

Copy No. _____

Name: _____

Confidential Private Placement Memorandum

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH OR APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY SUCH STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. THIS PRIVATE PLACEMENT MEMORANDUM DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION IN WHICH AN OFFER IS NOT AUTHORIZED.

The Information Contained Herein is Confidential and Intended Only for the Entity or Person to Which or Whom It is Given or Transmitted Electronically.

DATE

Investment Overview

Novus Coin, Corp. ("Company") is a technology company that will provide anyone who plays arcade style video games on any internet enabled device an opportunity to earn Novuscoin™ a new digital currency, created specifically for our online games. Gamers will be able to spend their Novuscoin™ in our online stores and where merchants will accept it for goods and services. The Company will make money while clients play video games using a combination of foreign currency (FOREX) trading markets and other financial markets with our Novuscoin.com arcade games. Every action in the game will correspond to a trade in the markets. The company will also setup other industries around Novuscoin such as Novuscoin Cars and Novuscoin Realty whereby people can use Novuscoins to make sales and purchases within the Novuscoin network.

This is an opportunity for investors to earn a possible dividend yield of 8% to 160% or more per year. Investors will also receive one hundred Novuscoin (100) in their Novuscoin Wallet for every dollar invested in the company. Novuscoin can be freely traded or exchanged just like Bitcoin. This is also an opportunity to help others achieve the dream of auto and home ownership as part of phase II of our plans.

The Company is seeking to net \$900,000.00 after sales costs and expenses. This is for phase one of the business plan, to create video games mainly. The company expects to generate revenue within the first year.

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

1 Unit

NOVUS COIN, CORP.

Each Unit Consists of 200 Shares of Preferred Stock
Price Per Unit: \$2,000 (**\$2,000 Minimum Subscription**)

Novus Coin, Corp. , doing business as Novus Coin, Corp. , ("We", "Us", "the "Company" or "NOVUS COIN, CORP. ") hereby offers one (1) unit consisting of two hundred (200) shares of Preferred Stock (the "Preferred Stock") at a price of \$10.00 per share. **The Minimum subscription is 1 Units (\$2,000.00) or 200 shares**, unless the Company, in its sole discretion, elects to accept subscriptions for fewer Shares. The total number of shares being sold is one hundred thousand shares (100,000). The company has authorized 1,000,000,000 shares total. **Therefore, 100,000 shares being sold will represent .010% of the company available shares of stock.** Each 1 unit of stock for \$2,000, 200 shares, represents 0.000020% of the company.

AN INVESTMENT IN THE UNITS IS HIGHLY SPECULATIVE. THUS, PROSPECTIVE INVESTORS SHOULD CAREFULLY REVIEW AND CONSIDER THE MATTERS DESCRIBED UNDER "RISK FACTORS" HEREIN.

THE SECURITIES OFFERED BY THIS PRIVATE PLACEMENT MEMORANDUM HAVE NOT BEEN REGISTERED WITH OR APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION, OR ANY OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING, OR THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY SUCH REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

| | Price to Investors | Commissions | Proceeds to Company |
|----------|--------------------|-------------|---------------------|
| Per Unit | \$2,000 | \$200.00 | \$1,800 |
| Total | \$1,000,000 | \$100,000 | \$900,000 |

The Units shall be offered on a “best efforts” basis by the officers and directors of the Company. The Company reserves the right to utilize the services of one or more placement agents (the “Agent(s)”) in connection with the Offering. The Company may pay fees to bona fide finders of up to 10% of the Gross Proceeds (\$900,000, if fully subscribed) of this private placement; however, finders may also be paid additional fees in the form of cash, common stock and/or warrants to purchase common stock, and be collectively allowed accountable expense reimbursements of up to \$2,000, all of which to the extent incurred will reduce the Net Proceeds realized by the Company. In addition, the Company may elect in its discretion to selectively discount the purchase price per share to any purchaser, based on size of a subscription, timing of purchase, and other factors deemed to be relevant by the Company. Also, the Company estimates it may incur up to \$20,000 of legal and accounting expenses and \$10,000 of promotional expenses in connection with this private placement. No minimum number of Shares must be sold in order for the Company to accept any subscription. All accepted subscription funds will be immediately available for Company purposes without impound or escrow.

SUMMARY OF SUBSCRIPTION PROCEDURES

The prospective investor (the “Investor”) whose name appears on the cover of this memorandum (“Memorandum”) has received herewith a subscription agreement (“Subscription Agreement”) for subscribing to purchase Units. To subscribe for Units, an Investor must complete, execute and deliver by email to _____ the following items:

(i) One copy of the Subscription Agreement, by means of which the Investor shall subscribe to purchase one or more (or fractions thereof) Units, and (ii) **an escrow letter for deposits placed in a U.S. attorney escrow of your choice or copies of check paid directly to Novuscoin.com** for each whole Unit for which the Investor wishes to subscribe and the corresponding fraction of any additional Unit for which the Investor wishes to subscribe. Subscribers wanting to arrange for wire transfer in lieu of payment by check are requested to contact the Company at (754) 273-8128 or _____ for instructions on wiring funds go to page 35.

The payment of each Investor, along with the payments of other Investors, shall be held in an attorney escrow of the investor’s choice or to paid directly to Novuscoin.com if the investor chooses to do so. If the investor chooses an escrow attorney, the investor shall provide a letter from the attorney stating funds are available for this project. Novuscoin.com will then provide invoices from third parties as well as for other company expenses and salaries to be paid to parties working on this project with copies to be furnished to investors.

Subscriptions for the purchase of Units may be accepted by the Company as received, and there is no minimum number of Units for which subscriptions must be received prior to the acceptance by the Company of subscriptions. Any subscriptions not received and accepted by the Company by December 31, 2016 (the “Termination Date”), shall be deemed refused and the Company shall return the full amount of the subject Investor’s cash payment, without interest or deduction; however, such date may be extended for up to an additional sixty (60) days at the sole discretion of the Company. If the Offering for Units is oversubscribed, the Company shall have the right to prorate all subscriptions, or reject any subscriptions received (see “Terms of the Offering – Subscription Procedures”).

SUITABILITY AND OTHER MATTERS

INVESTORS SHALL BE REQUIRED TO REPRESENT THAT THEY ARE FAMILIAR WITH AND UNDERSTAND THE TERMS, RISKS AND MERITS OF THE OFFERING DESCRIBED IN THIS MEMORANDUM AND ALL THE ATTACHMENTS HERETO. THE UNITS ARE BEING OFFERED IN A PRIVATE OFFERING TO A LIMITED NUMBER OF INDIVIDUALS OR ENTITIES MEETING CERTAIN SUITABILITY STANDARDS (SEE “TERMS OF THE OFFERING – INVESTOR SUITABILITY STANDARDS”). THIS OFFERING INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD BE AWARE THAT THEY MAY SUSTAIN A LOSS OF THEIR ENTIRE INVESTMENT (SEE “RISK FACTORS”).

EXCLUSIVE NATURE OF PRIVATE PLACEMENT MEMORANDUM

NO ENTITY HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM. ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. MOREOVER, NEITHER THE DELIVERY OF THIS MEMORANDUM NOR THE SALE OF THE UNITS SHALL UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE MATTERS DISCUSSED IN THIS MEMORANDUM SINCE THE DATE HEREOF; HOWEVER, IN THE EVENT OF ANY MATERIAL CHANGE OCCURRING PRIOR TO THE COMPLETION OF THE OFFERING DESCRIBED HEREIN, THIS MEMORANDUM SHALL BE AMENDED AND REVISED ACCORDINGLY. THE COMPANY DISCLAIMS ANY AND ALL LIABILITIES FOR REPRESENTATIONS OR WARRANTIES EXPRESSED OR IMPLIED, CONTAINED IN, OR OMISSIONS FROM, THIS MEMORANDUM, OR ANY OTHER WRITTEN OR ORAL COMMUNICATION TRANSMITTED OR MADE AVAILABLE TO THE RECIPIENT. EACH INVESTOR SHALL BE ENTITLED TO RELY SOLELY ON THOSE REPRESENTATIONS AND WARRANTIES WHICH MAY BE MADE TO THE INVESTOR IN ANY FINAL PURCHASE OR SUBSCRIPTION AGREEMENT RELATING TO THE UNITS. THE DELIVERY OF THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION TO ANY PERSON TO WHOM SUCH OFFER WOULD BE UNLAWFUL IN SUCH JURISDICTION. THIS MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL OF THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN EVALUATING AN INVESTMENT IN THE COMPANY. INVESTORS MUST CONDUCT AND RELY ON THEIR OWN EVALUATIONS OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE UNITS. SEE "RISK FACTORS" FOR A DISCUSSION OF CERTAIN FACTORS WHICH SHOULD BE CONSIDERED IN CONNECTION WITH THE PURCHASE OF THE UNITS. NEITHER THE DELIVERY OF THIS MEMORANDUM AT ANY TIME, NOR ANY SALE OF THE UNITS HEREUNDER, SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THE INFORMATION CONTAINED IN THIS MEMORANDUM IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE.

