriptions are transferred to equity, the excess of liabilities over assets would decrease to \$399,255 at July 31, 2022 and for 2021, there would be positive net equity of \$823,168.

- (vii) There is significant uncertainty as to whether the Company will be able to satisfy conditions imposed by the SCB and convince it to lift its restrictions on raising funds from crowdfunding offerings and capital raises for the Company. This creates significant uncertainty as to whether the Company will be able to generate sufficient liquidity to meet its future obligations.

Notwithstanding the significant uncertainties surrounding the matters referred to above, management is satisfied that it will be able to satisfy the conditions to get the operating restrictions lifted and has implemented a strategic plan to raise sufficient capital from future crowdfunding activities and capital raises to sustain the operations and financial viability of the Company and to support its continuing ability to operate as a going concern.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

2. Basis of Preparation (continued)

(f) Principles of consolidation

A subsidiary is an entity over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. A subsidiary is fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

Effective May 19, 2021, the Company acquired the Subsidiary from its owners, who are also owners of the Company.

Inter-company transactions, balances and unrealised gains on transactions between the Company and the Subsidiary are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the asset transferred. Accounting policies of the subsidiary are consistent with the policies adopted by the Company.

3. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been applied consistently to all periods presented in these consolidated financial statements.

(a) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and cash at bank.

(b) Financial instruments

(i) Recognition and Initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortized cost; FVOCI – debt investment; FVOCI - equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial assets at amortized cost are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

Financial assets – Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed, and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies (continued)

(b) Financial instruments (continued)

(ii) Classification and subsequent measurement (continued)

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest (continued)

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses

Financial assets at
FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at
amortized cost

These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies *(continued)*

(b) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

(iii) Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies *(continued)*

(c) Property and equipment

(i) Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

(ii) Subsequent costs

The cost of replacing part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property and equipment are recognized in profit or loss as incurred.

(iii) Depreciation

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each item of property and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leasehold improvements are amortized over the periods of the respective leases and remaining life of concession agreements, also on a straight-line basis. Land is not depreciated.

The estimated useful lives of property and equipment are as follows:

	Years
Leasehold improvements	2
Computers	3
Furniture and fixtures	5
Motor vehicles	5
Buildings	20

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies *(continued)*

(c) Property and equipment *(continued)*

(iv) Derecognition

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Comprehensive Income.

(d) Intangible assets

(i) Recognition and measurement

Intangible assets comprise custom developed software. Intangible assets are stated at cost, less accumulated amortization and accumulated impairment losses.

(ii) Subsequent expenditures

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred.

(iii) Amortization

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of each item of intangible assets, which is estimated as follows:

<u>Custom developed software</u>	<u>20 years</u>
----------------------------------	-----------------

(e) Leases

Commencing January 1, 2019, the Company applied IFRS I6 – Leases. The new standard introduced a single lessee accounting model and requires a lessee to recognize right-of-use assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make the respective lease payments during the lease term. A lessee measures right-of-use assets similarly to other non-financial assets and lease liabilities similarly to other financial liabilities. As a consequence, a lessee recognizes depreciation of the right-of-use asset and interest on the lease liability in the income statement. The lease contracts where the Company is the lessee relates to office leases.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies *(continued)*

(e) Leases *(continued)*

The Company has elected not to recognize right-of-use assets and lease liabilities for leases of low value assets and short-term leases. The Company's leases of its office premises are considered to be short term leases with low values. The Company recognizes the lease payments associated with those leases as an expense on a straight-line basis over the lease terms.

(f) Impairment

(i) *Non derivative financial assets*

Financial instruments

The Company recognizes loss allowances for Expected Credit Losses ('ECL') on:

- financial assets measured at amortized cost; and
- debt investments measured at FVOCI.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment, that includes forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held);
- or the financial asset is more than 90 days past due.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies *(continued)*

(f) Impairment *(continued)*

(i) Non derivative financial assets *(continued)*

The Company considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies (continued)

(f) Impairment (continued)

(i) Non derivative financial assets (continued)

Credit-impaired financial assets (continued)

- it is probable that the debtor will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

(g) Provisions, contingent assets and liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(h) Share capital

Share capital is comprised of 10,000,000 authorized and issued shares of B\$0.01 each.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021
(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies *(continued)*

(i) Revenue

Revenue is measured based on the consideration specified in a contract with a customer, stated net of taxes. The Company recognizes revenue when the related performance obligation has been satisfied. The main revenue streams are explained below;

(i) Roadshow fee revenues

Roadshow fee revenues are derived from Capital Advisement and Investor relations and related services. Capital Advisement is defined as assistance with capital structure and network connections for the direct benefit of the issuer client, primarily in the area of capital acquisition strategy. Investor Relations is defined as the processes and expertise to provide investors with an accurate account of company affairs. This helps private and institutional investors make informed decisions on whether to invest in the company. Related services is education of the issuer to speak about and understand the obligations related to both functions so that they can communicate the details of their business with the investing public.

(ii) Listing and service fee revenue

Listing and service fee revenue relate to services provided to issuers on the Company's platform, including selling shares of the issuers to third parties and arranging for the collection of the proceeds of the sale and accounting for those proceeds to the issuers.

(iii) Success fees

Success fees are generated from successful raises that meet the minimum raise requirements.

(j) Taxes

The GOB enacted into law the Value Added Tax ("VAT") Act. In compliance with this Act, the Company charges its customers VAT at the current rate of 10% (12% prior to January 1, 2022) through its invoices on all applicable services.

(k) Related parties

A related party is defined as a person or entity that is related to Company.

- a) A person or a close member of that person's family is related to the Company if that person:
 - i) has control or joint control over the Company;
 - ii) has significant influence over the Company;
 - iii) is a member of the key management personnel of the Company; or
 - iv) is a shareholder or significant subscriber for shares of the Company.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

3. Summary of Significant Accounting Policies (continued)

(k) Related parties (continued)

b) An entity is related to a reporting entity if any of the following conditions applies:

- i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- iii) Both entities are joint ventures of the same third party.
- iv) One entity is a joint a venture of a third party and the other entity is an associate of the third entity.
- v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity.
- vi) The entity is controlled, or jointly controlled by a person identified in a).

c) A related party transaction is a transfer of resources, services or obligations between the reporting entity and a related party, regardless of whether a price is charged.

4. New and revised IFRS Standards in issue but not yet effective

A number of new and revised IFRS Standards, amendments to standards and interpretations are effective for annual periods beginning after August 1, 2021, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant impact on the consolidated financial statements of the Company.

5. Cash and cash equivalents

Cash balances are as follows:

	2022	2021
Cash on hand	1,400	-
Demand deposit- Operating Accounts	39,671	199,153
Demand deposit - Fiduciary Accounts (client funds)	86,374	332
Total cash and demand deposits	127,445	199,485
Fixed deposit - Restricted	140,000	140,000
Total	267,445	339,485

The fixed deposit is interest free and has a one-year term, maturing on December 31, 2023. It is renewed annually on the same terms and secures a loan issued to the Company by the Bahamas Development Bank that matures on June 30, 2030 (see note 13).

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

5. Cash and cash equivalents (continued)

Pursuant to an agreement dated May 10, 2021 between the Company and its Chief Community Officer (“CCO”), the CFO provided a personal guarantee of \$50,000 to secure the fiduciary deposit account. The guarantee has a duration of two years to May 10, 2023, and was secured by \$50,000 of Bahamas Government Registered Stocks. As compensation for the guarantee issued by the CCO for the benefit of the Company, the Company agreed to grant 20,000 shares of the Company to the CCO. These shares have not yet been issued.

6. Trade and other receivables

Trade and other receivables amounted to \$50,159 at July 31, 2022 (2021: \$NIL). There was no allowance for doubtful trade receivables at that date.

As at July 31, current trade and other receivables mature between 0-3 months, in line with the nature of business.

Credit risk with respect to trade and other receivables are disclosed in Note 19.

7. Prepaid expenses and other assets

Prepaid expenses and other assets are comprised of the following:

	2022	2021
Prepaid expenses	148,845	19,444
Deposits	12,712	18,213
VAT inputs	60,451	24,436
Total	222,008	62,093

8. Property and equipment

Movements of property and equipment for the year ended July 31, 2022, comprised the following expressed in USD:

Cost	July 31, 2021	Additions	Disposal	July 31, 2022
Leasehold improvements	11,214	12,590	-	23,804
IT Infrastructure	17,205	22,344	-	39,549
Computers	51,649	9,163	-	60,812
Motor vehicles	5,000	-	-	5,000
Furniture and fixtures	27,680	9,498	-	37,178
Land	165,000	-	-	165,000
Buildings	143,714	-	-	143,714
Artwork	1,200	-	-	1,200
Total	422,662	53,595	-	476,257

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

8. Property and equipment (continued)

Accumulated Depreciation	July 31, 2021	Depreciation Expense	Disposals	July 31, 2022
Leasehold improvements	(684)	(11,197)	-	(11,881)
IT Infrastructure	(12)	(6,589)	-	(6,601)
Computers	(3,013)	(19,969)	-	(24,488)
Motor vehicles	(83)	(1,000)	-	(1,083)
Furniture and fixtures	(843)	(7,277)	-	(8,120)
Land	-	-	-	-
Buildings	(6,350)	(6,350)	-	(12,700)
Artwork	-	-	-	-
Total	(10,985)	(53,888)	-	(64,873)
Net Book Value	411,677	(293)	-	411,384

Movements of property and equipment for the period ended July 31, 2021, comprised the following:

Cost	August 3, 2017	Additions	Disposals	July 31, 2021
Leasehold improvements	-	11,214	-	11,214
IT Infrastructure	-	17,205	-	17,205
Computers	-	51,649	-	51,649
Motor vehicles	-	5,000	-	5,000
Furniture and fixtures	-	27,680	-	27,680
Land	-	165,000	-	165,000
Buildings	-	143,714	-	143,714
Artwork	-	1,200	-	1,200
Total	-	422,662	-	422,662

Accumulated Depreciation	August 3, 2017	Depreciation Expense	Disposals	July 31, 2021
Leasehold improvements	-	(684)	-	(684)
IT Infrastructure	-	(12)	-	(12)
Computers	-	(3,013)	-	(3,013)
Motor vehicles	-	(83)	-	(83)
Furniture and fixtures	-	(843)	-	(843)
Land	-	-	-	-
Buildings	-	(6,350)	-	(6,350)
Artwork	-	-	-	-
Total	-	(10,985)	-	(10,985)
Net Book Value	-	411,677	-	411,677

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

9. Intangible assets

Movements of intangible assets for the year ended July 31, 2022 comprised the following:

Cost	July 31, 2021	Additions	Disposals	July 31, 2022
Custom Developed Software	279,264	480,204	-	759,468
Total	279,264	480,204	-	759,468

Accumulated amortization	July 31, 2021	Amortization Expense	Disposals	July 31, 2022
Custom Developed Software	1,668	28,563	-	30,231
Total	1,668	28,563	-	30,231
Net Book Value	277,596	451,641	-	729,237

Movements of intangible assets for the period ended July 31, 2021 comprised the following:

Cost	August 3, 2017	Additions	Disposals	July 31, 2021
Custom Developed Software	-	279,264	-	279,264
Total	-	279,264	-	279,264

Accumulated amortization	August 3, 2017	Amortization Expense	Disposals	July 31, 2021
Custom Developed Software	-	1,668	-	1,668
Total	-	1,668	-	1,668
Net Book Value	-	277,596	-	277,596

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

10. Accounts payable and other payables

Current trade and other payables comprised the following:

	July 31, 2022	July 31, 2021
Accounts payable	611,465	66,774
Accrued liabilities	545,037	38,981
Accrued interest payable	24,579	651
VAT payables	24,016	-
TOTAL	1,205,097	106,406

The directors consider that the carrying amount of accounts payable approximates their fair value due to their short term nature.

Accrued liabilities include \$437,688 of salaries that were accrued but not paid during the year. Subsequent to the end of the year, the Company entered into agreements with three members of key management personnel to settle their outstanding salaries in the amount of \$274,712 with 55,100 shares of the Company, which were to be issued at a price of \$5 per share. The shares have not yet been issued and the outstanding salaries are included in accounts payable and other payables at July 31, 2022.

11. Due to related party

Balances due to related parties included the following:

	July 31, 2022
Balance at beginning of year	-
(i) Note issued January 27 th , 2022	162,010
(ii) Note issued February 28 th , 2022	49,271
(iii) Note issued March 25 th , 2022	68,486
(iv) Balances due to other related parties	14,190
Balance at end of year	293,957

- (i) Pursuant to a short term loan agreement dated January 27th, 2022 between the Company and PJ's Enterprises Ltd ("PJ's"), a related party, the note issued January 27th, 2022 was scheduled to mature on February 4, 2022 but remained outstanding at July 31, 2022. It bears interest at the annual rate of 10% and is secured by a first charge over all funds received by the Company and by a first floating charge over all accounts due to the Company.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

11. Due to related party (continued)

(ii) The note issued February 28th, 2022 was issued as an addendum to the short term agreement dated January 27th, 2022 between the Company and PJ's, bearing the same terms as the original note (i) above, but has no stated maturity date. It remains outstanding at July 31, 2022.

(iii) The note issued March 25th, 2022 was issued as an addendum to the short term agreement dated January 27th, 2022 between the Company and PJ's, bearing the same terms as the original note (i) above, but has no stated maturity date. It remains outstanding at July 31, 2022.