STATEMENT REGARDING FORWARD LOOKING PROJECTIONS

THE STATEMENTS, PROJECTIONS AND ESTIMATES OF FUTURE PERFORMANCE OF THE COMPANY OR VARIOUS ELEMENTS OF THE COMPANY'S BUSINESS CONTAINED IN THIS MEMORANDUM THAT ARE NOT HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS. INVESTORS SHOULD EXPECT THAT ANTICIPATED EVENTS AND CIRCUMSTANCES SHALL NOT OCCUR, THAT UNANTICIPATED EVENTS AND CIRCUMSTANCES SHALL OCCUR, AND THAT ACTUAL RESULTS SHALL LIKELY VARY FROM THE FORWARD-LOOKING CIRCUMSTANCES. INVESTORS SHOULD BE AWARE THAT A NUMBER OF FACTORS COULD CAUSE THE FORWARD-LOOKING STATEMENTS OR PROJECTIONS CONTAINED IN THIS MEMORANDUM OR OTHERWISE MADE BY OR ON BEHALF OF THE COMPANY TO BE INCORRECT OR TO DIFFER MATERIALLY FROM ACTUAL RESULTS. SUCH FACTORS MAY INCLUDE, WITHOUT LIMITATION, (i) THE ABILITY OF THE COMPANY TO PROVIDE SERVICES AND TO COMPLETE THE DEVELOPMENT OF ITS PRODUCTS IN A TIMELY MANNER, (ii) THE DEMAND FOR AND TIMING OF DEMAND FOR SUCH SERVICES AND PRODUCTS, (iii) COMPETITION FROM OTHER PRODUCTS AND COMPANIES, (iv) THE COMPANY'S SALES AND MARKETING CAPABILITIES, (v) THE COMPANY'S ABILITY TO SELL ITS SERVICES AND PRODUCTS PROFITABLY, (vi) AVAILABILITY OF ADEQUATE DEBT AND EQUITY FINANCING, AND (vii) GENERAL BUSINESS AND ECONOMIC CONDITIONS. THESE IMPORTANT FACTORS AND CERTAIN OTHER FACTORS THAT MIGHT AFFECT THE COMPANY'S FINANCIAL AND BUSINESS RESULTS ARE DISCUSSED IN THIS MEMORANDUM UNDER "RISK FACTORS." THERE CAN BE NO ASSURANCE THAT THE COMPANY SHALL BE ABLE TO ANTICIPATE, RESPOND TO OR ADAPT TO CHANGES IN ANY FACTORS AFFECTING THE COMPANY'S BUSINESS AND FINANCIAL RESULTS.

**SAFE HARBOR STATEMENT UNDER
THE PRIVATE SECURITIES LITIGATION REFORM ACT**

WITH THE EXCEPTION OF THE HISTORICAL INFORMATION CONTAINED IN THIS DOCUMENT, THE MATTERS DESCRIBED HEREIN CONTAIN FORWARD LOOKING STATEMENTS THAT INVOLVE RISK AND UNCERTAINTIES THAT INDIVIDUALLY OR MUTUALLY IMPACT THE MATTERS HEREIN DESCRIBED INCLUDING, BUT NOT LIMITED TO, FINANCIAL PROJECTIONS, PRODUCT DEMAND AND MARKET ACCEPTANCE, THE EFFECT OF ECONOMIC CONDITIONS, THE IMPACT OF COMPETITIVE PRODUCTS AND PRICING, GOVERNMENTAL REGULATIONS, TECHNOLOGICAL DIFFICULTIES AND/OR OTHER FACTORS OUTSIDE THE CONTROL OF THE COMPANY.

FOR RESIDENTS OF ALL STATES

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATIONS OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

THIS MEMORANDUM HAS BEEN PREPARED FOR INFORMATIONAL PURPOSES ONLY IN ORDER TO ASSIST PROSPECTIVE INVESTORS IN EVALUATING AN INVESTMENT IN THE COMPANY. BY ACCEPTING DELIVERY OF THIS MEMORANDUM, OR ANY OTHER MATERIAL IN CONNECTION WITH THIS OFFERING, THE OFFEREE AGREES (a) TO KEEP STRICTLY CONFIDENTIAL THE CONTENTS OF THIS MEMORANDUM AND SUCH OTHER MATERIAL, AND TO NOT DISCLOSE SUCH CONTENTS TO ANY THIRD PARTY OR OTHERWISE USE THE CONTENTS FOR ANY PURPOSE OTHER THAN EVALUATION BY SUCH OFFEREE OF AN INVESTMENT IN THE UNITS, (b) NOT TO COPY ALL OR ANY PORTION OF THIS MEMORANDUM OR ANY SUCH OTHER MATERIAL, AND (c) TO RETURN THIS MEMORANDUM AND ALL SUCH OTHER MATERIAL TO THE COMPANY IF (i) THE OFFEREE DOES NOT SUBSCRIBE TO PURCHASE ANY UNITS, (ii) THE OFFEREE'S SUBSCRIPTION IS NOT ACCEPTED, OR (iii) THIS OFFERING IS TERMINATED OR WITHDRAWN.

THE OFFER AND SALE OF THE UNITS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS IN RELIANCE UPON EXEMPTIONS FROM REGISTRATION PROVIDED BY SECTION 4(2) OF THE SECURITIES ACT OF 1933, AS AMENDED, AND REGULATION D PROMULGATED THEREUNDER, AND SIMILAR EXEMPTIONS FROM REGISTRATION PROVIDED BY CERTAIN STATE SECURITIES LAWS. THE UNITS ARE OFFERED ONLY TO ACCREDITED INVESTORS WHO HAVE THE QUALIFICATIONS NECESSARY TO PERMIT THE UNITS TO BE OFFERED AND SOLD IN RELIANCE UPON SUCH EXEMPTIONS, AND WHO MEET THE SUITABILITY STANDARDS SET FORTH BELOW IN "TERMS OF OFFERING - INVESTOR SUITABILITY STANDARDS."

THIS MEMORANDUM CONSTITUTES AN OFFER ONLY TO THE OFFEREE TO WHOM THIS MEMORANDUM IS INITIALLY PROVIDED BY THE COMPANY AND DOES NOT CONSTITUTE AN OFFER TO SELL TO OR A SOLICITATION OF AN OFFER TO BUY FROM ANYONE IN ANY STATE OR OTHER JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION.

THE COMPANY RESERVES THE RIGHT AT ITS SOLE DISCRETION AND FOR ANY REASON WHATSOEVER TO MODIFY, AMEND AND/OR WITHDRAW ALL OR A PORTION OF THE OFFERING, AND/OR ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE UNITS, OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE NUMBER OF UNITS SUCH INVESTOR DESIRES TO PURCHASE. THE COMPANY SHALL HAVE NO LIABILITY WHATSOEVER TO ANY OFFEREE AND/OR INVESTOR IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR.

THIS MEMORANDUM INCLUDES PROJECTIONS AND OTHER FORWARD-LOOKING INFORMATION. SUCH PROJECTIONS AND INFORMATION ARE BASED ON ASSUMPTIONS AS TO FUTURE EVENTS THAT ARE INHERENTLY UNCERTAIN AND SUBJECTIVE. THE COMPANY MAKES NO

REPRESENTATION OR WARRANTY AS TO THE ATTAINABILITY OF SUCH ASSUMPTIONS OR AS TO WHETHER FUTURE RESULTS SHALL OCCUR AS PROJECTED. IT MUST BE RECOGNIZED THAT THE PROJECTIONS OF THE COMPANY'S FUTURE PERFORMANCE ARE NECESSARILY SUBJECT TO A HIGH DEGREE OF UNCERTAINTY, THAT ACTUAL RESULTS CAN BE EXPECTED TO VARY FROM THE RESULTS PROJECTED, AND THAT SUCH VARIANCES MAY BE MATERIAL AND ADVERSE. PROSPECTIVE INVESTORS ARE EXPECTED TO CONDUCT THEIR OWN INVESTIGATIONS WITH REGARD TO THE COMPANY AND ITS PROSPECTS.

NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL CREATE, UNDER ANY CIRCUMSTANCE, ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY AND OTHER INFORMATION CONTAINED HEREIN SINCE THE DATE HEREOF.