(iv) The balances due to other related parties in the amount of \$14,190 are interest free with no stated terms of repayment.

Interest accrued but unpaid on the Notes due to PJ's amounted to \$12,679 at July 31, 2022 (2021 - \$NIL) and is included in accounts payable and accrued expenses.

12. Due to subscribers – client funds

Balances due to subscribers – client funds included:

	July 31, 2022	July 31, 2021
Due to subscribers for unsuccessful raise	3,500	-
Due to subscribers on hold funds	26,840	-
Due to subscribers for pre-qualified raise	150,988	-
Balance at end of year	181,328	-

13. Bank Loans

The Company has a loan due to the Bahamas Development Bank as follows:

	July 31, 2022	July 31, 2021
Balance at the beginning of the period	359,833	-
Loan from Bahamas Development Bank – November 17, 2020	-	378,343
Principal repayments	(10,228)	(18,510)
Balance at the end of the period	349,605	359,833
Non-Current	276,208	316,393
Current	73,397	43,440

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

13. Bank Loans (continued)

The loan from the Bahamas Development Bank includes a certificate of deposit in the amount of \$140,000 which was included in the original amount of the loan disbursements. The loan bears interest at the B\$ prime rate plus 2.5% (Currently = 6.75%) per annum and is repayable over 10 years at the rate of \$4,344.29 per month, including principal and interest. It matures on October 11, 2030. It is secured by a first mortgage over the Company's land and building and the \$140,000 fixed deposit.

Loan arrears of \$43,713 at July 31, 2022 (2021: \$14,460) are included in the current portion of the loan.

14. Due to subscribers – Company shares

Due to subscribers – Company shares includes share subscriptions amounting to \$1,901,545 (2021: \$1,374,001) from various persons that have not yet been approved by the SCB as share subscriptions. If and when approval is obtained, these amounts will be reclassified as share capital and additional paid in capital. If approval is not obtained, the Company will be obligated to return the funds as it will not be able to deliver the shares for which the third parties subscribed.

Balances due to subscribers – Company shares are interest free with no stated terms of repayment.

Balances due to subscribers – Company shares include \$1,340,000 contributed by PJ's during the period ended July 31, 2021 pursuant to a zero coupon convertible note ("the Notes") dated July 12, 2021. The agreement for the Notes provide the holder with an option to convert the Notes into 2,279,819 ordinary shares of the Company, representing 22.79819% of the authorized and issued shares of the Company, during the conversion period between July 9, 2021 and March 31, 2025.

Effective January 10, 2022, the directors of the Company and PJ's agreed to amend the Notes to grant PJ's, among other things, the right to convert its contributions to 30.6% of the ordinary shares of the Company (3,063,467 shares). The directors of the Company, by board resolution dated October 5, 2022, subsequently canceled the agreement dated January 10, 2022 and reverted to the terms stated in the Notes agreement dated July 12, 2021 and accounted for the amount contributed by PJ's as additional paid in capital. Since the Company is not yet authorized by the SCB to issue additional shares, the \$1,340,000 received from PJ's has been accounted for in these financial statements as 'Due to subscribers – Company shares'.

PJ's gave notice on May 11, 2023 of the exercise of its right under the Notes to convert One (1) Note only to the proportional amount of ordinary shares. These shares have not yet been transferred to PJ's by the Company.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

15. Redeemable preferred shares

The Company sold 25,000 cumulative redeemable convertible preferred shares (par value of \$1), bearing interest at 10% annually with an issue date of July 28, 2020 for \$25,000, with a maturity date of July 31, 2021, following which the subscriber had the option to convert the preferred shares to 10,000 ordinary shares of the Company. The subscriber exercised the option to convert the shares to ordinary shares on August 31, 2021, but no shares were issued. Because the Company has not yet obtained approval from the SCB to issue shares to the subscriber, the Company recognized the \$25,000 as additional paid in capital on August 31, 2021.

The Company also sold 50,000, redeemable preferred shares (par value of \$1) bearing interest at 7% annually with an issue date of May 16, 2022 for \$50,000, with a maturity date of April 30, 2025. The subscriber has the option to renew the facility at the maturity date for an additional period of 3 years on the same terms. Based on the terms of the preferred shares, they were deemed to be debt instruments rather than equity.

16. Contributed capital

The initial share capital of the Company was \$5,000, comprised of 5,000 authorized and issued shares of \$1.00 each. Effective May 19, 2021, share capital was increased to \$100,000, comprised of 10,000,000 authorized and issued shares of B\$0.01 each. The shares were fully issued to the founding shareholders in direct proportion to their original shareholdings.

Total capital contributed by the founding shareholders amounted to \$357,804, including share capital of \$100,000 and additional paid in capital of \$257,804.

17. Related party transactions - Key management personnel

Key management personnel comprised the members of the Board and senior management. Benefits to key management personnel included in the statement of comprehensive loss comprised amounted to \$513,047 (2021: \$244,807).

18. Due from/to Related Parties

The related parties of the Company which are disclosed in this note comprised the following:

Related Party	Relationship
Mdollaz Technology Ltd.	Subsidiary Company
D'Arcy Rahming, Sr.	Shareholder, Director, Chief Executive Officer
D'Arcy Rahming Jr.	Shareholder, Director, Chief Technology Officer
Nadia V. Butler	Chief of Compliance
Kenneth Donathan	Chief of Community Relations
Winston Rolle	Chief of Equities
Dieudonne Robertson	Chief Marketing Officer
PJ's Enterprises Ltd	Significant Subscriber

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

18. Due from/to Related Parties (continued)

Transactions and balances with the Subsidiary have been consolidated into these accounts. Other related party balances comprised the following:

	2022	2021
Due to subscribers – Company shares	1,340,000	1,340,000
Due to related parties	293,957	-
Accounts payable and accrued expenses	23,247	-
Personnel expenses	12,679	244,807
Interest expense	513,047	-

19. Financial risk management

Overview

The Company has exposure to various types of risks in the normal course of business, including fiduciary, credit, market (currency, interest rate and price) and liquidity risks. This note presents information about the Company's exposure to each of these risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Financial risk management objectives

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Capital risk management

The Company seeks to provide superior returns to its shareholders and ensure that it is not overly dependent upon short and medium term debt that might not be available at renewal. Maintaining the flexibility to invest for growth is a key capital management consideration. The Company manages its capital structure and reacts to changes in economic conditions by issuing new shares or increasing or reducing borrowings.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021
(Expressed in Bahamian Dollars)

19. Financial risk management *(continued)*

Capital risk management *(continued)*

The Company is not exposed to any externally imposed capital requirements. The total capital structure of the Company consists of net loans and borrowings (as detailed in Note 14 offset by cash and cash equivalents) and equity of the Company (comprising share capital and retained earnings).

To maintain the financial strength to access new capital at reasonable cost, the Company monitors its net leverage ratio using a range of customary credit metrics.

Fiduciary risk

The Company is engaged in significant fiduciary activities, principally through the provision of crowdfunding activities for third parties where it provides a regulated marketplace for the trading of securities, facilitating transactions between buyers and sellers. These activities give rise to fiduciary risk, which is the risk that the Company may fail in carrying out certain mandates in accordance with the wishes of its customers or fail to achieve expected performance goals.

Credit risk

Trade receivables and contract assets

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers. Management has a credit risk policy in place to monitor the exposure to credit risk on an ongoing basis.

The Company does not require collateral in respect of trade and other receivables.

The exposure to credit risk for trade receivables and contract assets was \$50,159 (2021: \$NIL), which was primarily due from sponsors of crowdfunding activities.

Expected credit loss assessment for customers

Because of the nature of its trade receivables and contract assets, which arise primarily from fundraising activities controlled by the Company, management believes that the risk of loss on receivables is very low. As such, it does not perform a complex assessment of expected credit losses on these assets. None of the trade receivables and contract assets were considered credit impaired and no loss allowance was considered necessary.

Market risk

The Company's transactions are primarily in B\$ and the nature of its operations do not give rise to significant currency, interest rate or price risk.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

19. Financial risk management (continued)

Liquidity risk

Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

As described in note 2(e), the Company has a significant going concern uncertainty as a result of liquidity issues that it has experienced for the reasons listed in note 2(e). As such, it has limited access to funding sources from operations, capital transactions or existing assets as cash and cash equivalents required for daily operations of the Company. Its ability to access funding going forward will be dependent, in the first instance, on whether or not the SCB lifts the operating restrictions referred to in note 2(e)(vii).

The Company has borrowed from a related party for the purpose of satisfying liquidity needs. These borrowings are included in Due to related parties and Due to subscribers – Company shares on the face of the Consolidated Statement of Financial Position.

The Company assesses liquidity risk by identifying and monitoring changes in funding required in meeting business goals and targets set in terms of the overall Company strategy.

Liquidity risk tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021
(Expressed in Bahamian Dollars)

19. Financial risk management (continued)

Liquidity risk (continued)

The table below represents contractual maturities for the year ended July 31, 2022:

Contractual maturities	Carrying Values	Total cash outflow	0-12 months	1-5 years	>5 years
Non-derivative financial liabilities					
Due to related party	293,957	334,612	334,612	-	-
Due to subscribers – client funds	181,329	181,329	181,329	-	-
Bank loans	349,606	473,797	95,844	260,657	169,427
Due to subscribers – Company shares	1,967,349	1,967,349	-	-	1,967,349
Redeemable preferred shares	50,000	57,000	3,500	53,500	-
Accounts payable and accrued expenses	754,730	754,730	754,730	-	-
Total	3,303,014	3,434,205	1,035,403	314,157	2,084,645

The table below represents contractual maturities for the period ended July 31, 2021:

Contractual maturities	Carrying Values	Total cash outflow	0-12 months	1-5 years	>5 years
Non-derivative financial liabilities					
Bank loans	359,833	496,676	66,591	260,657	169,427
Due to subscribers – Company shares	1,967,349	1,967,349	-	-	1,967,349
Redeemable preferred shares	50,000	57,000	3,500	53,500	-
Accounts payable and accrued expenses	754,730	754,730	754,730	-	-
Total	3,303,014	3,434,205	1,035,403	314,157	2,084,645

20. Fair value measurements

The information set out below provides information about how the Company determines fair values of various financial assets and liabilities.

The Company determines the fair values based on appropriate methods and market information and uses the following assumptions: the fair values of cash and cash equivalents, other short term monetary assets, trade receivables and payables and long-term loans and borrowings with variable interest rates and negligible credit risk change are expected to approximate to the carrying amounts.

Mdollaz Ltd. (trading as ArawakX)

Notes to Consolidated Financial Statements

Year ended July 31, 2022, with corresponding figures for the Period from August 3, 2017 (date of incorporation) to July 31, 2021

(Expressed in Bahamian Dollars)

20. Fair value measurements *(continued)*

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Input other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or in directly (i.e. derived from prices); and
- Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

Except as detailed in the following table, the directors consider the carrying amounts of the financial assets and financial liabilities recognized in the financial statements approximate to their fair values.



CEDRIC L. PARKER
— & CO. —

Chambers | Neil's Court
9 Harcourt (Rusty) Bethel Drive
Collins Avenue, P.O. Box N-1953
Nassau, The Bahamas

Email: oyez@parkerslaw.net
Tel: (242) 322-4954/5
(242) 326-7047
Fax: (242) 328-3706

1st August 2023

The Securities Commission of The Bahamas
2nd Floor, Poinciana House - North Building
31A East Bay Street
P.O. Box N-8347
Nassau, The Bahamas

Attention: Ms. Christina R. Rolle, Executive Director

Dear Ms. Rolle,

Re: MDollaz Ltd. t/a Arawak^x (AX)

We write further to the recent correspondence and meetings between the parties.

We trust that AX's cooperation and disclosures to date have demonstrated the *bona fides* of AX's position and its relationship with its clients and the Commission.

We believe that AX has satisfactorily addressed the Commission's stated concerns and has demonstrated that the restraints presently imposed and maintained by the Commission on AX's ability to operate ought reasonably and urgently to be significantly relaxed if not removed altogether.

While AX has complied, and continues to comply, with the directives of the Commission, we invite the Commission to consider the potentially ruinous implications for AX of unduly maintaining the *status quo*.

We hereby request an urgent meeting with the Commission to secure an update on its assessment and to discuss an agreed way forward.

Faithfully,

CEDRIC L. PARKER & CO.

Kahlil D. Parker KC

KDP/rns



Poinciana House
North Building, 2nd Floor
31A East Bay Street
PO Box N-8347
Nassau, The Bahamas

EXHIBIT 23

By Hand and Email: kdp@parkerslaw.net; darcy.sr@arawakx.com

3 August 2023

Mr. Kahlil Parker, K.C.,
Cedric L. Parker and Co
Neil's Court
#9 Harcourt (Rusty) Bethel Drive
Collins Avenue
Nassau, Bahamas

Dear Mr. Parker, K.C.,

Re: Concerns regarding Operational Activity of MDollaz Ltd. t/a Arawak X ("MDollaz")

We refer to your letter dated 1 August 2023, and our prior various related communications on the subject.

The Securities Commission of The Bahamas ("the Commission") is concerned that your letter appears to be a deliberate and misleading attempt to set a narrative regarding the financial, operational and regulatory position of MDollaz. Your letter makes a bold statement regarding the Commission's satisfaction with the submissions made to us by MDollaz, rather than attempting to establish the status of the Commission's concerns in light of its communications with MDollaz, particularly in March and June 2023, imposing conditions and a cease order, respectively, for activity which gave rise to those concerns, inclusive of the comingling of client funds.

The concerns that were raised in the mentioned letters were by themselves of a grave and serious nature requiring an investigation and, coupled with subsequently received information, the investigation currently remains ongoing. The Commission has now also received the draft audit for year ended July 2022. As you would no doubt be aware, the financial position of the firm as laid out in the draft audit report only further supports the mentioned concerns.

We also note that MDollaz has been communicating with persons via mass emailings and as a result, an article appeared in the Nassau Guardian today reporting on the contents of the communication. The information that is being provided by MDollaz appears misleading at best, particularly given the situation as outlined above. Nonetheless, the Commission will shortly be in contact with your client/MDollaz to arrange a meeting to discuss the status of our concerns.

We trust that your client is continuing to adhere to the aforementioned conditions and cease order.

Yours sincerely,

Christina Rolle
Executive Director

Top Sheet

Plain Language Version of the Term Sheet for Mdollaz Ltd. Trading as "ArawakX"

Asking for \$25,000.

Redeemable Preference Shares at a rate of 10% per annum. Interest paid monthly starting August 31st 2020, ending July 31st 2021

Number of Shares issued – 25,000 at a price of \$1.00

Repayment Schedule (Redemption Schedule)

Interest payment Date	Principal	Interest Paid
Start August 31 st 2020	\$25,000.00	\$ 208.33
End of Each Month		\$ 208.33 (x10)
End July 31 st 2021	\$25,000.00	\$ 208.33
	Total	\$ 2,500.00

*Total does not add up because of rounding payments of \$208.33333

\$25,000 investment - \$25,000 principal + \$2,500 interest repaid after 1 year

Option to Convert into ordinary shares – Upon the redemption date the subscriber can elect or take the option to exchange the value, in whole or part, of the preference shares for ordinary shares.


Redemption Date (End Of)	# of Shares	Value of Shares	Total	Convertible to shares (w/o discount)	Discount Rate (%)	Convertible to shares (w/ discount)
July 31 st 2021	25,000	\$ 25,000	\$ 25,000.00	5,000	50%	10,000

Value of Ordinary shares – set at \$5 per share by priced round of international investors.

Offer Expiration Date - Friday July 31st 2020

Payment Due within seven (7) days of signing.

Initial 

	<p>of each Share will have the right to receive BSD\$1.00 per share, less any Redemption Installment Payment previously made with respect to such shares. Payment of this Liquidation Preference must be made before any payment is made to holders of the Issuer's Ordinary shares with respect to such shares. Payment of this Liquidation Preference must be made before any payment is made to holders of the Issuer's Ordinary Shares with respect to the distribution of assets upon the occurrence of such events.</p>
Ranking	<p>The Shares will rank, with respect to the payment of dividends and payments upon liquidation:</p> <ul style="list-style-type: none"> i. Pari passu with to any other Cumulative Redeemable Preference Shares; ii. Senior to the Company's Ordinary shares, any other of the Company's equity securities which by their terms rank junior to the Shares.
Conversion Right	<p>The Shares are convertible into ordinary shares.</p> <p>Upon any redemption date or if the issuer elects for an earlier redemption date, the subscriber has the option to convert the value of his shares, in whole or part, into ordinary shares.</p> <p>The price of which will be set at the rate of \$5 per ordinary share (Mdollaz has total issued shares of 10,000,000 shares at issue the time of this term sheet) or its equivalent.</p> <p></p> <p>The subscriber, upon the redemption date, shall be entitled to a 50% discount of the Price of the shares.</p> <p>Ab initio. Preference shares can be converted, at the option of the subscriber, for 10,000 ordinary shares.</p>
No Voting Rights unless converted	<p>Holders of the Shares will not have voting rights unless Class B -Cumulative Redeemable Shares are converted into Ordinary Shares.</p>
Use of Proceeds	<p>The Issuer will use the proceeds for General Corporate Purposes.</p>

Initial _____

Term Sheet with

Mdollaz Ltd. Trading as "ArawakX"

Terms and Conditions – New Class B (Cumulative Redeemable Mdollaz) Preference Shares

Asset Type	New Class B (Cumulative Redeemable Mdollaz) Preference Shares (the "Shares" or "Share")
Issuer	Mdollaz Ltd.
Issue Date	28 th July, 2020
Subscriber	[REDACTED]
Price Per Share	BSD \$1.00
Shares offered & Subscribed for	25,000
Size of Issue	BSD \$25,000
Structure of Series	25,000 shares of par value of BSD \$1.00 each
Issue Price	BSD \$1.00 per share
Redemption	<p>At the option of the Issuer the Shares may be redeemed earlier.</p> <p>The shares shall be redeemed as follows:</p> <ol style="list-style-type: none">1. July 31st 2021 – 25,000 Shares with a face value of \$25,000; <p>Any redemption shall be for cash at BSD\$1.00 per share plus Accrued and unpaid interest to the redemption date.</p>
Interest	<p>The 25,000 shares shall be entitled to attract a cash interest in the amount of BSD \$ 2,500.00 representing the interest payable on the 25,000 Shares from the issue date to July 31st 2021.</p> <p>Each share is entitled to a cumulative cash dividend at a rate of 10% per annum payable monthly from August 31st 2020</p>
Liquidation Preference	If the issue liquidates, dissolves, winds up or sells more than 50% of the Issuer's assets other than in the ordinary course of the issuer's business, holders


Initial [REDACTED]

Registration	Evidence of ownership will be in the form of a certificate that will be issued for the shares.
Offer Expiration Date	This offer expires Friday July 31 st 2020
Acceptance	Signing of this agreement will be considered acceptance of this offer. Payment will be due within seven (7) days of signing.

D'Arcy Rahming
Chairman
Mdollaz Ltd.

D'Arcy Rahming Jr
Secretary
Mdollaz Ltd.

In witness whereof _____ has subscribed to 25,000 New Class B (Cumulative Redeemable Mdollaz) Preference pursuant to the above terms effective on the 31 day of July 2020.



Authorised Signatory JUL 31 2020

Initial _____

FW: Investment opportunity

D'Arcy Rahming Jr. <darcy.jr@arawakx.com>

Mon 1/30/2023 5:38 PM

To: Benita Rahming <bentia.rahming@arawakx.com>

From: [REDACTED]

Sent: Sunday, September 5, 2021 10:30 PM

To: D'Arcy Rahming Jr. <darcy.jr@arawakx.com>

Subject: Re: Investment opportunity

Night D'Arcy. Please put me down for \$50k

On 3 Sep 2021, at 11:03 AM, D'Arcy Rahming Jr. <darcy.jr@arawakx.com> wrote:

[REDACTED]
The valuation of \$201,750,000 or (200M)\$710 is the projected average yearly investment per user.
\$355 (current data) * 2 investments per year (projected)

The next round of funding is to get us to the 346,530 users.

With that many users our revenue will be:

 $346,530 * 710 * 10\% = \$24,603,658$ The 8.2 multiplier comes from this Harvard Business Review Study:
This is how startups are being valued by VCs.[What Airbnb, Uber, and Alibaba Have in Common \(hbr.org\)](https://hbr.org/2019/09/what-airbnb-uber-and-alibaba-have-in-common/)

So as we expand we expect that the same MO will be repeated but Also there will be more and more success stories. As companies are Successful there will be more confidence in the companies and there Will be more investors, which means more companies will be attracted ... so it can be an ever growing market. The key thing will be making sure That the quality of the company remains high. We want to get persons In early and so they will be customers for life.

As far as taking some money out. That's the nature of the market. We Also get fees when they trade. So it's a source of revenue for us.

The investments to date are

378,000 from D'Arcy Rahming Jr - Mortgaged a house with the BDB to Meet capital requirements

1.4 M from other larger investor who made his money in financial services (not at liberty to say who)

The investors for the 20M round must be a financial firm as we are in Need of strategic partner as we are network orchestrators so persons Networks add to the value of the firm.

Regards,

D'Arcy Rahming Jr.

Chief Technology Officer/Sr. VP of Operations

<image001.png>

ArawakX Platform | ArawakX Securities Exchange | ArawakX Clearing | MDollaz Technology

107 Church Street, Sandyport | Nassau, Bahamas | P.O. Box SP 64428

Mb (242)802-7996 | wk. (242)810-0333 | www.arawakx.com | info@arawakx.com

The content of this email is confidential and intended for the recipient specified in message only. It is strictly forbidden to share this message with any third party, without a written consent of the sender. If you received this message by mistake, please reply to this message and follow with its deletion, so that we can ensure such a mistake does not occur in the future.

From [REDACTED]

Sent: Friday, September 3, 2021 9:03 AM

To: D'Arcy Rahming Jr. <darcy.jr@mdollaz.com>

Subject: Investment opportunity

Good morning D'Arcy,

Thanks for your visit yesterday.

Please help me to better understand the company valuation of 20M. Is it based on \$710 per user? I don't see it. As you noted, many persons have placed a minimum seemingly just to test the waters. As we expand, isn't that same MO likely to be repeated? And we are attracting first time investors. Are they not likely to wait and see what happens to their money: put some in then take some out. That what I did with CFAL 20 years ago before I had real trust.

Have any of the members of the Board, who would understand the business much better than I ever could, invested their own money in Arawak-X?

[REDACTED]

[REDACTED]

Top Sheet – Plain Language Version of Subscription Agreement

Congratulations on making your one-year anniversary. Below is your vesting schedule. In law consideration must be given (payment) for assets. In order to complete the vesting of the shares, a salary deduction of \$1.00 will be made.

Name: Bria Deveaux

Price	\$1
Number of Shares to be Purchased	2,600
Total	

Vesting Schedule			
Name		Bria Deveaux	
Number of Shares		10,400	
Value	\$ 5.00	\$	52,000.00
Value	\$ 20.17	\$	209,768.00
Start Date		17-May-21	
	Month	Vesting Date	Number of Shares
	12	17-May-22	2,600
	15	17-Aug-22	650
	18	17-Nov-22	650
	21	17-Feb-23	650
	24	17-May-23	650
	27	17-Aug-23	650
	30	17-Nov-23	650
	33	17-Feb-24	650
	36	17-May-24	650
	39	17-Aug-24	650
	42	17-Nov-24	650
	45	17-Feb-25	650
	48	17-May-25	650
	Total	17-May-22	10,400

TD
7/25/22

MDOLLAZ LTD T/A ARAWAKX
SUBSCRIPTION AGREEMENT

The undersigned (the "Subscriber"), desires to become a holder of common shares (the "Shares") of MDOLLAZ LTD., a corporation organized under the laws of The Commonwealth of The Bahamas (the "Company"); one share of Common Stock has a par value \$0.01 per share. Accordingly, the Subscriber hereby agrees as follows:

1. Subscription.
 - 1.1 The Subscriber hereby subscribes for and agrees to accept from the Company that number of Shares set forth on the Signature Page attached to this Subscription Agreement (the "Agreement"), in consideration of \$ 1.00 . This offer to purchase is submitted in accordance with and subject to the terms and conditions described in this Subscription Agreement (the "Agreement"). The Subscriber acknowledges that the Company reserves the right, in its sole and absolute discretion, to accept or reject this subscription and the subscription will not be binding until accepted by the Company in writing
 - 1.2 The closing of the Subscription of Shares hereunder (the "Closing") shall occur immediately upon: (i) receipt and acceptance by the Company of a properly executed Signature Page to this Agreement; and (ii) receipt of all funds for the subscription of shares hereunder.
2. Purchase Procedure. The Subscriber acknowledges that, in order to subscribe for Shares, he must, and he does hereby, deliver to the Company:
 - 2.1 One (1) executed counterpart of the Signature Page attached to this Agreement together with appropriate notarization; and
 - 2.2 A check, trade draft or media due bill in the amount set forth on the Signature Page attached to this Agreement, representing payment in full for the Shares desired to be purchased hereunder, made payable to the order of **MDOLLAZ Ltd.**
 - 2.3 According to the Securities Industries Act every Subscriber must be ACCEPTED by The Securities Commission of the Bahamas. Should a Subscriber be denied, the payment shall be returned in full.
3. Representations of Subscriber. By executing this Agreement, the Subscriber makes the following representations, declarations and warranties to the Company, with the intent and understanding that the Company will rely thereon:

3.1 All information herein concerning the Subscriber is correct and complete as of the date hereof and as of the date of Closing.

3.2 If the Subscriber is purchasing the Shares in a fiduciary capacity for another person or entity, including without limitation a corporation, partnership, trust or any other entity, the Subscriber has been duly authorized and empowered to execute this Subscription Agreement and all other subscription documents. Upon request of the Company, the Subscriber will provide true, complete and current copies of all relevant documents creating the Subscriber, authorizing its investment in the Company and/or evidencing the satisfaction of the foregoing.

4. Applicable Law. This Agreement shall be construed in accordance with and governed by the laws applicable to contracts made and wholly performed in the Commonwealth of the Bahamas.

5. Execution in Counterparts. This Subscription Agreement may be executed in one or more counterparts.

6. Persons Bound. This Subscription Agreement shall, except as otherwise provided herein, inure to the benefit of and be binding on the Company and its successors and assigns and on each Subscriber and his respective heirs, executors, administrators, successors and assigns.