CERTAIN PROVISIONS OF VARIOUS AGREEMENTS ARE SUMMARIZED IN THIS MEMORANDUM, BUT PROSPECTIVE INVESTORS SHOULD NOT ASSUME THAT THE SUMMARIES ARE COMPLETE. SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE TEXTS OF THE ORIGINAL DOCUMENTS WHICH SHALL BE MADE AVAILABLE TO PROSPECTIVE INVESTORS BY THE COMPANY.

PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM, OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM OR WITH THE COMPANY, OR ANY PROFESSIONAL ASSOCIATED WITH THE OFFERING AS LEGAL OR PROFESSIONAL TAX ADVICE. THE OFFEREE AUTHORIZED TO RECEIVE THIS MEMORANDUM SHOULD CONSULT PERSONAL COUNSEL, ACCOUNTANT OR BUSINESS ADVISOR REGARDING LEGAL, TAX AND OTHER MATTERS CONCERNING PURCHASING THE UNITS, RESPECTIVELY.

THE COMPANY SHALL MAKE AVAILABLE TO ANY PROSPECTIVE INVESTOR, PRIOR TO THE CLOSING FOR THE SALE OF THE UNITS, THE OPPORTUNITY TO ASK QUESTIONS OF, AND TO RECEIVE ANSWERS FROM, REPRESENTATIVES OF THE COMPANY CONCERNING THE COMPANY AND THE TERMS AND CONDITIONS OF THE OFFERING, AND TO OBTAIN ANY ADDITIONAL RELEVANT INFORMATION TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN OBTAIN IT WITHOUT UNREASONABLE EFFORT OR EXPENSE. EXCEPT FOR SUCH INFORMATION THAT IS PROVIDED BY THE COMPANY IN RESPONSE TO REQUESTS FROM PROSPECTIVE INVESTORS OR THEIR ADVISORS, NO PERSON HAS BEEN AUTHORIZED IN CONNECTION WITH THE OFFER OR SALE OF THE UNITS TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS MEMORANDUM, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON. PROSPECTIVE INVESTORS SHOULD NOT RELY UPON INFORMATION NOT CONTAINED IN THIS MEMORANDUM UNLESS IT IS PROVIDED BY THE COMPANY AS INDICATED ABOVE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

FOR CONNECTICUT RESIDENTS ONLY: THE UNDERSIGNED ACKNOWLEDGES THAT THE SECURITIES COMPRISING THE UNITS HAVE NOT BEEN REGISTERED UNDER THE CONNECTICUT UNIFORM SECURITIES ACT, AS AMENDED (THE "CONNECTICUT ACT"), AND ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND SALE OF SECURITIES AS SET FORTH HEREIN. THE UNDERSIGNED HEREBY AGREES THAT SUCH SECURITIES SHALL NOT BE TRANSFERRED OR SOLD WITHOUT REGISTRATION UNDER THE CONNECTICUT ACT OR EXEMPTION THEREFROM.

FOR MAINE RESIDENTS ONLY: THE UNITS ARE BEING SOLD PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE BANK SUPERINTENDENT OF THE STATE OF MAINE UNDER SECTION 10502(2)(R) OF TITLE 32 OF THE MAINE REVISED STATUTES. THE SECURITIES COMPRISING THE UNITS MAY BE DEEMED RESTRICTED SECURITIES AND AS SUCH THE HOLDER MAY NOT BE ABLE TO RESELL SUCH SECURITIES UNLESS THEY ARE REGISTERED UNDER STATE OR FEDERAL SECURITIES LAWS OR AN EXEMPTION UNDER SUCH LAWS EXISTS.

FOR MISSOURI RESIDENTS ONLY: THE UNDERSIGNED ACKNOWLEDGES THAT THE UNITS HAVE NOT BEEN REGISTERED UNDER THE MISSOURI UNIFORM SECURITIES ACT, AS AMENDED (THE "MISSOURI ACT"), AND ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND SALE OF SECURITIES AS SET FORTH HEREIN. THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT SUCH UNITS MAY BE DISPOSED OF ONLY THROUGH A LICENSED BROKER-DEALER. IT IS A FELONY TO SELL SECURITIES IN VIOLATION OF THE MISSOURI ACT.

FOR TEXAS RESIDENTS ONLY: THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT THE UNITS CANNOT BE SOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE TEXAS SECURITIES ACT, OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. THE UNDERSIGNED FURTHER ACKNOWLEDGES THAT BECAUSE THE UNITS ARE NOT READILY TRANSFERRABLE, THE INVESTOR MUST BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

FOR UNITED KINGDOM RESIDENTS ONLY: NO PROSPECTUS IN RESPECT OF THE SECURITIES BEING OFFERED HEREBY HAS BEEN OR SHALL BE PREPARED AND FILED IN THE UNITED KINGDOM BY THE COMPANY PURSUANT TO THE UNITED KINGDOM PUBLIC OFFERS OF SECURITIES REGULATIONS 1995. ACCORDINGLY, THE SECURITIES BEING OFFERED HEREBY MAY NOT BE SOLD OR REOFFERED, OR RESOLD TO PERSONS IN THE UNITED KINGDOM EXCEPT TO PERSONS WHOSE ORDINARY ACTIVITIES INVOLVE THEM IN ACQUIRING, HOLDING, MANAGING OR DISPOSING OF INVESTMENTS (AS PRINCIPAL OR AGENT) FOR THE PURPOSES OF THEIR BUSINESSES, OR OTHERWISE IN CIRCUMSTANCES THAT SHALL NOT CONSTITUTE OR RESULT IN AN OFFER TO THE PUBLIC IN THE UNITED KINGDOM WITHIN THE MEANING OF THE UNITED KINGDOM PUBLIC OFFERS OF SECURITIES REGULATIONS 1995. THIS MEMORANDUM MAY NOT BE PASSED TO ANY ENTITY IN THE UNITED KINGDOM WHICH DOES NOT FALL WITHIN ARTICLE 11(3) OF THE FINANCIAL SERVICES ACT OF 1986 (INVESTMENT ADVERTISEMENTS) (EXCEPTIONS) ORDER 1995 OR WHO IS NOT OTHERWISE AN ENTITY TO WHOM THE DOCUMENT MAY LAWFULLY BE ISSUED OR PASSED.

NOTICE TO NON-UNITED STATES RESIDENTS: IT IS THE RESPONSIBILITY OF ANY ENTITIES WISHING TO PURCHASE THE UNITS TO SATISFY THEMSELVES AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE FORMALITIES.

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SUMMARY OF THE OFFERING

Investors should read this memorandum carefully before making any investment decisions regarding the Company and should pay particular attention to the information contained under the heading "Risk Factors." Additionally, Investors should consult their own advisors in order to fully comprehend the consequences of investing in the Company. The following summary does not purport to be complete and is qualified in its entirety by more detailed information appearing elsewhere in this Memorandum and the Exhibits herein.

A. THE COMPANY

Novus Coin, Corp. is Technology Company incorporated in Florida in 2014 that has developed its own Bitcoin like crypto currency called Novuscoin, the currency symbol is "NOVUS". The programming for Novuscoin has already been completed and a little over 1billion Novuscoin are currently in existence.

NOVUS COIN, CORP. intends to carve a sizable niche within the interactive multimedia and digital currency industry.

The Company's vision is to become the most widely used arcade game site and become a premier gamer community as well as the premier digital currency provider. By becoming the premier gamer community, NOVUS COIN, CORP. will be in a position to capture a portion of the fast growing multibillion dollar digital video game market as well as the multibillion dollar digital currency market.

Results of Operations

The Company has not commenced operations and is currently in website implementation mode. As such, no revenues have been realized to date.

Liquidity and Capital Resources

Assuming the maximum proceeds of the Offering are raised (\$900,000.00), the Company believes that the cash flow from the offering will be sufficient to cover the funding for website improvements, Novuscoin deployment, and game development, sales and marketing for commercializing the website for Phase I of its business. See "Risk Factors - Need for Additional Financing" and "Use of Proceeds."

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B. SECURITIES OFFERED

| | |
|---------------------------------------|---|
| Securities Offered | Up to five hundred (500) Units are available in this Offering. Each Unit consists of 200 shares of Preferred Stock, par value \$10.00 per share. |
| Price Per Unit | \$2,000 per Unit. Minimum purchase is one unit (1), 200 Shares. |
| Minimum Investment | One (1) Unit; however, the Company, at its sole discretion, may accept substitutions for less than one (1) Unit. |
| Offering Period | Commencing on the date hereof and terminating on December 31, 2016, unless extended by the Company for up to an additional sixty (60) days. |
| Multiple Closings | The Company expects to accept subscriptions as they are received. Subsequent to the initial closing, the Company may hold multiple closings for the purchase and sale of Units. |
| Investor Suitability | The Shares are being offered and sold solely to “accredited investors” as defined pursuant to Rule 506 of Regulation D of the Securities Act of 1933, as amended (the “Act”), pursuant to an exemption from registration, pursuant to Regulation D. Subscribers shall be required to submit a completed Subscription Agreement so that the Company can determine whether investor suitability requirements are satisfied. |
| Subscription Agreement | Purchases of the Units must be made pursuant to the Subscription Agreement in the form included in the subscription booklet appended to this memorandum as Exhibit A. The “Subscription Agreement” contains, among other provisions, representations, and warranties by the Company, investment representations by the subscriber, restrictions on transferability of the Units and the underlying shares of Preferred Stock. |
| Common Stock Currently Outstanding | Zero (0) shares of Common Stock are currently outstanding. |
| Preferred Stock Currently Outstanding | Zero (0) shares of Preferred Stock are currently outstanding. |

| | |
|--|--|
| Preferred Stock Outstanding after Completion of this Offering ¹ | 100,000 shares |
| Use of Proceeds | The Company intends to use the net proceeds from this Offering for funding website development, data center construction or acquisition, office building construction or acquisitions, working capital requirements, administration, and sales and marketing for commercializing the website. |
| Plan of Distribution | The Shares will be offered and sold by officers, directors and employees of the Company and other qualified personnel. |
| Limited Transferability | The Shares being sold will not be registered with the Securities and Exchange Commission or qualified under the securities laws of any state, but will be offered and sold pursuant to an exemption thereof. Therefore, the Shares may not be resold or otherwise distributed without registration or qualification under the Act and/or any other applicable securities laws or the availability of an exemption there from. Furthermore, there is currently no market for the Shares and no market is expected to develop. See “Risk Factors – Limited Transferability.” |

C. AVAILABLE INFORMATION

The Company is not presently subject to the reporting and information requirements of the Securities Exchange Act of 1934 (the “Exchange Act”), and therefore does not file reports, proxy statements and other statements.

Selected Financial Information: The business plan developed by the Company (the “Business Plan”) contains certain projections with respect to its anticipated future operations. The financial projections and the assumptions upon which they are based represent forecasts of results that might be achieved should all the stated assumptions contained therein be realized.

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¹ Assumes sale of all 500 Units.

RISK FACTORS

The purchase of Units involves a high degree of risk including, but not necessarily limited to, the risks described below. Before subscribing for Units, each Investor should consider carefully the general investment risks enumerated elsewhere in this Memorandum and the following risk factors, as well as the other information contained in this Memorandum.

A. Limited Operating History; Limited Capital; Start-up Company

☐ NOVUS COIN, CORP. has not established any revenues or operations that shall provide financial stability in the long term. And, there can be no assurance that the Company can realize its plans on the projected timetable in order to reach sustainable or profitable operations. Any material deviation from the Company's timetable could require that the Company seek additional capital. There can be no assurance that such capital shall be available at reasonable cost, or that it would not materially dilute the investment of investors in this Offering if it is obtained.

Investment in a start-up company such as the Company is inherently subject to many risks, and investors should be prepared to withstand a complete loss of their investments. The Company only has a limited operating history upon which investors may base an evaluation of its performance; therefore, it is still subject to all the risks incident to the creation and development of a new business. The Company plans to conduct closings of sales of Units as subscriptions are received. If less than \$900,000.00 is received from the sale of Preferred Stock, the Company may have insufficient cash to implement its plans as described below, and investors who purchase Preferred Stock shall be at heightened risk of loss from their investments.

B. No Minimum Offering

There is no minimum number of Units that must be sold by the Company in this Offering prior to the initial closing, and the Company expects to accept subscriptions for Units as they are received. As a result, there can be no assurance that the Company shall raise sufficient funds in this Offering to carry out its business plan as currently proposed, or that the net proceeds from the initial subscriptions for Units shall be in an amount sufficient to enable the Company to continue operations in any meaningful manner.

C. Need for Additional Financing

Assuming all 500 Units are sold in this Offering, the Company believes that the net proceeds from this Offering, together with its projected cash flow from operations, shall be sufficient to fund the Company's operations as currently conducted for at least the next 12 months. Such belief, however, cannot give rise to an assumption that the Company's cost estimates are accurate or that unforeseen events would not occur that would require the Company to seek additional funding to meet its operational needs. In addition, there can be no assurance that the Company's cash flow generated from operations shall be sufficient to implement the Company's business objectives. As a result, the Company may require substantial additional financing in order to implement its business objectives.

There can be no assurances that the Company shall be able to obtain additional funding when needed, or that such funding, if available, shall be available on terms acceptable to the Company. In the event that the Company's operations do not generate sufficient cash flow, or the Company cannot acquire additional funds if and when needed, the Company may be forced to curtail or cease its activities which would likely result in the loss to investors of all or a substantial portion of their investments.

D. Changes in Consumer Tastes and Preferences for Video Games Could Reduce Profitability

The Company's business offers video games whose success depends substantially on consumer tastes and preferences that change in often unpredictable ways. The success of the business depends on the Company's ability to consistently provide games that meets the changing preferences of the broad consumer market. The Company's success therefore depends on its ability to successfully predict and

adapt to changing consumer tastes and preferences outside as well as inside the United States. Moreover, the Company must often invest substantial amounts in development before the Company learns the extent to which products will earn consumer acceptance. If the Company's video games do not achieve sufficient consumer acceptance, the Company's revenue may decline and adversely affect the profitability of the business.

E. Rapid Technological Change may Adversely Affect the Company's Business

The Company's ability to remain competitive may depend in part upon its ability to develop new and enhanced products or services and to introduce these products or services in a timely and cost-effective manner. In addition, product and service introductions or enhancements by the Company's competitors or the use of other technologies could cause a decline in sales or loss of market acceptance of the Company's existing products and services. The success of the Company in developing, introducing, selling and supporting new and enhanced products or services depends upon a variety of factors, including timely and efficient completion of service and product design and development, and timely and efficient implementation of product and service offerings. Because new product and service commitments may be made well in advance of sales, new product or service decisions must anticipate changes in the industries served.

There can be no assurances that the Company shall be successful in selecting, developing, and marketing new products and services or in enhancing its existing products or services. Failure to do so successfully may adversely affect the Company's business, financial condition and results of operations.

F. Intense Competition

The Company's principal competitors may have greater financial resources than those available to the Company and thus be in a better position to attract talent, initiate projects and effect broad market distribution of completed projects. There can be no assurances that the Company consistently shall be able to undertake projects that shall prove profitable to the Company in view of the intense competition to be encountered by the Company in all significant phases of its activities.

G. Potential Fluctuations in Operating Results

Significant annual and quarterly fluctuations in the Company's results of operations may be caused by, among other factors, the volume of revenues generated by the Company, the timing of new product or service announcements and releases by the Company and its competitors in the marketplace, and general economic conditions.

There can be no assurances that the level of revenues and profits, if any, achieved by the Company in any particular fiscal period shall not be significantly lower than in other, including comparable fiscal periods. The Company's expense levels are based, in part, on its expectations as to future revenues.

As a result, if future revenues are below expectations, net income or loss may be disproportionately affected by a reduction in revenues, as any corresponding reduction in expenses may not be proportionate to the reduction in revenues. As a result, the Company believes that period-to-period comparisons of its results of operations may not necessarily be meaningful and should not be relied upon as indications of future performance.

H. Risk of Managing Growth

The Company expects to expand its operations by increasing its sales and marketing efforts, research and development activities, and by escalating its services. The anticipated growth could place a significant strain on the Company's management and operational and financial resources. Effective management of the anticipated growth shall require expanding the Company's management and financial controls, hiring additional appropriate personnel as required, and developing additional expertise by existing management personnel. However, there can be no assurances that these or other measures

implemented by the Company shall effectively increase the Company's capabilities to manage such anticipated growth or to do so in a timely and cost-effective manner. Moreover, management of growth is especially challenging for a company with a short operating history and limited financial resources, and the failure to effectively manage growth could have a material adverse effect on the Company's operations.

I. Continued Investment Required

The Company has invested, and intends to continue to invest, in facilities and computer equipment in order to increase, expand or update its capabilities and facilities. Changes in technology or sales growth beyond currently established production capabilities shall require further investment. However, there can be no assurances that the Company shall generate sufficient funds from operations to finance any required investment or that other sources of funding shall be available. Additionally, there can be no guarantees that any future expansion shall not negatively affect earnings.