7. Notices. Any notice or other communication required or permitted hereunder shall be in writing and shall be delivered personally, telegraphed, telexed, sent by facsimile transmission or sent by certified, registered or express mail, postage prepaid, to the address of each party set forth herein. Any such notice shall be deemed given when delivered personally, telegraphed, telexed or sent by facsimile transmission or, if mailed, three days after the date of deposit in the United States mails.

8. CERTIFICATION. **THE SUBSCRIBER CERTIFIES THAT HE HAS READ THIS ENTIRE SUBSCRIPTION AGREEMENT AND THAT EVERY STATEMENT MADE BY THE SUBSCRIBER HEREIN IS TRUE AND COMPLETE.**

[SIGNATURE PAGE FOLLOWS]

TR
7/25
2

SUBSCRIBER SIGNATURE

The undersigned, desiring to subscribe for the number of Shares of MDOLLAZ Ltd (the "Company") as is set forth below, acknowledges that he/she has received and understands the terms and conditions of the Subscription Agreement attached hereto and that he/she does hereby agree to all the terms and conditions contained therein.


IN WITNESS WHEREOF, the undersigned has hereby executed this Subscription Agreement as of the date set forth below.

(PLEASE PRINT OR TYPE)

Number of Shares 2,600

Total Amount of Subscription: of \$1

Exact name(s) of Subscriber(s): Bria Deveaux

Signature of Subscriber(s): 
(Signature)

Bria Deveaux
(Print Name)

Date: June 9 2022

Residence or Physical Mailing Address (cannot be a P.O. Box):

23 Lakeshore Drive
Nassau, Bahamas

Mdollaz Ltd Salary Deduction Form

Date: June 2nd 2022

To Finance Department,

Amount of Deduction: \$1.00

Purpose: Purchase of Shares according to Vesting Schedule.

I hereby authorize the company to deduct the above from my salary. I fully understand the company will credit the balance of my wages into my bank account after the above deduction and other necessary legal/statutory deductions.

Signature:

B. Dwyer

Date: JUNE 9 2022

*DR
7/25
7/22*



By Hand and Email: darcyrahmingsr@gmail.com; daishihan@gmail.com; kdp@parkerslaw.net

30 August 2023

D'Arcy Rahming Sr.
Director & CEO
MDollaz Ltd. t/a Arawak X
#3 Buckner Square, Sandyport
Nassau, Bahamas

Dear Mr. Rahming,

Re: **Suspension of Registration of MDollaz Ltd. t/a Arawak X ("MDollaz") and Opportunity for a Hearing**

We refer to all communications with MDollaz, including our letters dated 23 March 2023 and 8 June 2023, imposing conditions and then directing MDollaz to cease all activity relative to raising capital, respectively. We also indicated in our 8 June 2023 letter that we would communicate in a separate letter our assessment and directives, if any, regarding any additional issues and further concerns on completion of our analysis of the aforementioned information from MDollaz sent during May and June 2023. Our further concerns and directives are as follows.

Corporate Structure

The Commission notes from its files that upon its registration with the Commission, the Memorandum and Articles of Association provided that MDollaz had a capital of B\$5,000 divided into five thousand shares having a par value of B\$1.00 each. However, a subsequent search of the Companies Registry revealed that, unknown to the Commission and without the required approval, MDollaz changed the mentioned capital structure to one hundred thousand dollars (B\$100,000.00) divided into ten (10) million shares having a par value of one cent (B\$0.01) each.

The Commission notes that there is a version of the relevant resolution that was submitted to the Commission but it did not state who passed the resolution (i.e. Directors or Shareholders). This version was not filed with the Companies Registry but appears to have been signed by D'Arcy Rahming Sr. and Jr., as Directors.

A review of the capital increase resolutions demonstrate that the first resolution failed to evidence that the resolution was done by the shareholders of MDollaz pursuant to section 49 of the Companies Act, 1992. The Commission notes that a certificate appears to have been executed to rectify the situation by specifying the meeting was that of the shareholders, but it is arguable whether or not it achieved this objective, particularly in the absence of the minutes of the meeting held to address the resolution.

Re: Suspension of Registration

The Commission notes that the act of changing the capital structure appears to have been done to accomplish at least two things – firstly, the diminution of the potential authority or influence of lenders to the company, and of particular note is the impact of the change in share structure in relation to the primary lender PJ Enterprises Ltd.; and secondly facilitation of subsequent unauthorized share offerings to various members of the public who ranged from clients to investors to service providers.

Directorship

The Commission again notes that this issue of MDollaz' directorship came to the Commission's attention only after we received information subsequent and pursuant to, the mentioned suspension which the Commission imposed on MDollaz. The Commission notes that MDollaz' directorship remains unclear insofar as the Commission's files show Mr. Campbell was a director of MDollaz, per resolution dated January 2022. However, it appears that another resolution was passed in October 2022 purporting to remove Mr. Campbell, but this resolution was not provided to the Commission by MDollaz as it should have been. These resolutions appear to have been provided to the Bank of The Bahamas within a timely manner for the purpose of effecting a verbal or written agreement with the majority lender, PJ Enterprises (i.e. Mr. Campbell being a signatory and on the board of Directors) but MDollaz failed to act in seeking the Commission's approval in a timely manner, or at all. The Commission notes that these changes in governance appear to have been willfully concealed and intentionally not presented to the Commission in line with the Company's obligations. These potential breaches are fundamental and may directly affect the validity of MDollaz' registration.

MDollaz MUST therefore advise the Commission of its position on Mr. Campbell's status, bearing in mind the resolution appointing him and duly filed with the Registrar General appears to remain effective. The Commission therefore directs that MDollaz formally indicate its position in this regard and provide any documentation supporting its position with respect to Mr. Campbell's status.

Company Valuation

The Commission is gravely concerned that MDollaz has, in order to support its share offer prices, made representations about its valuation to investors such as [REDACTED] but without providing any internationally acceptable process for such valuation. This lack of process renders the valuation highly questionable at best and raises the possibility of misrepresentation. Further, the Commission notes that MDollaz received substantial sums from persons in the local community, who are unrelated to MDollaz and/or its principals, including [REDACTED] and [REDACTED] for the purpose of purchasing of shares in MDollaz. None of these purported purchases and/or numerous other purported purchases received prior approval from the Commission nor was the Commission advised of the transactions in a timely manner.

The Commission therefore here directs MDollaz to provide the Commission:

- (i) the documents and/or information on any other persons from whom MDollaz received fairly large payments (i.e. \$10,000 or more);
- (ii) details of persons with whom similar arrangements, or to whom representations, were made regarding the valuation of MDollaz and the opportunity to purchase of shares;

Re: Suspension of Registration

- (iii) documents and/or information outlining what was communicated to each person about the company's valuation and the basis for it;
- (iv) any independent valuation document used to obtain the company's value for the purposes of the transactions noted above. The document must at least indicate therein who completed the valuation, the method used and what the valuation is based on; and
- (v) A current independent valuation document reflecting the current value of MDollaz. The document must at least indicate therein who completed the valuation, the method used and what the valuation is based on.

Issue of Shares to the Public

The Commission notes that it has been made aware of offers made to the more than 134 members of the public, without the Commission's prior and/or subsequent approval, at varying per share prices of \$1.00, \$2.50, \$5.00 and \$8.00 with no discernible difference other than the person to whom the offer was made. As indicated in our abovementioned letter, MDollaz' actions of offering its shares to various members of the public contravened the requirements of the Securities Industry Act 2011¹ ("the Act") as any distribution of shares to the public requires the Commission's approval prior to the distribution. However, again no capital raising was authorized by the Commission and to date, no approval has been sought or granted by the Commission. The Commission has determined that, inter alia, matters such as the unexplained difference in share prices, the lack of clarity surrounding MDollaz' valuation, and potential misrepresentations to investors whether written or otherwise raise grave concerns which cannot be regularized by the Commission.

Relevant persons with whom the Commission spoke, including [REDACTED] and [REDACTED] confirm that they were approached at some point and in various settings by Mr. Rahming Sr. and/or Jr., and these persons were told that MDollaz had a certain valuation and they were getting a "good deal" with the share price being offered them (again noting the offering prices varied anywhere from \$1 up to \$8). The Commission notes from these persons, as well as from information received from MDollaz, that there were additional agreements executed by some of these persons that were not provided to the Commission. They remain outstanding, hence rendering incomplete what MDollaz provided to the Commission pursuant to directives to provide same.

The Commission further notes that while some of the "Subscription Agreement" documents contain the words, "Subject to Securities Commission Approval", no approval was sought from or given by the Commission, aforesaid, yet these transactions appear to have nonetheless been consummated. This again raises the concern there may have been fraudulent representations to the relevant persons.

¹ 97. Offence.

If a distribution is carried out other than in compliance with this Part, the issuer and every person who is knowingly a party to the distribution is guilty of an offence and shall be liable to a fine of \$1,000 for every day, or part thereof, from the date of the first solicitation in connection with the distribution until a receipt has been issued for a prospectus by the Commission and shall be further liable -

(a) on summary conviction to a fine of \$30,000 or to imprisonment for six months, or to both;
(b) on conviction on information to a fine of \$75,000 or to imprisonment for one year or to both.

Re: Suspension of Registration

Comingling of Client Funds

The Commission is also gravely concerned that MDollaz used funds from clients and/or investors to pay for at least MDollaz expenses. Further, it appears that some of the client funds may have been used for personal expenses. In this vein, the Commission notes that MDollaz executed two short term loan agreements with PJ Enterprises and/or Mr. Campbell dated 27 January 2022 and 5 March 2022, both times to cover investor payouts/refund requests, namely for Red Lobster on the one hand and for MyFi on the other. The Commission notes the loans were made well before the Bank of The Bahamas froze MDollaz' accounts in or around 31 October 2022, and so this type of loan should not have been necessary had investor funds been available to be refunded, when and as necessary.

On another note, it also appears that staff salaries were used to fund the company. For example, the Commission notes a Share Purchase Agreement with MDollaz employee, Mr. Winston Rolle, which appears to indicate that Mr. Rolle loaned the company \$91,414.78, which were separate and apart from the amounts outlined in his vesting schedule. The company then "repaid" Mr. Rolle by giving him shares in MDollaz in lieu of the money. There is no indication of the circumstances under which this agreement was executed, such as the need for Mr. Rolle's very clear agreement with the terms without duress of circumstances given the employee/employer relationship and MDollaz issues with financial solvency. The same issue holds for other employees in a similar position to Mr. Rolle, where they signed an agreement for shares in lieu of salary.

It is evident that MDollaz has had financial problems for quite some time which appears to be the basis for the company pursuing additional funding through offering shares in MDollaz to various investors. The Commission further notes that MDollaz' current financials show that MDollaz is heavily indebted despite having attempted to raise additional capital by the aforesaid means. This is exacerbated by the fact that MDollaz must return or refund to the persons who provided funds all of what was received from them. Finally, to date there is no indication that MDollaz has a viable plan to sufficiently address any of the concerns as outlined above.

Suspension of Registration and Opportunity to be Heard

In light of the gravity of the matters regarding MDollaz' operations and the Commission's concerns, all outlined above, the Commission here notifies MDollaz of the following, pursuant to sections 133(1)(b), (d)(vi), (f), (s)² and 133(3) of the Securities Industry Act 2011 ("the Act"). **MDollaz' continued registration under the Act is immediately suspended for fifteen (15) days in the public interest, and MDollaz is hereby ordered to, and for the entire period, cease:**

1. Trading in all securities and/or soliciting of crowdfunding activity via the platform operating as Arawak X;

² 133(1) Orders in the public interest

- (b) order a person, a class of persons or all persons to cease trading a security, a class of securities or all securities; ...
- (d) Prohibit a person from –
 - (vi) promoting the trading of a security or of securities generally; ...
- (f) impose conditions or restrictions on a registration, or suspend or revoke a registration; ...
- (s) impose any other sanctions or remedies as the justice of the case may require.

Re: Suspension of Registration

2. Promoting trading in any securities generally; or
3. In any way facilitate any activity on the Arawak X platform for or by any person and/or soliciting any new funds from any person, including new or existing clients or investors in MDollaz, any issuers, project initiators and/or promoters of crowdfund offerings as well as new investors in crowdfund offerings.

Pursuant to section 133(3) and (6)³ of the Act, the Commission hereby gives MDollaz an opportunity to be heard by the Commission as to the reasons for its noncompliance with the Act, as indicated above, and why the aforesaid issues, also outlined above, should not result in MDollaz' winding up. MDollaz, its registered CEO and Compliance Officer are hereby directed to **attend the Commission within ten (10) business days and in any event at 10am on Wednesday 13 September 2023**, in order to address same.

In this regard, all of the information the Commission directed MDollaz to provide above, and any written response relative to the hearing, must be received by the Commission for its consideration **not later than close of business on Monday 11 September 2023**.

Failure to attend the Commission at the time stated or to fully comply with the Orders issued above may render MDollaz subject to further enforcement action.

We look forward to your cooperation.

Yours sincerely



Christina Rolle
Executive Director

cc: Kahlil Parker K.C., Cedric Parker and Co.

³ 133(3) If the Commission considers it necessary and in the public interest to do so, the Commission may, without providing an opportunity to be heard, make an order under subsection (l), other than an order under subsection (1)(h), (i) or (j), that is effective for not more than 15 days.

133(6) If the Commission sends an order made under subsection (3) or (4), the Commission must send a notice of hearing, or a notice of opportunity to be heard, with the order.



Renaldo Harding

From: Christina Rolle
Sent: 11 September 2023 3:33 PM
To: Kahlil D. Parker KC
Cc: Mechelle Martinborough; Magan Knowles; Renaldo Harding; Vivienne Dean; Aramantha Hepburn; Daniel Strachan; Yulanda Forbes-Fowler; darcyrahmingsr@gmail.com; D'Arcy Rahming; Gawaine Ward
Subject: RE: Letter to Mdollaz Ltd/Arawak X - re: Suspension of Registration and Opportunity for Hearing (Aug2023)

Good afternoon again Mr. Parker,

The Commission has, at all times, provided MDollaz with reasonable timelines to respond to its concerns, and appropriate extensions which were regularly requested. Given the extended length of time we have already given MDollaz to satisfactorily address its solvency issues, the timeframe provided in our latest letter, is neither arbitrary nor unfair. The Commission must now satisfy itself that MDollaz has the capacity to continue as a going concern and that its principals continue to be fit and proper to conduct business within the jurisdiction.

We await MDollaz' response on the substance of our concerns including those concerns which are potentially criminal in nature.

With kind regards,

From: Kahlil D. Parker KC [mailto:kdp@parkerslaw.net]
Sent: 11 September 2023 1:14 PM
To: Christina Rolle <crolle@scb.gov.bs>
Cc: Mechelle Martinborough <mmartinborough@scb.gov.bs>; Magan Knowles <mknowles@scb.gov.bs>; Renaldo Harding <rharding@scb.gov.bs>; Vivienne Dean <vdean@scb.gov.bs>; Aramantha Hepburn <ahepburn@scb.gov.bs>; Daniel Strachan <dstrachan@scb.gov.bs>; Yulanda Forbes-Fowler <yforbes-fowler@scb.gov.bs>; darcyrahmingsr@gmail.com; D'Arcy Rahming <daishihan@gmail.com>; Gawaine Ward <gward@scb.gov.bs>
Subject: Re: Letter to Mdollaz Ltd/Arawak X - re: Suspension of Registration and Opportunity for Hearing (Aug2023)

Good Afternoon,

For the avoidance of doubt, and clarity of the record, by our letter to you of the 1st day of August 2023, we requested a meeting with the Commission to secure an update on its assessment and to discuss the way forward. We were thereafter assured of an opportunity to further discuss the status of the Commissions concerns, which was not granted.

We were then summoned to a meeting on the 30th August 2023, without notice of the Commission's intended regulatory action and the requested opportunity to discuss the way forward, and then advised of the Suspension and an arbitrarily truncated timeline for hearing. As your email acknowledges, engagement began in or about October 2022, any suggestion, therefore, of urgency on the part of the Commission cannot reasonably outweigh the due process rights of AX or justify its actions to AX's prejudice in the circumstances.

Our position remains quite simply that dragooning AX into a meeting on an arbitrarily condensed schedule despite our attempt to engage so as to avoid such an eventuality is prejudicial.

It remains our humble request that a reasonable and proper timeline ought to be agreed for the final submission of AX's written response and the proposed hearing.

Faithfully,



Kahlil D. Parker KC
Barrister & Attorney-at-Law

kdp@parkerslaw.net

Chambers | Neil's Court
9 Harcourt (Rusty) Bethel Drive
Collins Avenue, P.O. Box N-1953
Nassau, The Bahamas

Tel: (242) 322-4954/5
(242) 326-7047

Fax: (242) 328-3706

www.parkerslaw.net

CONFIDENTIALITY NOTICE: This e-mail message, including any attachments, is for the sole use of the intended recipient(s) and may contain confidential and privileged information or otherwise be protected by law. Any access, use, disclosure or distribution of this email message by anyone other than the intended recipient(s) is unauthorized and prohibited. If you are not an intended recipient (or an agent acting on an intended recipient's behalf), please contact the sender by reply e-mail and immediately destroy all copies of the original message. Virus scanning is recommended on all email attachments.

From: Christina Rolle <crolle@scb.gov.bs>

Date: Monday, 11 September 2023 at 12:55 PM

To: Kahlil D. Parker KC <kdp@parkerslaw.net>

Cc: Mechelle Martinborough <mmartinborough@scb.gov.bs>, Magan Knowles <mknowles@scb.gov.bs>, Renaldo Harding <rharding@scb.gov.bs>, Vivienne Dean <vdean@scb.gov.bs>, Aramantha Hepburn <ahepburn@scb.gov.bs>, Daniel Strachan <dstrachan@scb.gov.bs>, Yulanda Forbes-Fowler <yforbes-fowler@scb.gov.bs>, darcyrahmingsr@gmail.com <darcyrahmingsr@gmail.com>, D'Arcy Rahming <daishihan@gmail.com>, Gawaine Ward <gward@scb.gov.bs>

Subject: RE: Letter to MDollaz Ltd/Arawak X - re: Suspension of Registration and Opportunity for Hearing (Aug2023)

Good afternoon Mr. Parker,

I am not aware of any hindrance that prevented MDollaz' meeting with the Commission. I do recall that Mr. Rahming requested (on Saturday 10 June 2023) to meet with me and I advised same day that I was scheduled to leave the island that day. I invited him to meet with the Commission in my absence but I do not recall that such a meeting was pursued.

While I am not certain what your expectations are with respect to Wednesday's meeting (so perhaps you can clarify), I wish to point out that since the Commission began its inquiries into these matters in October 2022, MDollaz has consistently been given an opportunity to be heard by the Commission with respect to the Commission's concerns. We have been more than fair to MDollaz in this regard and in fact have exercised both patience and restraint in handling these very serious concerns.

I encourage MDollaz to focus on the substance of the concerns expressed in our letter of 30 August, as these are very serious. Should MDollaz wish to proceed with Wednesday's meeting without making any written submissions, that is possible, although not advisable.

With kind regards,




Christina Rolle . Executive Director

e-mail: crolle@scb.gov.bs

telephone: (242) 397-4100

fax: (242) 356-7530

Web: www.scb.gov.bs

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be taken in reliance on the e-mail message, is prohibited. If you have received this e-mail in error, please notify the sender by return e-mail and delete all parts of this e-mail from your computer(s) and eventual service provider computer(s).

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.

From: Kahlil D. Parker KC [<mailto:kdp@parkerslaw.net>]

Sent: 11 September 2023 12:32 PM

To: Christina Rolle <crolle@scb.gov.bs>

Cc: Mechelle Martinborough <mmartinborough@scb.gov.bs>; Magan Knowles <mknowles@scb.gov.bs>; Renaldo Harding <rharding@scb.gov.bs>; Vivienne Dean <vdean@scb.gov.bs>; Aramantha Hepburn <ahepburn@scb.gov.bs>; Daniel Strachan <dstrachan@scb.gov.bs>; Yulanda Forbes-Fowler <yforbes-fowler@scb.gov.bs>; darcyrahmingsr@gmail.com; D'Arcy Rahming <daishihan@gmail.com>; Gawaine Ward <gward@scb.gov.bs>

Subject: Re: Letter to Mdollaz Ltd/Arawak X - re: Suspension of Registration and Opportunity for Hearing (Aug2023)

Good Afternoon Madam Director,

Thank you for your email.

Again, we requested the meeting with the Commission, had an indication been given of the Commission's intended action in response thereto a timeline could readily have been agreed. As it turns out, we were presented with the notice and timeline without prior consultation and sought nevertheless to comply. AX's license having been suspended, and the parties having been engaged throughout, we do not believe the extension to the 15th to be inappropriate should affording AX a fair hearing and opportunity to respond remain an objective of the Commission in all the circumstances.

We note your response and, absent a reconsideration thereof, seek only to express our concerns with respect thereto, as the suspension effectively reflects maintenance of the *status quo* to AX's prejudice as the party seeking the limited extension.

Faithfully,



CEDRIC L. PARKER
& CO.
BARRISTERS & ATTORNEYS-AT-LAW
EST. 1982

Kahlil D. Parker KC

Barrister & Attorney-at-Law

kdp@parkerslaw.net

Chambers | Neil's Court
9 Harcourt (Rusty) Bethel Drive
Collins Avenue, P.O. Box N-1953
Nassau, The Bahamas

Tel: (242) 322-4954/5
(242) 326-7047

Fax: (242) 328-3706

www.parkerslaw.net

CONFIDENTIALITY NOTICE: This e-mail message, including any attachments, is for the sole use of the intended recipient(s) and may contain confidential and privileged information or otherwise be protected by law. Any access, use, disclosure or distribution of this email message by anyone other than the intended recipient(s) is unauthorized and prohibited. If you are not an intended recipient (or an agent acting on an intended recipient's behalf), please contact the sender by reply e-mail and immediately destroy all copies of the original message. Virus scanning is recommended on all email attachments.

From: Christina Rolle <crolle@scb.gov.bs>

Date: Monday, 11 September 2023 at 12:14 PM

To: Kahlil D. Parker KC <kdp@parkerslaw.net>, Gawaine Ward <gward@scb.gov.bs>

Cc: Mechelle Martinborough <mmartinborough@scb.gov.bs>, Magan Knowles <mknowles@scb.gov.bs>, Renaldo Harding <rharding@scb.gov.bs>, Vivienne Dean <vdean@scb.gov.bs>, Aramantha Hepburn <ahepburn@scb.gov.bs>, Daniel Strachan <dstrachan@scb.gov.bs>, Yulanda Forbes-Fowler <yforbes-fowler@scb.gov.bs>, darcyrahmingsr@gmail.com <darcyrahmingsr@gmail.com>, D'Arcy Rahming <daishihan@gmail.com>

Subject: RE: Letter to Mdollaz Ltd/Arawak X - re: Suspension of Registration and Opportunity for Hearing (Aug2023)

Good morning Mr. Parker,

Gawaine is presently out of office and schedule to return tomorrow, hence the reason I am responding to you.

Unfortunately, we are not able to grant an extension to the 15th September and given that MDollaz' license is currently suspended, we must insist upon the notified date of 13th September for MDollaz' meeting with the Commission.

I note your travel itinerary, however, given that these are long outstanding concerns, we believe that the timeline provided for responses is adequate. It may have also been helpful if you had communicated your concerns with the timeline sooner. That said, MDollaz is granted an extension until end day tomorrow (12 September 2023) to submit responses requested in our letter dated 30 August 2023. This will give us some time (although limited) to review ahead of our meeting which is scheduled for Wednesday 13 September at 10:00.

With respect to persons interviewed by the Commission, some of these are outlined in our letter dated 30 August 2023. Additional persons the Commission met with and/or interviewed are Michael Turnquest, Lambert Longley, James Campbell, Samuel Wilkinson, Felix Stubbs and Hillary Deveaux.

Looking forward to receipt of MDollaz' submissions and our meeting on Wednesday.

With kind regards,

Christina Rolle . Executive Director

e-mail: crolle@scb.gov.bs


telephone: (242) 397-4100

fax: (242) 356-7530

web: www.scb.gov.bs



Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Bahama

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be taken in reliance on the e-mail message, is prohibited. If you have received this e-mail in error, please notify the sender by return e-mail and delete all parts of this e-mail from your computer(s) and eventual service provider computer(s).

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.

From: Kahlil D. Parker KC [<mailto:kdp@parkerslaw.net>]

Sent: 07 September 2023 5:55 PM

To: Gawaine Ward <gward@scb.gov.bs>

Cc: Christina Rolle <crolle@scb.gov.bs>; Mechelle Martinborough <mmartinborough@scb.gov.bs>; Magan Knowles <mknowles@scb.gov.bs>; Renaldo Harding <rharding@scb.gov.bs>; Vivienne Dean <vdean@scb.gov.bs>; Aramantha Hepburn <ahepburn@scb.gov.bs>; Daniel Strachan <dstrachan@scb.gov.bs>; Yulanda Forbes-Fowler <yforbes-fowler@scb.gov.bs>; darcyrahmingsr@gmail.com; D'Arcy Rahming <daishihan@gmail.com>

Subject: Re: Letter to Mdollaz Ltd/Arawak X - re: Suspension of Registration and Opportunity for Hearing (Aug2023)

Good Afternoon Mr. Ward,

Thank you for your email below and the attached correspondence.

Unfortunately, I was scheduled to travel to attend Council of Legal Education meetings in Jamaica, and will be out of the jurisdiction until next week. We have been unable to meet the stated timeline in the circumstances.

Therefore, we request your kind indulgence in granting an extension for AX's written responses to the close of business on the 15th day of September, and the proposed hearing to an agreed date in the following week or otherwise at your convenience.

We also note from your letter that the Commission has conducted interviews with several individuals with respect to AX, in preparing AX's response we would also appreciate a list of those interviewed and any transcripts or interview notes of those interviews.

Faithfully,



CEDRIC L. PARKER
— & CO. —

Kahlil D. Parker

Barrister & Attorney at Law

kdp@parkerslaw.net

Chambers | Neil's Court
9 Harcourt (Rusty) Bethel Drive
Collins Avenue, P.O. Box N-1953
Nassau, The Bahamas

Tel: (242) 322-4954/5

(242) 326-7047

Fax: (242) 328-3706

www.parkerslaw.net

CONFIDENTIALITY NOTICE: This e-mail message, including any attachments, is for the sole use of the intended recipient(s) and may contain confidential and privileged information or otherwise be protected by law. Any access, use, disclosure or distribution of this email message by anyone other than the intended recipient(s) is unauthorized and prohibited. If you are not an intended recipient (or an agent acting on an intended recipient's behalf), please contact the sender by reply e-mail and immediately destroy all copies of the original message. Virus scanning is recommended on all email attachments.