J. Limited Protection of Proprietary Rights; Potential Costs of Enforcement

The Company's ability to compete effectively with other companies could depend, in part, on its ability to create and/or maintain the proprietary nature of its intellectual property, e.g., patents, trademarks, copyrights. The Company's success shall also depend, in part, on its ability to obtain and/or enforce intellectual property protection for these assets in the United States and other countries. The Company, in such circumstances, may file applications for patents, copyrights and trademarks, as management deems appropriate. There can be no assurances as to the degree of protection offered by any intellectual property issued to or licensed by the Company.

There can be no assurances that competitors many of whom have substantial resources and substantial investments in competing technologies, shall not seek to apply for and obtain patents that shall prevent, limit or interfere with the Company's ability to make and sell its products and or services. In addition, the laws of certain countries do not protect the Company's proprietary rights to the same extent as do the laws of the United States.

The defense and prosecution of patent suits may be both costly and time consuming even if the outcome is favorable to the Company. An adverse outcome could subject the Company to significant liabilities to third parties, require disputed rights to be licensed from third parties, or require the Company to cease selling certain of its products. The Company shall also rely on proprietary technology and there can be no assurances that others may not independently develop the same or similar technology, or otherwise obtain access to the Company's proprietary technology. There can be no assurances that confidentiality agreements entered into by the Company's employees and consultants, advisors and collaborators shall provide meaningful protection for the Company's trade secrets, know-how or other proprietary information in the event of any unauthorized use or disclosure of such trade secrets, know-how or other proprietary information.

K. Dependence on Computer Infrastructure

The Company's reliance on computer hardware operations and the Internet implies that there can be no assurances that a system failure would not adversely affect the performance of the Company; the Company presently has limited redundancy systems, no back up facilities and only a limited disaster recovery plan. Despite the implementation of network security measures by the Company, its servers are also vulnerable to computer viruses, physical or electronic break-ins and similar disruptive problems. Computer viruses, break-ins or other problems caused by third parties could lead to interruptions, delays or stoppages in service to users of the Company's services and products. The occurrence of any of these risks could have a material adverse effect on the Company's business, operations and financial condition.

L. Dependence on Key Personnel

The Company is highly dependent on the services of Giovanni Fleury, Chief Executive Officer, and the loss of his services could have an adverse effect on the future operations of the Company. Although the Company does not currently maintain a key-man life insurance policy insuring the life of Mr. Giovanni Fleury, the Company intends to apply for such a life insurance policy upon consummation of this Offering.

M. Attraction and Retention of Professional and Qualified Personnel

The Company's ability to realize its objectives shall be dependent on its ability to attract and retain additional, qualified personnel. Competition for such personnel can be intense, and there can be no assurance that the Company's results shall not be adversely affected by difficulty in attracting and/or retaining qualified personnel. Furthermore, the Company plans on maintaining key-man life insurance on all senior management and to require all personnel to enter into confidentiality agreements as a condition of employment. The Company's management has entered into employment agreements that include non-compete and confidentiality requirements. However, there can be no assurance that such agreements shall fully protect the Company from competitive injury if any of these individuals leave the Company.

N. Dilution

After completion of the Offering, existing shareholders shall own zero (0) shares of Common Stock. The purchasers of Preferred Stock in this Offering shall be ten percent (.010%) of the Company's Stock for which they shall have paid \$10.00 per share, representing an immediate dilution in their investments.

The exercising of outstanding warrants and options shall also have a dilutive effect on the interests of the purchasers of Units. Moreover, in the event the Company requires additional equity financing pursuant to the shares offered under this Offering, purchasers of the additional shares may experience further dilution to the extent that such shares may be issued for a value less than the price paid for shares offered hereunder.

O. Control by Existing Stockholders

Upon the completion of this Offering, the directors, executive officers and principal stockholders of the Company shall own more than ten thousand one percent (51%) of the Common Shares. As a result, such entities shall have a significant influence on the affairs and management of the Company, as well as on all matters requiring stockholder approval, including electing and removing members of the Company's board of directors (the "Board"), causing the Company to engage in transactions with affiliated entities, causing or restricting the sale or merger of the Company, and changing the Company's dividend policy. Such concentration of ownership and control could have the effect of delaying, deferring or preventing a change in control of the Company even when such a change of control would be in the best interests of the Company's other stockholders (see "Management", "Principal Stockholders" and "Description of Securities").

P. Risks Associated With Financial Projections

The financial projection discussion of the Company included in this Memorandum is based upon assumptions that the Company believes to be reasonable. Such assumptions may, however, be incomplete or inaccurate, and unanticipated events and circumstances may occur. For these reasons, actual results achieved during the periods covered may be materially and adversely different.

Even if the assumptions underlying the Company's plans prove to be correct, there can be no assurances that the Company shall not incur substantial operating losses in attaining its goals. The Company's plans are based on the premise that existing consumer demand for intellectual properties, projects, products, services shall continue. However, there can be no assurances that the Company's objectives shall be realized if any of the assumptions underlying its plans prove to be incorrect.

Investors should be aware that no independent market studies have been conducted by the Company regarding the Company's plan, nor are any such studies currently planned. Moreover, the Company's independent public accountants have not compiled or examined the documents, and accordingly, are unable to express an opinion or give any other form of assurance concerning such documents.

Q. Limited Liquidity in the Absence of a Public Market

The shares of Preferred Stock offered hereby are being offered in a private offering based upon available exemptions from federal and state securities laws. There is no public market in which shares of Preferred Stock may be sold, and it is not anticipated that any such market shall develop in the foreseeable future. Therefore, purchasers of shares of Preferred Stock should be prepared to hold their shares for an indefinite period of time.

R. Restrictions on Transfer of Securities

Investors shall own unregistered securities comprising a minority interest in a privately traded company. The shares may not be transferable under certain state securities laws, which require registration or qualification. In such cases, the subscribers desiring to dispose of shares must deliver to the Company an opinion of counsel satisfactory to the Company to the effect that the proposed disposition of shares shall not violate the registration or qualification requirement of relevant state securities law. The Subscription Agreement also provides that a shareholder seeking to sell shares of Preferred Stock must first offer them to the Company which has the right of first refusal prior to the shares being sold.

Because of potential restrictions on transferability of shares, and the fact that no trading market exists or is expected to develop for the shares, holders of the shares are not likely to be able to liquidate their investments or pledge the shares as security on a loan in the event of an emergency. Thus, the shares should be considered only as a long-term investment. There can be no assurances that the Company shall be able to affect a public registration of its shares, as its present level of business does not merit public ownership. In order to effect value from a public offering, a suitable underwriter must be located and a public market must be maintained following such offering. Typically, in an initial public offering existing shareholders are not permitted to sell their shares in such an offering, and are frequently required by the underwriter to "lock-up" their shares for a period of time thereafter.

S. Determination of Offering Price

The offering price for the shareholders as noted in this document was determined arbitrarily by the Company based upon a number of factors. Such price is based primarily on the amount of funds sought from this financing and the number of shares the Board is willing to issue in order to raise such funds. Accordingly, there is no relationship between the price of the Offering and the assets, earnings or book value of the Company, the market value of the Preferred Stock, or any other recognized criteria of value. As such, the price does not necessarily indicate the current value of the shares and should not be regarded as an indication of any future market price of the Company's capital stock.

T. Best Efforts Offering

The Units are offered by the Company on a "best efforts" basis. No individual, firm or corporation has agreed in advance to purchase any of the offered Units. No assurance can be given that any or all of the Units shall be sold.

U. Payment of Dividends

The holders of the Preferred stock shall be entitled to receive dividends in preference to any dividend on the Common Stock at the rate of 0.010% per unit of company net profits per month when and as declared by the Board of Directors. The holders of the Preferred stock also shall be entitled to participate pro rata in any dividends paid on the Common Stock on an as-converted-to-Common Stock basis.

V. Working Capital Requirements

The Company intends to use the net proceeds of this offering to fund ongoing working capital needs. Management shall have broad discretion to determine how such proceeds shall be used.

W. Facilities

The Company's corporate headquarters will be located in Miramar, FL. Its telephone number is 754-273-8128. The Company's existing facilities are insufficient for its current needs. The Company anticipates moving to customized quarters in the future and does not anticipate any difficulty in locating the additional space required to accommodate the expansion of its operations.

X. Legal Matters

The Company is not a party to any pending legal actions or proceedings, and the Company is not aware that any such actions are likely to be initiated in the near future.