From: Gawaine Ward <gward@scb.gov.bs>

Date: Wednesday, 30 August 2023 at 9:39 AM

To: darcyrahmingsr@gmail.com <darcyrahmingsr@gmail.com>, Kahlil D. Parker KC <kdp@parkerslaw.net>

Cc: Christina Rolle <crolle@scb.gov.bs>, Mechelle Martinborough <mmartinborough@scb.gov.bs>, Magan Knowles <mknowles@scb.gov.bs>, Renaldo Harding <rharding@scb.gov.bs>, Vivienne Dean <vdean@scb.gov.bs>, Aramantha Hepburn <ahepburn@scb.gov.bs>, Daniel Strachan <dstrachan@scb.gov.bs>, Yulanda Forbes-Fowler <yforbes-fowler@scb.gov.bs>, D'Arcy Rahming <daishihan@gmail.com>

Subject: Letter to Mdollaz Ltd/Arawak X - re: Suspension of Registration and Opportunity for Hearing (Aug2023)

Dear Sirs,

Kindly note the attached already delivered to you this morning here at the Commission's offices.

We look forward to your reply in due course.

Sincerely,



Gawaine Ward . Senior Manager

Enforcement


e-mail: gward@scb.gov.bs

telephone: (242) 397-4123

fax: (242) 356-7530

Web: www.scb.gov.bs

Poinciana House | North Building, 2nd Floor | 31A East Bay St | P. O. Box N-8347 | Nassau, The Baham

 Please consider the environment before printing this email message.

The information in this e-mail (including attachments) is confidential and may be legally privileged. It is intended solely for the addressee. Access to this e-mail by anyone else is unauthorized. If you are not the intended recipient, any review, disclosure, reproduction, distribution or any action taken or omitted to be taken in reliance on the e-mail message, is prohibited. If you have received this e-mail in error, please notify the sender by return e-mail and delete all parts of this e-mail from your computer(s) and eventual service provider computer(s).

The Securities Commission of The Bahamas (the Commission) is neither liable for the proper and complete transmission of the information contained in this communication nor for any delay in its receipt. While the Commission has taken every reasonable precaution to ensure that any attachment to this e-mail has been scanned for viruses, the Commission does not accept any liability for the presence of any viruses and/or any loss or damage suffered as a result. Any opinions expressed are those of the author and are not necessarily endorsed by the Commission.

Christina Rolle

m: Christina Rolle
Sent: 12 September 2023 5:51 PM
To: darcyrahmingsr@gmail.com; D'Arcy Rahming
Cc: Mechelle Martinborough; Magan Knowles; Renaldo Harding; Vivienne Dean; Aramantha Hepburn; Daniel Strachan; Yulanda Forbes-Fowler; Kahlil D. Parker KC; Gawaine Ward
Subject: RE: Letter to MDollaz Ltd/Arawak X - re: Suspension of Registration and Opportunity for Hearing (Aug2023)
Attachments: Letr to MDollaz_re-Extension of Registration Suspension dd 120923 (FINAL).pdf

Dear Messrs. Rahming,

Further to our communications on the topic, please see attached additional letter from the Commission extending the suspension to Monday 18 September 2023.

Kindly note that the Commission will provide MDollaz with an opportunity to be heard with respect to the Commission's concerns at the meeting scheduled for tomorrow 13 September 2023 at 10:00. We note that MDollaz has not yet made any written submissions, however, for tomorrow's meeting you should expect to answer the Commission's concerns on the following points:

1. How does MDollaz anticipate that the company will resolve its solvency issues?
2. What is MDollaz' explanation for the use of client funds to fund the operations of MDollaz (note: the Commission observed this pattern of client funds usage per the bank statements)?
3. What representations did MDollaz make to various individuals in soliciting additional equity investments in MDollaz? Why was the Commission's approval not sought and why were the additional investments not disclosed to the Commission?
4. How does MDollaz explain the various classes of shares that were purported to be issued to investors, the timing of the change in the share structure (i.e. after shares had already been issued), the amounts of shares that were issued and the prices assigned in each issuance?
5. What was the valuation method and process used by MDollaz when soliciting additional equity investments?

If you have any questions, please feel free to reach out. We look forward to speaking with you tomorrow.

With kind regards,

From: Gawaine Ward
Sent: 30 August 2023 10:39 AM
To: darcyrahmingsr@gmail.com; Kahlil D. Parker KC <kdp@parkerslaw.net>
Cc: Christina Rolle <crolle@scb.gov.bs>; Mechelle Martinborough <mmartinborough@scb.gov.bs>; Magan Knowles <mknowles@scb.gov.bs>; Renaldo Harding <rharding@scb.gov.bs>; Vivienne Dean <vdean@scb.gov.bs>; Aramantha Hepburn <ahepburn@scb.gov.bs>; Daniel Strachan <dstrachan@scb.gov.bs>; Yulanda Forbes-Fowler <yforbes-fowler@scb.gov.bs>; D'Arcy Rahming <daishihan@gmail.com>
Subject: Letter to MDollaz Ltd/Arawak X - re: Suspension of Registration and Opportunity for Hearing (Aug2023)
Importance: High

Dear Sirs,

Kindly note the attached already delivered to you this morning here at the Commission's offices.

We look forward to your reply in due course.

Sincerely,



Painciana House
North Building, 2nd Floor
31A East Bay Street
PO Box N-8347
Nassau, The Bahamas

By Hand and Email: darcyrahmingsr@gmail.com; daishihan@gmail.com;

12 September 2023

D'Arcy Rahming Sr.
Director & CEO
MDollaz Ltd. t/a Arawak X
#3 Buckner Square, Sandyport
Nassau, Bahamas

Dear Mr. Rahming,

Re: **Extension of Suspension of Registration - MDollaz Ltd. t/a Arawak X ("MDollaz")**

Reference is made to our letter dated 30 August 2023 containing certain Orders to you as shareholder, director and CEO of MDollaz.

The Securities Commission of The Bahamas ("the Commission") outlined in that letter its concerns with respect to the operations of MDollaz and certain findings from its investigation concerning same, and determined it to be in the public's interest to suspend MDollaz' registration. Further, as indicated in the aforementioned letter, MDollaz is being afforded the opportunity to be heard and address the Commission's concerns.

EXTENSION OF SUSPENSION OF REGISTRATION AND RELATED ORDERS.

In anticipation of MDollaz' providing information, as directed in the mentioned letter, an extension having been granted to MDollaz to provide same by **end of business Tuesday 12 September 2023**, and the meeting **scheduled for 13 September 2023** which will give MDollaz an opportunity to be heard, the Commission must consider the information provided and/or representations made otherwise. Therefore, pursuant to section 133(4) of the Securities Industry Act, 2011 ("the Act"), the Commission has determined to extend the suspension, per its letter of 30 August 2023, pending a final decision by the Commission in this matter. We note that MDollaz will be provided with an opportunity to be heard tomorrow 13 September 2023.

Accordingly, for the Commission to consider representations made by MDollaz, its registration under the Act is **suspended for a further five (5) days, or in any event until Monday 18 September 2023.**

MDollaz is hereby directed to adhere to the Commission's directives as failure to do so may render MDollaz subject to further disciplinary action.

Yours sincerely,

Christina Rolle
Executive Director

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

Re: ArawakX & MDollaz

**Wednesday, SEPTEMBER 13th, 2023
10:13 a.m. - 11:03 A.m.**

**31A East Bay Street, 2nd Floor
Nassau, New Providence**

Reported By:
RoyAnne Neely-Morrison, PhD
RMR, CRR, CRI, CPE
Court Reporter

1 APPEARANCES:

2

Ms. Christina Rolle,
Executive Director
Securities Commission of The Bahamas
Poinciana House-North Building.
2nd Floor
31A East Bay Street
P.O. Box N- 8347
Nassau, The Bahamas

3

4

5

6

7

Gawaine Ward, Esq.,
Senior Manager, Enforcement Department
Securities Commission of The Bahamas
Poinciana House-North Building.
2nd Floor
31A East Bay Street
P.O. Box N- 8347
Nassau, The Bahamas

8

9

10

11

Ms. Aramantha Hepburn,
Deputy Manager, Enforcement
Securities Commission of The Bahamas
Poinciana House-North Building.
2nd Floor
31A East Bay Street
P.O. Box N- 8347
Nassau, The Bahamas

12

13

14

15

16

Mr. Renaldo Harding,
Manager, Examination
Securities Commission of The Bahamas
Poinciana House-North Building.
2nd Floor
31A East Bay Street
P.O. Box N- 8347
Nassau, The Bahamas

17

18

19

20

Ms. Yulanda Forbes-Fowler,
Assistant Manager, Examination
Securities Commission of The Bahamas
Poinciana House-North Building.
2nd Floor
31A East Bay Street
P.O. Box N- 8347
Nassau, The Bahamas

21

22

23

24

25

1 Mr. Krisspin Sands,
2 Legal Officer,
3 Securities Commission of The Bahamas
4 Poinciana House-North Building.
5 2nd Floor
6 31A East Bay Street
7 P.O. Box N- 8347
8 Nassau, The Bahamas

9 Megan Knowles,
10 Manager, Supervision
11 Securities Commission of The Bahamas
12 Poinciana House-North Building.
13 2nd Floor
14 31A East Bay Street
15 P.O. Box N- 8347
16 Nassau, The Bahamas

17 On behalf of the Securities Commission of
18 The Bahamas.

19 Kahlil Parker, KC,
20 Attorney
21 Cedric L. Parker & Co.
22 Attorney for ArawakX & MDollaz

23 D'Arcy Rahming, Sr
24 Chairman & CEO
25 MDollaz

D'Arcy Rahming, Jr.
Founder & CTO
ArawakX

Leslie Brown
Associate,
Cedric L. Parker & Co.

1 (Hearing commenced at 10:13 a.m.)

2 MR. WARD: Good morning, everyone. Once again thank
3 you for being here. We probably should go around and get all
4 the names for the record. Today is the 13th of September,
5 2023, and this is an opportunity to be heard in the matter of
6 Arawak X, that's the trade name, trading as MDollaz, Limited.
7 And on the Commission's side, we have Ms. Christina Rolle,
8 Executive Director --

9 THE CHAIRMAN, MS. ROLLE: I'm Christina Rolle,
10 Executive Director of the Securities Commission of The
11 Bahamas.

12 MR. WARD: And Gawaine Ward, Sr. Manager in the
13 Enforcement Department.

14 MS. HEPBURN: Aramantha Hepburn, Deputy Manager in
15 the Enforcement Department.

16 MR. HARDING: Present here is Renaldo Harding,
17 Manager of Examinations, Examinations Department.

18 MS. FORBES-FOWLER: Yulanda Forbes-Fowler, Assistant
19 Manager of Examination.

20 MR. SANDS: Krisspin Sands, Office the Legal
21 Counsel, Legal Officer.

22 MR. WARD: And for MDollaz?

23 MR. PARKER, KC: Kahlil Parker, KC, Counsel for AX.

24 MR. RAHMING, SR: D'Arcy Rahming, Chairman and CEO
25 of MDollaz.

1 MR. RAHMING, JR: D'Arcy Rahming, Jr., Founder and
2 CTO, Chief Technology Officer of ArawakX.

3 MS. BROWN: Leslie Brown, Associate.

4 THE CHAIRMAN, MS. ROLLE: Associate of what?

5 MS. BROWN: Cedric Parker, & Co.

6 MS. KNOWLES: Megan Knowles, Manager of Supervision.

7 MR. WARD: All right. And today's opportunity for a
8 hearing would have been outlined in a letter dated the 30th of
9 August, 2023. And that was the date of the suspension of the
10 registration for MDollaz, Limited.

11 THE CHAIRMAN, MS. ROLLE: I would say that it was
12 also outlined in the letter dated the 12th of September, which
13 was an extension of the suspension. So MDollaz, today is
14 being given an opportunity to be heard on concerns that the
15 Commission has with respect to its ability to continue to
16 operate in the market in The Bahamas.

17 Last night -- last evening at 5:51 p.m., I sent
18 MDollaz Principals and their lawyer the main concern that
19 we're hoping to address today, and I think we would like the
20 meeting to proceed along the lines of trying to resolve those
21 concerns, if we can.