Y. Absence of Merit Review

Investors are cautioned that these securities have not been registered under the Securities Act and any state review by the securities administrators in some states in which interests may be offered and sold is limited to the form and compliance with certain disclosure requirements. No state authority has reviewed the accuracy or adequacy of the information contained herein nor has any regulatory authority made a merit review of the pricing of this Offering, the percentage of stock offered to Investors, or the compensation paid to officers or directors or other corporations under their control, and any dilutive factors therefrom. Therefore, Investors must recognize that they do not have all the protections afforded by securities laws to register or qualify offerings in states with merit reviews, and must therefore judge for themselves the adequacies of the disclosures, the amounts of compensation, the pricing, dilution and fairness of the terms of this Offering without benefit of prior merit review by authorities.

Z. Risks Associated with Forward-Looking Statements Included in this Memorandum

This Memorandum contains certain forward looking statements regarding the plans and objectives of management for future operations, including plans and objectives relating to the development of the Company's business. The forward looking statements included herein are based on current expectations that involve numerous risks and uncertainties. The Company's plans and objectives are based on a successful execution of the Company's business strategy and assumptions that the Company shall be profitable, that the market for products or services shall not change materially or adversely, and that there shall be no unanticipated material adverse change in the Company's operations or business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and business decisions (most of which are beyond the control of the Company), are difficult or impossible to predict accurately.

Although the Company believes that its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. As a result, there can be no assurance that the forward looking statements included in this Memorandum shall prove to be accurate. In light of the significant uncertainties inherent in the forward looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other entity that the objectives and plans of the Company shall be achieved.

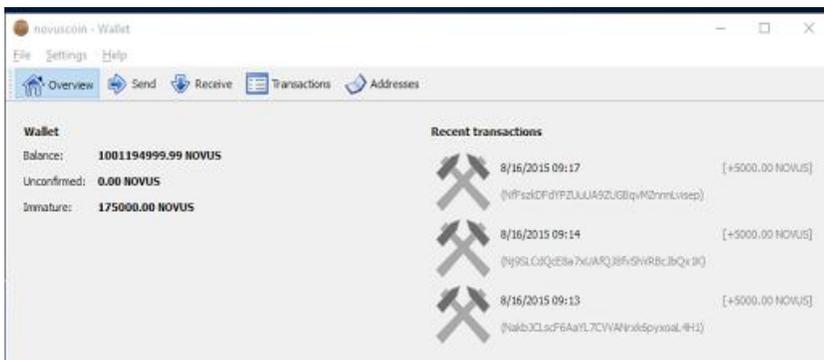
Note: In addition to the above risks, businesses are often subject to risks not foreseen or fully appreciated by management.

EXECUTIVE SUMMARY



Novus Coin, Corp. incorporated in Florida on July 18, 2014. We created a new crypto (digital) currency similar to Bitcoin which has a value of over \$200 U.S. Dollars per Bitcoin. Our crypto currency is called **Novuscoin™** and the currency symbol is "NOVUS." "A crypto currency is a digital currency in which encryption techniques are used to regulate the generation of units of currency and verify the transfer of funds, operating independently of a central bank "decentralized cryptocurrencies such as Bitcoin now provide an outlet for personal wealth that is beyond restriction and confiscation" **Novuscoin was created mainly for our video game project which will generate more daily turnover than the current \$25 Million daily Bitcoin**

turnover. Although investors will have an opportunity to make money by exchanging their Novuscoin for cash or other crypto currencies just like Bitcoin, the real money will be made in the revenue generated by the Novuscoin Games.



Novuscoin Wallet

Novuscoin is generated using software specifically programmed for Novuscoin Corp. which is the same software used to generate Bitcoin. Our software package also provides users with an electronic wallet which allows one to send and receive Novuscoin on any internet enabled device the same way as Bitcoin is sent and received.

We created Novuscoin to solve several key problems in our society when it comes to ownership of a car and a home, high credit score requirements and high interest rates. We want to eliminate the need for high credit scores and high interest charges in order to give everyone an equal opportunity to achieve the dream of home and auto ownership.



We have created and incorporated **Novuscoin Cars Corp.** (novuscoincars.com) that will allow people purchase cars through the Novuscoin Car Corp. network without any minimum credit score requirements, just an ability to repay. There will not be an interest charge, only a



price markup for a profit and a monthly service charge. To avoid the need to repossess cars we will allow people the opportunity trade down into another vehicle they can afford with the opportunity to upgrade at any time in the future based on demonstration of ability to pay. In other words, someone will not be without transportation just because they are earning less money.



We have created and incorporated **Trust Realty Services LLC.** (trustrealty.us) A **fully licensed real estate brokerage and trust** in Florida that will allow anyone to sell or to purchase real estate through the Novuscoin Real Estate brokerage network totally differently from the norm. Sellers will be able to sell their homes to Trust Realty



Services LLC immediately and receive Novuscoin. Any existing liens will be paid off by converting Novuscoin to the required currency. All properties will be owned by the Trust Realty Services LLC. Buyers will be able to buy properties without any minimum credit score requirement, just ability to repay and with **Zero interest rate being charged.** To avoid the need to foreclose we will allow people the opportunity trade down into another home they can afford with the opportunity to upgrade at any time in the future

based on demonstration of ability to pay. We will find every solution possible to help keep people in their homes if they choose to do so. There are no financial projections for this part of the business as of this writing. This is to be part of Phase II of our future business plan.



Novuscoin Games

Our video game project will be the most important part of the revenue stream for Novus Coin Corp. The global Video Game revenue in 2014 was \$104 Billion. That was greater than the global movie and music industry revenue combined. **Novus Coin, Corp.,** through Novuscoin Games, will primarily generate revenue from the video game apps using a unique method of combining arcade games and the Crypto “digital” currencies and other freely traded markets to allow gamers an opportunity to be able to make money while they play games and we will be able receive transaction fees. Gamers will actually earn **Novuscoin™** that they to U.S. dollars or their home currency using an online exchange. **We estimate Novus Coin Corp. will make over \$60 million per month during the first year, to \$600 million to \$1.3 billion dollars per month in net income in gaming app revenue during the second and third year.**



Example of “MiceTraps” Game: Your business is to layout Mice Traps to catch mice from different countries and earn real **Novuscoin™** cheese, bread, cash money!.” The game will be located at www.micetraps.net can use different animated mice which represent different currencies and traps that represent different kinds of trading orders. The mice that you actually catch will be actual profits that you catch in the market. This is much better and more

efficient and more fun than traditional trading platforms.



Gamer Debit Card & Novuscoin purchase card to convert cash to Novuscoin.

Financial Strategy and Needs

Novus Coin, Corp. requires an estimated \$1 million to execute Phase I of our business plan over the next 12 months. This will allow us to design the first games, setup some servers for testing and actual gaming that will produce some revenue for the company. We will also be able to program and setup the servers for **Novuscoin™**. Once Phase I is complete this will allow us to raise additional funds in Phase II to start building its first ultra secure data centers.

Management Team

Giovanni Fleury, Chief Executive Officer

Giovanni Fleury is a visionary with an unrelenting devotion to **Novus Coin, Corp.** Mr. Fleury's leadership, technology insight and operational expertise will develop Novus Coin Corp.'s culture of innovation, expand the company into international markets, and extended its product portfolio and global reach.

Prior to starting **Novus Coin, Corp.**, Mr. Fleury's extensive knowledge of online marketing allowed him to develop and program a multi-tier marketing system which has grown to thousands of affiliates nationwide for his small business of real estate and loans.

Giovanni Fleury received his certificate in Foreign Exchange trading from the World Trade Institute. Fleury has over 20 years of trading experience which provides great insight into all facets of the markets to which the games are connected. Mr. Fleury is also an avid gamer; therefore he has great insight into video games that appeal to the masses.

Mr. Fleury is a licensed real estate broker for more than 8 real estate brokerages including Trust Realty Services, LLC and soon to be licensed Novuscoin Realty, Corp.

This combination of knowledge, passion and devotion is certain to lead the organization to record highs! Additional personnel will be added upon funding.

Erick Shute, Chief Operating Officer (COO) & VP of Marketing

Erick Shute is a serial entrepreneur and creative visionary with strong perseverance. Since he was the young age of 12 winning awards for modeling and working on the farm on the weekends while in school Erick has always been a go getter that gets things done not being born with a silver spoon and learning the valuable lesson of hard earned work. He has worked with multiple startup companies and excels in marketing and lead generation. In his spare time he enjoys singing with his band.

BUSINESS PLAN

We plan on primarily focusing on developing games in the highly profitable global video games market. The global Video Game revenue in 2014 was \$104 Billion. That was greater than the global movie and music industry revenue combined.