22 Anything else?

23 Okay, so I think, then is there anything you want to
24 state before we begin?

25 MR. PARKER, KC: Of course. Thank you.

1 We sent a letter last evening outlining our response
2 to Mr. -- well, I think it was under the Executive Director's
3 hand, the response to the letter of the 30th of August, and we
4 believe -- I'm not going to traverse the length and breadth of
5 it, but the substance of my concern is, as Mr. Ward's
6 preambulatory remarks conveyed, this is an opportunity
7 presumably for AX to be heard. And if this is going to be our
8 substantive opportunity to be heard, as I have been trying to
9 communicate, we believe that a more reasonable period of time
10 between communication of premises and an expectation of the
11 responses should be afforded to AX in this case. The
12 Commission has suspended AX's license. In addition to the
13 other things that happened before. So we, for our part, do
14 not see the prejudice to the Commission's regulatory position
15 in affording AX time, particularly with the benefit of
16 Executive Director's synthesization or the clarity provided by
17 the e-mail of 5:51 yesterday. I think that those questions
18 can be answered, and we can get into them and we want to. As
19 to the regulations, this is for the benefit of AX to make sure
20 when you make your final decision obviously, you've indicate
21 what can be considered. That you have heard from us
22 meaningfully. And we have been afforded a full and frank
23 opportunity. I am not here to debate the process thus far.
24 Indeed, we have complied with --

25 THE CHAIRMAN, MS. ROLLE: But that's all you have

1 been doing so far, is debating the process. All you have been
2 doing so far is debating the timeline, and debating the
3 process. Now, what I will say to you with respect to the
4 matters at hand, so the Commission have substantive concerns.
5 Concerns that we have outlining since March of this year with
6 respect to MDollaz. We would like to see MDollaz put forward
7 an answer to those concerns that is satisfactory to the
8 Commission. You have expressed to the Commission a need for
9 more time. Your expression to that more time was to the 15th
10 of September. That's this Friday. Based on where we were in
11 giving you that letter on the 30th of August, we really do not
12 see where those few days difference would have made a
13 difference. Now if you're putting forward something to us
14 today, and we think that there is a viable opportunity that
15 you can given more time, we are willing to address that. But
16 I don't think that we will entertain any delaying tactics
17 without any substantive answers to the issues at that are on
18 the table.

19 MR. PARKER, KC: For the record, I didn't come here
20 to be insulted. I will not be insulted. This is not a
21 delaying tactic. You have a duty as regulator to afford
22 people the benefit of due process. And the suggestion -- this
23 is the record. Let me remind you, you are suggesting that AX
24 has not been responding substantively to your concerns. As I
25 have demonstrated in our letter, we have substantively

1 responded to your concerns, and yet coming into our hearing,
2 you tell us that we have been misleading, we have been
3 willfully concealing. You have suggested that the alteration
4 in our share capital was somehow intended to defraud a third
5 party, when in fact the premise of that third party's approach
6 to you required us to expand our share capital. And that
7 tells me that there is a preconceived notion on the other side
8 of the table. And so I am not going to sit here in a
9 degradation ceremony to be told that I'm trying to delay. You
10 have the power of the pen. If you give us the time that we
11 request, and we do not, or we fall short of the gory of the
12 Lord on that occasion, then so be it. But to say that you
13 have your written response in and 11th, and come in for a
14 substantive hearing on the 13th, and then you say you sent a
15 breakdown of what you really want to know on 5:51 the day
16 before, and to say come tomorrow to answer that. That is not
17 due process. And my point to you is this --

18 THE CHAIRMAN, MS. ROLLE: Mr. Parker, I sent you
19 those questions at 5:51, not because the Commission was
20 obligated to send you them, but to help you, to give some
21 assistance, because it seemed to us that you were struggling
22 with focussing on the issues at hand. Now let me say this:
23 You said, quite eloquently that you're not here to be
24 insulted. I don't think you've been insulted.

25 MR. PARKER, KC: You said delaying tactic.

1 THE CHAIRMAN, MS. ROLLE: But you are being overly
2 aggressive to me.

3 MR. PARKER, KC: I am not.

4 THE CHAIRMAN, MS. ROLLE: Your tone sounds very
5 aggressive.

6 MR. PARKER, KC: You tell me that I am coming here
7 to delay the process.

8 THE CHAIRMAN, MS. ROLLE: Let me say this: I would
9 like to see -- I think that throughout all of these months,
10 the Commission has been very patient. We have been measured.
11 We have been trying to give ArawakX an opportunity to resolve
12 these issues. We have exercised extreme patience in this in
13 trying to get you to resolve these issues. You have provided
14 answers to us. You have provided information. That does not
15 mean that the information or the answers were satisfactory.
16 So to say that you have addressed the concerns is not
17 accurate. To say that is not accurate. What you have done is
18 you have provided responses.

19 MR. PARKER, KC: Yes.

20 THE CHAIRMAN, MS. ROLLE: But we can't agree that
21 they were addressed. The company is insolvent. That is what
22 the finances statements are showing. That it is insolvent.
23 We need to know how does ArawakX solve this issue. That's
24 what we need to know. We need to know how do you solve the
25 issue of open questions we have with respect to the

1 shareholdings. I broke those issues down for you. Because I
2 was trying to be helpful. Not because I am obligated to.

3 MR. PARKER, KC: What we're hoping that the
4 regulator would do, we are a hospitality nation. But I take
5 your point in that regard. My point to you is this: You say
6 we provided the information that does not not mean that it is
7 satisfactory. But we don't know what your ultimate
8 conclusions are unless we get into a dialogue. This is the
9 first articulation --

10 THE CHAIRMAN, MS. ROLLE: It is not.

11 MR. PARKER, KC: On the record, it is the first
12 articulation that is incorrect.

13 THE CHAIRMAN, MS. ROLLE: On the record, it is not
14 the first articulation. That is incorrect.

15 MR. PARKER, KC: Let me say this: I wrote to you
16 requesting a meeting on the 1st of August, rebutting some
17 representations, communicating some information, and saying
18 that we should meet. I get the response from Mr. Ward, I
19 think on the 3rd of August, where he communicates whenever he
20 communicated in that letter, and at the end, saying we would
21 get together and that we would meet. He said that we would
22 have the meeting. My point is -- and this is why I resent the
23 delaying tactic. My point to you is that if we are going on
24 the record indeed, I wanted the benefit of your responses to
25 the information that we provided. So that if there remains

1 any outstanding clear concerns to be addressed, then we could
2 communicate and answer those as defined by you. Because,
3 remember now, at the very beginning, when we sat at this
4 table, the worst case scenario as communicated was, we have
5 these concerns. Jimmy came in here saying X, Y, Z, and that
6 we would have a regulated resolution. That we would have a
7 regulated return corroboration. Because at the end of the
8 day, AX has been stopped long before this suspension from
9 really doing anything substantive. And so from my
10 perspective, what I would have expected, and what I would have
11 appreciated so that today's hearing --

12 THE CHAIRMAN, MS. ROLLE: Has AX been stopped?

13 MR. PARKER, KC: That's what your regulatory
14 measures have done --

15 THE CHAIRMAN, MS. ROLLE: But the Tribune reported
16 this morning that they are still operating.

17 MR. PARKER, KC: Well, they still exist. At the end
18 of the day -- otherwise, why are we here? But my point to you
19 is that we were, at all material times, seeking an indication
20 after the compliance, after the participation. I have sat
21 with here when we had our people interviewed, to say okay,
22 Parker. Or okay, AX. Whoever the director, we have seen all
23 of this. Let's take your e-mail of yesterday everything 1, 2,
24 3, 4, 5. And then that allows us to --

25 THE CHAIRMAN, MS. ROLLE: Mr. Parker, I know that

1 your job is to lawyer. Now, let's focus. We have been here
2 now more than 15 minutes and we have not talked about
3 anything. So let's just focus. Now I know your job is to
4 lawyer. Let me tell you the point of view of the regulator.
5 As a regulator, we do not expect, at any point, to have to
6 handhold our licensees through what their responsibilities
7 are. We expect that if a licensee is fit and proper to
8 perform business in the jurisdiction, then they should know
9 those responsibilities. We don't have to say to licensee, you
10 have to let us know how you will resolve these solvency
11 issues. They should know that that is their primary
12 responsibility. We have don't have to say to a licensee, you
13 need to let us know how you will regularize a position that
14 can appear on the surface to be fraudulent. They should know
15 that they should come to the Commission and explain those
16 things. We should not have to handhold them through these.
17 That e-mail that I sent you last night, that was hand-holding.
18 Because I was trying to help you to focus on the issues at
19 hand, okay.

20 Now let's go to the issues at hand.

21 MR. WARD: And I would just say for the record,
22 since the first letter was sent in March, that's the letter
23 imposing the conditions, it outlined the Commission's concern.
24 It started with that. Each successful letter after that would
25 have continued to express the Commission's concern. And what

1 came back to us was just information. All right you asked for
2 this. Here is this. But no explanation in terms of, oh, you
3 see where you are saying that we're insolvent. Well, this is
4 the reason and this is what we intend to do about it. Nothing
5 along those lines. This is the opportunity today to address
6 just those concerns, and if there are any others that you want
7 to address at this time, by all means do so. But you have
8 been assisted now. You receives something that incapsulates
9 what it is we've talking about, and I say this for the record,
10 from March when we first sent the letter imposing conditions.
11 That is one of the reasons the conditions were imposed in the
12 first place. So this is the opportunity to address those
13 concerns.

14 MR. PARKER, KC: I would like five minutes. Give me
15 five minutes to talk please so that I can talk.

16 (Mr. Parker, KC and his clients left the hearing at
17 10:28 a.m.)

18 (Mr. Parker, KC and his clients returned to the
19 hearing at 10:36 a.m.)

20 THE CHAIRMAN, MS. ROLLE: Okay. Could we continue.

21 MR. PARKER, KC: Thank you, madam Executive
22 Director. We must insist, in the circumstances, that this
23 being the statutory opportunity for AX to be heard in defence
24 of its position, that they be afforded a reasonable time to
25 respond to the substantive questions as recently refined at

1 5:00 yesterday. And we believe that resistance to that is an
2 unreasonable deprivation or the opportunity for AX to take
3 full advantage of this opportunity that is designed and is
4 intended to inform the Commission following its investigation.
5 And we say the truncated period afforded really doesn't speak
6 to what this hearing is supposed to mean for AX in advance of
7 whatever regulatory decision that the Commission is likely to
8 make. We feel like to condescend to participation at this
9 stage would really undermine AX's position. However, we do
10 undertake, having received your missive of yesterday to
11 respond to you further in writing on those points by Friday,
12 understanding that you have extended your decision time to the
13 18th, I think it is. If it is --

14 THE CHAIRMAN, MS. ROLLE: We extended the suspension
15 to the 18th. The Commission can make a decision at any point.

16 MR. PARKER, KC: In any event, we will undertake to
17 respond to you further in writing on those particular points
18 by the 15th. However, we do desire to meet with you and to
19 make a presentation in accordance with AX's right within a
20 reasonable time.

21 THE CHAIRMAN, MS. ROLLE: What do you understand
22 those rights to be?

23 MR. PARKER, KC: To defend their position; to answer
24 those questions and to present evidence in support of that.
25 Meaningful evidence to demonstrate to you, to satisfy you of

1 the things that we believe on this side of the table. And so
2 we need time to put that together so as not -- so as to
3 communicate that beyond what we've put in writing and so you
4 can --

5 THE CHAIRMAN, MS. ROLLE: Can I ask you one
6 question?

7 MR. PARKER, KC: Of course.

8 THE CHAIRMAN, MS. ROLLE: Does ArawakX have a means
9 of solving the solvency issue that does not involve earning
10 their way out of it? That's the only one question I ask.

11 MR. PARKER, KC: And we will respond to you on that
12 by Friday.

13 THE CHAIRMAN, MS. ROLLE: Does it -- I'm not asking
14 you to give me the details of it. That's a yes or no. If you
15 have a means of doing that, and you respond, yes, then I will
16 follow up by saying that I would like to see that means.

17 Do you have have a means, do you have have a plan
18 for solving this solvency issue that does not involve and earn
19 out.

20 MR. PARKER, KC: As I said to you, madam Executive
21 Director --

22 THE CHAIRMAN, MS. ROLLE: Okay, that's fine I take
23 that as a no.

24 MR. PARKER, KC: I don't think that is a fair
25 conjecture and we reject the premise of the 'no' but it is

1 your one question, and we appreciate it, and I understand that
2 you are getting at, and we understand -- and my point to you
3 is that we want to speak to you on that. I don't want you to
4 hear it from me. You understand? I want you to be able to
5 hear it from AX.

6 THE CHAIRMAN, MS. ROLLE: But they are present.

7 MR. PARKER, KC: Yes, but they are entitled to a
8 total opportunity to respond to you.

9 THE CHAIRMAN, MS. ROLLE: Mr. Parker, let me be very
10 clear to you. You have been the only person speaking in this
11 room. We do not expect this when we are giving a licensee an
12 opportunity to be heard. We expect to hear from our licensee.

13 MR. PARKER, KC: And I ask you to recall every other
14 time that I sat. I sat quietly minding my only business.

15 THE CHAIRMAN, MS. ROLLE: So we don't know why
16 you're not doing it now.

17 MR. PARKER, KC: Because I only speak when it's time
18 for the lawyer to speak. And it's time for the lawyer to
19 speak when I feel that they need an opportunity -- you will
20 remember at every one of those meetings, I sat there quietly,
21 because at the end of the day, this is a regulator/licensee
22 experience. I am only talking now because I am trying to
23 entreat you. You say I am being aggressive, but I feel like I
24 am being very --

25 THE CHAIRMAN, MS. ROLLE: You are not being

1 aggressive now, but you were being aggressive earlier.