We would like to give everyone the opportunity to make money with our games. The concept is to incorporate the 24-hour a day Forex and crypto (digital) currency market into video games that allow anyone an opportunity to make money while playing. Usually involves complicated or boring display formats use to represent price action in the markets. All we are doing is changing the way the market movement is displayed into another visual format in a fun environment that we create. We can represent the market movements in a currency in the form of an animated character or inanimate objects

Video gamers would set up an account to play the game. They will deposit funds to purchase  Novuscoin™ that will allow them to earn more  Novuscoin™ which is much like setting up a trading account.

In Forex trading or Crypto currency trading, the leverage (gearing) we provide our clients will be from 1 to 100 times or more of their deposit amount in  Novuscoin™. Example: At 100 times their money leverage, if they deposit \$20.00 USD in their account they will be credited with  20.00 (twenty  Novuscoin™ in their account) which they will be able to leverage 100 times with  2,000 (two thousand  Novuscoin™). They may use as many or as few of those  Novuscoin™ as they wish. Those play dollars will give players the opportunity to make a profit in  Novuscoin™ that will be deposited into their account which they can withdraw at any time. Think of it is as a game card at an arcade that earns points to get tickets for toys afterwards; here those points are converted to spendable money or cash that players can withdraw. Think of this as a casino but with better odds for the gamers because all financial markets can only go up or down. The odds of pick the right direction in any of these markets are 50/50, much greater than gambling odds. Therefore this type of activity is not considered gambling.

Besides trying to make money from their own activities in the games clients will also receive compensation, payment or credits from referrals that will be deposited directly into their game accounts. They can use these funds or credits to play games and may withdraw or deposit funds at any time. The most fun for clients will be the ability to keep track of their referral earnings in real time using a tiny phone app or desktop app. Making money while doing absolutely nothing is an extremely exciting prospect to most people.

The activity on our gaming platforms can generate substantial amounts of revenue calculated to be in the hundreds of millions or even billions of dollars monthly.

Part of Phase I our plan is to develop the games with this initial funding and have servers up and running during the first year.

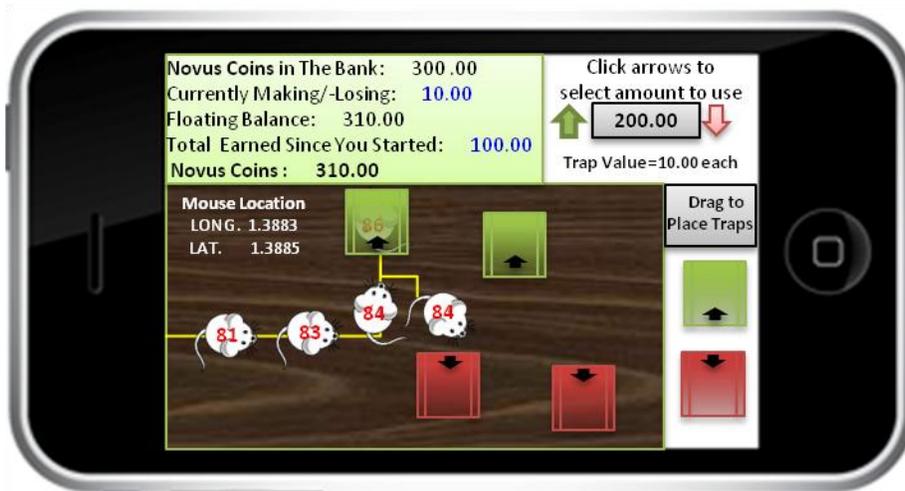
Phase II will be to raise additional funds to build data centers and purchase additional equipment to handle the influx of new customers as we grow.

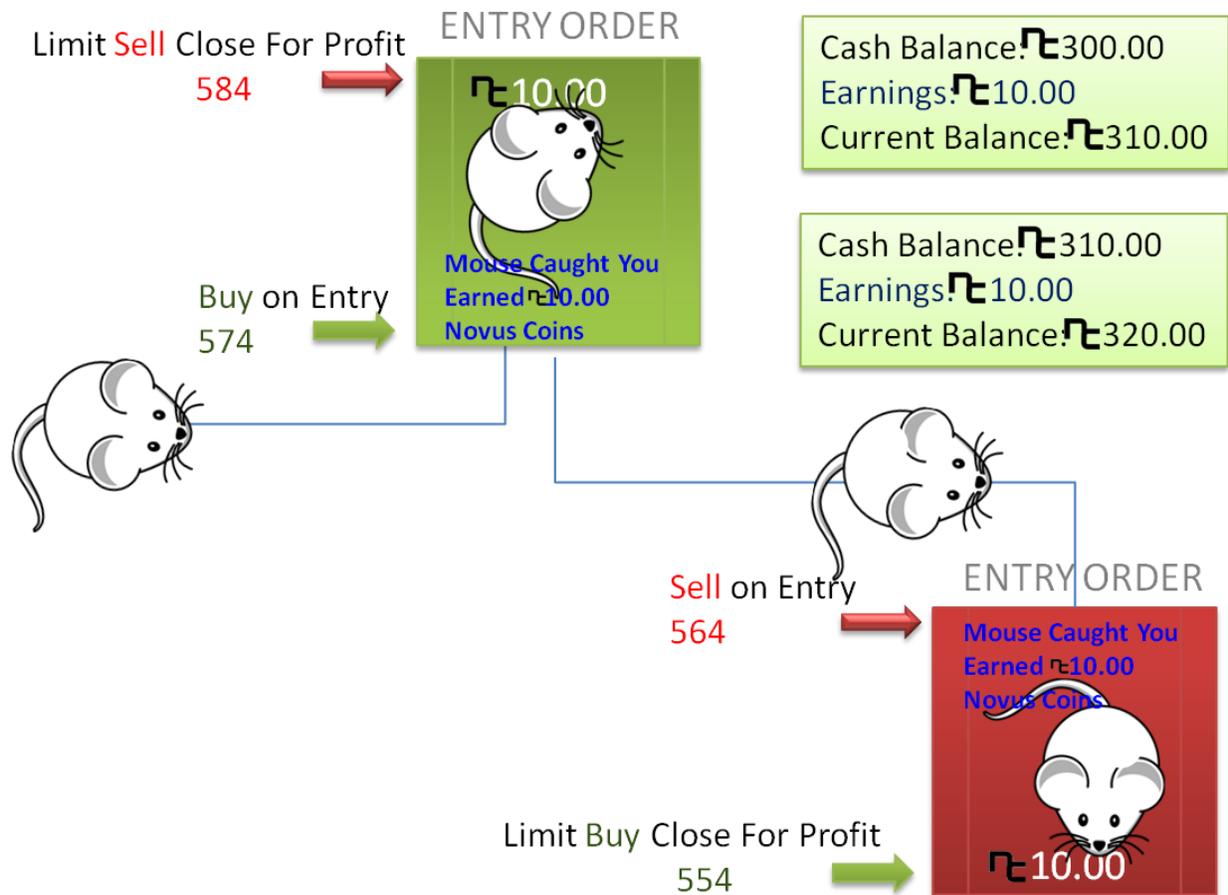
Game Examples

We will develop games for all age groups that appeal to males or females. The accounts will allow players to make money no matter what game they play. All cell phone app games will be connected to the same trading account so players can continuously make money. The points gained in any game accumulate into players' accounts and can be converted to dollars they can actually spend.

EXAMPLE OF SIMPLE MOBILE GAMES

Example of "MiceTraps" Game: Your business is to layout Mice Traps to catch mice from different countries and earn real  Novuscoin™ cheese, bread, cash money!." The game will be located at www.micetraps.net can use different animated mice which represent different currencies and traps that represent different kinds of trading orders. The mice that you actually catch will be actual profits that you catch in the market.





The objective is to catch a mouse which actually is a currency. The traps are trading orders with preset limits to exit out with a set amount of profits. You can lay out as many traps (orders) as you want. You can catch mice (currencies) going up or down, you can catch them and make money anywhere they go. This method, based on my 20 years of trading is one of the best strategies to make money in trading. By applying this concept to our games will help mobile gamers make money consistently while having fun. This will generate a huge amount of referrals. This can help our company grow faster than any other mobile gaming company or social network on the planet. If you were to apply this same method while trading you will more than likely be a very good trader and make money consistently.

This type of video game app can help even the most professional traders be more productive in trading as this is a much more relaxed trading environment for professional traders. The novice gamers will not have to learn how to trade to play and trade to make money. The simple intuitive system is designed to change the way trading is viewed and accomplished.

If the mice make it to the back of the trap it closes and you earn the money that is at the back of the trap. The front and the back are set 5 points apart In this example you will make ₪10.00 (Ten ₪ Novuscoin™) when the mouse enters and hits the back of the trap. If the mouse does not hit the back of the trap and goes back out and goes to the other trap you lose ₪10.00 (₪ Novuscoin™) but you can make it back if the mouse goes into the trap and goes to the back of the other trap. You can lay out as many traps as you want above and below the mice's path.