2 MR. PARKER, KC: I am trying to entreat you again,
3 we know the dynamics. We get it. The only reason I am
4 speaking is because I want when I turn around and push my
5 chair back and stare at your beautiful foliage, they would
6 have every opportunity to answer those questions in a
7 wholesome way, in a matter that we could defend, should you
8 disagree with us at the end of the day. So my point is that
9 this is a substantive opportunity for my clients. It is very
10 important for me to make sure -- I understand we have been
11 doing this, but all I am saying is in a process of time, and
12 you will get the answers to your questions and you will be
13 able to retire and make your decisions. I have no illusions
14 about what the regulator's response is. The only reason the
15 lawyer is talking is because I believe -- we tried in good
16 faith, but I believe the timeline was just too much to put
17 every thing and I would have advised to be put together. And
18 I e-mailed when I apprehended that, I e-mailed -- I don't
19 really beg. That's not my way, but I begged, please, I need
20 you to understand we are not trying to challenge you. So that
21 we don't get into the room and I have to take a position like
22 this. I would much rather sit back and let my client shine as
23 I believe they do in the circumstances. So I will write you,
24 and I hope that after you deliberate -- but we are going to
25 respond in principle and we would hope for an opportunity. We

1 do not want to skip this, but we cannot in the manner afforded
2 to us in the circumstances. We would hope that we can get
3 back to the table, and you can hear another voice or voices.
4 That's what I need.

5 THE CHAIRMAN, MS. ROLLE: So, Mr. Parker, I can't
6 leave the room without saying that believe that ArawakX has
7 been given more than a reasonable amount of time to respond to
8 these issues. More than a reasonable amount of time to
9 respond as to these issues.

10 MR. PARKER, KC: BDAD. Before decision. After
11 decision. We have been in a regulatory -- supervisory
12 regulatory exercise for a while.

13 THE CHAIRMAN, MS. ROLLE: Yes, and you should have
14 already resolved the solvency issues. That's the point we're
15 making.

16 MR. PARKER, KC: My point to you is that you have
17 come now to a substantive decision after a period, and you're
18 inviting -- you have to take into consideration
19 proportionality wise, you have to take into consideration the
20 extent of the time and the extent of the material that has
21 been exchanged and the engagement when you talk about the time
22 to say we have now come to our conclusion. We want to hear
23 you in response thereto. All I am saying is that you look to
24 the timeline before we get to this. And you look at the
25 timeline when you say, okay, now you have to respond. I think

1 that you have to have some proportionality. That's all I'm
2 saying. So you want us come in. We have to hit our marks on
3 the five -- now six, where the one you just said was
4 overarching. All I am saying is that let's bear the lead up
5 in mind when you talk about what is reasonable in terms of
6 coming to answer these questions. I just think that you are
7 talking it into consideration, you say you have had more than
8 enough time. But again, that's a different process. This is
9 now the in response to your indication of your conclusion.
10 And I say, and I am submitting to you that what we are saying
11 is that we need a little -- a reasonable time to respond --

12 THE CHAIRMAN, MS. ROLLE: Okay. And I asked you a
13 question which I only required a yes or no answer on whether
14 ArawakX had had an plan for its solvency issue, and you could
15 not answer that question.

16 MR. PARKER, KC: That's not a question for me to
17 answer. I understand that.

18 THE CHAIRMAN, MS. ROLLE: Can you answer,
19 Mr. Rahming?

20 MR. PARKER, KC: I'm talking, madam Executive
21 Director. The point is, I am saying to you that this is not
22 sufficient time for my client to be put in a position to
23 respond. I would be violating the premise of my request for
24 an adjournment if I allow them to start and stop answering
25 questions. I take your point. They have heard what you have

1 to say.

2 THE CHAIRMAN, MS. ROLLE: Okay. So I hear what
3 you're saying. I respectfully disagree. I think that your
4 client can answer that question. I think it's a very simple
5 question. I have not asked them to outline their plan. I
6 think they can answer that question.

7 MR. PARKER, KC: Can we go out the record for
8 second.

9 THE CHAIRMAN, MS. ROLLE: No.

10 MR. PARKER, KC: Can we go to the Pineapple room.

11 (Mr. Parker, KC and his clients left the hearing at
12 10:47 a.m.)

13 (Mr. Parker, KC and his clients returned to the
14 hearing at 10:52 a.m.)

15 MR. PARKER, KC: Unfortunately, I can't allow my
16 clients to answer that question because I consider it's very
17 prejudicial in the circumstances.

18 THE CHAIRMAN, MS. ROLLE: Why do you consider it
19 prejudicial?

20 MR. PARKER, KC: I don't want to go beyond that. We
21 believe they should be afforded the opportunity to make
22 substantive representations. If after hearing them that is
23 question you still have.

24 THE CHAIRMAN, MS. ROLLE: Okay. So, Mr. Parker,
25 what I will remind you is that the Commission gave MDollaz a

1 letter on the 30th of August. There was nothing preventing
2 MDollaz from making any representations up to today, which is
3 15 days later. So far, MDollaz has not made any
4 representations. We think that is sufficient time to have
5 made some representations right.

6 I remind you that you only came to us last week
7 Thursday after sitting on that letter for more than a week
8 expressing concerns about time. We hear you. But we're also
9 concerned about the prejudicial position you are putting us
10 in.

11 MR. PARKER, KC: I explained --

12 THE CHAIRMAN, MS. ROLLE: Yes, you explained the
13 context about a trip that was not a new trip, that you knew of
14 well in advance.

15 MR. PARKER, KC: Well, I didn't know of your
16 decision.

17 THE CHAIRMAN, MS. ROLLE: You knew of the trip when
18 you sat in this room on the 30th.

19 MR. PARKER, KC: When we sat in the room on the
20 30th, I was called to a meeting where I thought that we would
21 be discussing things, but we were presented with a letter.
22 That we didn't read in the room. We took away to read that
23 give that gave us conclusions and predetermined timeline that
24 didn't speak to my diary.

25 THE CHAIRMAN, MS. ROLLE: Was not the contents of

1 the letter outlined.

2 MR. WARD: I summarized the contents of the letter

3 --

4 MR. PARKER, KC: My point to you is that it was a
5 fait accompli. It was not, Parker, we have come to a
6 decision.

7 THE CHAIRMAN, MS. ROLLE: A suspension is not a fait
8 accompli.

9 MR. PARKER, KC: You are missing my point. I am not
10 complaining about the decision.

11 THE CHAIRMAN, MS. ROLLE: You expected that the
12 regulator was going to negotiate with you about the
13 suspension.

14 MR. PARKER, KC: For my hearing? Yes.

15 THE CHAIRMAN, MS. ROLLE: No, I'm talking about the
16 suspension. You're saying the letter was a fait accompli.
17 You expected that we were going to sit in the room and
18 negotiate with you about that?

19 MR. PARKER, KC: No.

20 THE CHAIRMAN, MS. ROLLE: So what I am saying is to
21 on the 30th, you were in the room. You knew of that trip.
22 You came to us more than a week later.

23 MR. PARKER, KC: Yes.

24 THE CHAIRMAN, MS. ROLLE: More than a week later,
25 asking for a three-day extension with no representations that

1 you are working on something, nothing. Nothing that is
2 something of substance.

3 MR. PARKER, KC: I don't know -- something of
4 substance. We are working on our response.

5 THE CHAIRMAN, MS. ROLLE: Mr. Parker, I have asked
6 for your client or you to answer a very simple question as to
7 whether you have a plan to resolve the issue of your solvency
8 without anticipating an earning out. That is a simple
9 question.

10 MR. PARKER, KC: I think upon reflection, you will
11 find that that is not what you would call a simple question.
12 And it would be prejudicial to embark upon that, when I am
13 saying to you that today we are not prepared to engage.
14 That's part and parcel, like I said, that is a question that
15 arises in the context and it is open to the regulator to ask.
16 And so if you say to me you presume the position we are taking
17 -- we took this position in advance of hearing the question.
18 The position that this is not enough time. So this is not a
19 question of evading that question. The point is --

20 THE CHAIRMAN, MS. ROLLE: Okay. So you decided that
21 you are not going to answer any questions before you came into
22 the meeting? That's what you're telling me?

23 MR. PARKER, KC: I told you that. It in my letter
24 yesterday. We said we objected to the timeline we fee it had
25 a reasonable time. Again, before -- if we had come and open

1 that diaries and whatever else it was, it would have been, as
2 we normally do, a question that I have seen and appreciated
3 and say, well actually it doesn't make any sense to agree to
4 that because X, Y and Z. I am not suggesting --

5 THE CHAIRMAN, MS. ROLLE: And what do you think that
6 you can accomplish by the 15th, which is two days from now?

7 MR. PARKER, KC: We are going to respond to you in
8 writing to your five questions on the 15th.

9 THE CHAIRMAN, MS. ROLLE: Okay, Mr. Parker, let me
10 say this: I am not expecting a response that is not
11 addressing the issues substantively. You can give a response
12 to. You can give any wild response. Are you going to address
13 the issues substantively is what I am asking.

14 MR. PARKER, KC: Yes.

15 THE CHAIRMAN, MS. ROLLE: Are you intending to
16 address the issue substantively?

17 MR. PARKER, KC: Yes. I can take you to my position,
18 like I said --

19 THE CHAIRMAN, MS. ROLLE: No, no. Are you intending
20 to address the issues substantively. I am not talking a
21 response letter. You gave us a response yesterday. Are you
22 intending to address the issues substantively.

23 MR. PARKER, KC: Yes. We would like to address the
24 issues, but again we will be requesting a reasonable and
25 negotiated date for a return to you. That is what we want to

1 come out of this. That's what we would want. So to your
2 point. I was excited to respond to you by Friday in writing
3 because it was my understanding that you would not be minded
4 to adjourn this to a date future as agreed between us. If it
5 is that you are minded and you want to hear from us
6 substantively on this, I would pull out my phone, and we will
7 agree a date certain.

8 THE CHAIRMAN, MS. ROLLE: Mr. Parker.

9 MR. PARKER, KC: This is a hearing.

10 THE CHAIRMAN, MS. ROLLE: You have been dealing with
11 me, with us for months now. At any point have I demonstrated
12 any unreasonableness?

13 MR. PARKER, KC: Again, you were not there at the
14 last meeting. I didn't expect what happened at the last
15 meeting to happen. I didn't expect to walk in and get a
16 letter. So, no. Vis-a-vis Mr. Parker and Ms. Rolle, again I
17 don't expect you to ever take such a position, but obviously
18 to maintain the rigors of your role, but.

19 THE CHAIRMAN, MS. ROLLE: I hear you.

20 MR. WARD: Just to clarify something. On the 30th
21 of August. That, as was explained to you, I heard when you
22 said you would have expected us to just send you the letter.
23 We needed to serve Mr. Rahming. We made it plain we were not
24 advised as to exactly where they were to be served and so we
25 called them to a meeting. You are their attorney.

1 MR. PARKER, KC: Yes.

2 MR. WARD: And to be clear, Mr. Rahming did start to
3 speak and you stopped him, and that's fine. I just want to
4 make it clear that there was no one preventing at that meeting
5 for you to say something.

6 MR. PARKER, KC: Again, the past prologue.

7 THE CHAIRMAN, MS. ROLLE: Yes. So okay I didn't
8 think you intend to answer any more questions.

9 MR. PARKER, KC: I reiterate a desire for a
10 substantive hearing.

11 THE CHAIRMAN, MS. ROLLE: So you do not think that
12 you have been given today as a substantive hearing?

13 MR. PARKER, KC: No. I think it will be prejudice
14 for my clients to embark. We have decided we will be -- we
15 have to have the opportunity to have proper representation.
16 We have been very clear, to as I said we will not not engage
17 with the material because of the position you have taken
18 today. And we will remain open.

19 THE CHAIRMAN, MS. ROLLE: So, Mr. Parker, can I ask
20 you something?

21 Can I ask you something, Mr. Rahming? How does this
22 end? Will ArawakX survive this? How does this end?

23 MR. PARKER, KC: This will end with us persuading
24 you and demonstrating that the substantive position of the
25 client, and we return to operations after having satisfied the

1 concerns of the regulator. That is why we have been engaging.
2 That's the objective.

3 THE CHAIRMAN, MS. ROLLE: So is Mr. Rahming allowed
4 to answer.

5 MR. PARKER, KC: Our position vis-à-vis the hearing
6 is clear.

7 THE CHAIRMAN, MS. ROLLE: I think it's clear that
8 MDollaz will not respond to any questions, so we will bring
9 this opportunity to be heard to a close formally, okay.

10

11

- - - - -

12

13

14

15

16

17

18

19

20

21

22

23

24

25

1 I, the undersigned, a Certified Shorthand Reporter within the
2 Commonwealth of the Bahamas, do hereby certify:

3 That the foregoing proceedings were taken before me
4 at the time and place herein set forth; that a verbatim record
5 of the proceedings was made by me using machine shorthand
6 which was thereafter transcribed by me; further, that the
7 foregoing is an accurate transcription thereof.

8 I further certify that I am neither financially
9 interested in the action nor a relative or employee of any
10 attorney or of any of the parties to the hearing.

11

12 IN WITNESS WHEREOF, I have this date subscribed my name:

13

14 ROYANNE D. NEELY-MORRISON, PhD.
15 RMR, CRR, CPE, CRI
16 Deputy Director
17 Court Reporting Unit

18

13th September, 2023

19

20

21

22

23

24

25

COMMONWEALTH OF THE BAHAMAS

IN THE SUPREME COURT

Commercial Division

IN THE MATTER of the Companies Act, 1992.

AND

**IN THE MATTER of an Application under the
Securities Industry Act, 2011.**

AND

**IN THE MATTER of MDollaz Ltd. (trading as
Arawak X), a Registered Marketplace and
Clearing Facility.**

AFFIDAVIT OF CHRISTINA R. ROLLE

COM/com of 2023

**Securities Commission of The Bahamas
Poinciana House
North Building, 2nd Floor
31A East Bay Street
Nassau, The Bahamas**

Petitioner/Applicant