Just like in real trading a gamer can place entry and exit orders by using satellites that shoot laser beams automatically when asteroids cross the satellites' paths. Basically a gamer will be able to do whatever

they normally do on a regular trading platform. The only difference will be graphics and the way they place orders, which will be more interactive.

Online Gamer Collaboration: Each gamer will have the ability to join other gamers online and talk to each other using a microphone or through chat to decide how to make better decisions. **Historical Charts:** Gamers will be able to predict future movement by using historical data.

What else does Novuscoin.com have in store for its gamers?

Novus Coin™ debit cards for the gamers who want to have access to their earnings instantly in order to be able to spend **Novuscoin™** in our stores or participating merchants' stores, from consumer goods to real estate.



The **Novus Coin Card** to be found at all retail locations worldwide will allow gamers to instantly fund their accounts.



Development Team

We currently outsource our programming to experts in the crypto currency programming field. They have already done some work for us to complete our Novuscoin crypto currency as well as the electronic wallets for different platforms that allow users to mine Novuscoin as well as send and receive Novuscoin to anyone who has a Novuscoin Wallet. We will hire our own in house team of programmers and game designers in phase I of this plan to begin work on Novuscoin Games.

Marketing Strategy

We will utilize online ads, television ads, social media, and multilevel marketing to promote this service. We will also to integrate our games on social networking sites such Facebook.

Network marketing will be one of the best ways to advertise. We will give everyone a chance to make money for referring clients. People will be happy to make money even though they may not be playing the games themselves. We are talking about lifetime income for as long as clients stay with us and keep playing. This is also a way of retaining clients because they will have a constant source of money to continue playing the games.

Projected Income

There are several ways that we can generate income from the games. One method can be monthly membership fees. The second method, which will be the primary way to make money for the Company, is a monthly rebate from brokers in the form of Pips per Transaction from each and every client transaction.

Whenever a client clicks a mouse, pushes a button, creates an action in the game we get paid. When clients fund their game account and play games for cash. Clients will be treated as clients that trade Forex with trading accounts. Each client will have its own account to play with and will actually be able to make money in the Forex while playing the games.

Even if clients do not have any cash we can present them with paid adds that they can click and receive revenue. They will also receive revenue from referrals. They can then use their earnings to play the games to be able to make more money.

We will earn our income per click which in turn creates a transaction in the Forex market from which we will receive a percentage of the spread or profit per transaction earned by the Forex dealer with whom we are partnering with to handle the brokerage side on the backend of the game. We have estimated profit amounts in the following spreadsheets on the following pages.

Although we anticipate millions of dollars in revenue from transactions involving Novus Coins, however our focus at this time is the video games business which will generate the greatest portion of our revenues.

Investor Return on Investment (ROI)

It is estimated that investors will be able to receive a possible annual dividend yield 8% to over 160% within the first 3 years of operation with substantial increase in revenue to be expected. The Novuscoins those investors will receive, as part of this offering, in their wallet will also have a market cash value when it will be placed on a crypto (digital) currency exchange. Placing Novuscoin on a currency exchange may create a much faster return on investment as it will be one of the first things we do upon funding. The value will be determined by the market just as it is for Bitcoin. If and when the company goes public each share of stock will have a cash market value.

If we do go public you can also expect your shares in this company to be extremely valuable.

INCOME AND EXPENSES PROJECTIONS

| ESTIMATED INCOME & EXPENSES WITH MONTHLY SUBSCRIPTIONS | | | | |
|--|---------------|------------------------|-------------------------|--------------------------|
| Novuscoin Games | | Year 1 | Year 2 | Year 3 |
| ESTIMATED GAMERS | | 1,000,000 | 10,000,000 | 20,000,000 |
| Per Month Subscription | | \$4.99 | \$4.99 | \$4.99 |
| Monthly Subscription Revenue | | \$4,990,000 | \$49,900,000 | \$99,800,000 |
| Months | | 12 | 12 | 12 |
| Annual Subscription Revenue | | \$59,880,000 | \$598,800,000 | \$1,197,600,000 |
| Gamer Activity Projections | | | | |
| Dollars Player Put Into The Game to Play | | \$20 | \$20 | \$20 |
| Leverage in The Foreign Exchange Markets | | 100.00 | 100.00 | 100.00 |
| Dollars in Play Per Player (Leveraged Amount) | | \$2,000 | \$2,000 | \$2,000 |
| Total Dollar Volume For All Clients Each Click | | \$2,000,000,000 | \$20,000,000,000 | \$40,000,000,000 |
| Spread | | 0.0001 | 0.0001 | 0.0001 |
| Total Dollar Profit For All Clients Each Click | | \$200,000 | \$2,000,000 | \$4,000,000 |
| Average Clicks Per Player Per Day | | 100.00 | 100.00 | 100.00 |
| Total Daily Profits | | \$20,000,000.00 | \$200,000,000.00 | \$400,000,000.00 |
| Days | | 30 | 30 | 30 |
| For the Month | | \$600,000,000 | \$6,000,000,000 | \$12,000,000,000 |
| Months | | 12 | 12 | 12 |
| Annually | | \$7,259,880,000 | \$72,598,800,000 | \$145,197,600,000 |
| Total Estimated Annual Revenue | | \$7,259,880,000 | \$72,598,800,000 | \$145,197,600,000 |
| Cost of Sales | 20.45% | \$1,484,645,460 | \$14,846,454,600 | \$29,692,909,200 |
| Gross Profit | 79.55% | \$5,775,234,540 | \$57,752,345,400 | \$115,504,690,800 |
| Officers Comp. | 2.84% | \$206,180,592 | \$2,061,805,920 | \$4,123,611,840 |
| Salary-Wages | 22.68% | \$1,646,540,784 | \$16,465,407,840 | \$32,930,815,680 |
| Rent | 2.96% | \$214,892,448 | \$2,148,924,480 | \$4,297,848,960 |
| Taxes | 1.93% | \$140,115,684 | \$1,401,156,840 | \$2,802,313,680 |
| Benefits-Pension | 2.42% | \$175,689,096 | \$1,756,890,960 | \$3,513,781,920 |
| Repairs | 1.55% | \$112,528,140 | \$1,125,281,400 | \$2,250,562,800 |
| Bad debts | 0.41% | \$29,765,508 | \$297,655,080 | \$595,310,160 |
| Other SG&A Exp. | 22.58% | \$1,639,280,904 | \$16,392,809,040 | \$32,785,618,080 |
| Amort. & Dep. | 6.70% | \$486,411,960 | \$4,864,119,600 | \$9,728,239,200 |
| Interest Earned | 0.09% | \$6,533,892 | \$65,338,920 | \$130,677,840 |
| Interest Expense | 3.25% | \$235,946,100 | \$2,359,461,000 | \$4,718,922,000 |
| Other Income | 0.67% | \$48,641,196 | \$486,411,960 | \$972,823,920 |
| Net Profit | 11.03% | \$800,764,764 | \$8,007,647,640 | \$16,015,295,280 |
| Monthly Net Profits | | \$66,730,397 | \$667,303,970 | \$1,334,607,940 |

| Estimated Annual Dividend Payout | | Year 1 | Year 2 | Year 3 |
|---|--|---------------|---------------|---------------|
| Total Company Stock | | 1,000,000,000 | 1,000,000,000 | 1,000,000,000 |
| Total Shares in This Offering | | 100,000 | 100,000 | 100,000 |
| Percent of Company Authorized Shares | | 0.010% | 0.010% | 0.010% |
| Shares Per Investor Unit | | 200 | 200 | 200 |
| Price Per Share | | \$10.00 | \$10.00 | \$10.00 |
| Price Per Unit | | \$2,000.00 | \$2,000.00 | \$2,000.00 |
| Each Investor Unit % of Net Earnings | | 0.00002% | 0.00002% | 0.00002% |
| Estimated Annual Dividend Per Unit | | \$160 | \$1,602 | \$3,203 |
| Estimated Annual Return on Investment (ROI) | | 8.01% | 80.08% | 160.15% |

These are extremely conservative estimates. Generally game websites that offer sweepstakes and prizes have over 10 million to 30 million registered user accounts that pay monthly fees. What the following games lack is the ability for everyone to make money while they play. We are totally going to change that.

Just to give you an idea of what the industry is currently doing, here are the top 10 online games people are playing. This research was obtained from: [_____](#)

1. [Candy Crush Saga](#): Generates revenue from \$1Million to \$3Million per day that means they make approximately **\$365Million to over \$1Billion per year**.
2. [World of Warcraft](#), launched 2004 Genre/Platform: Western MMORPG; client install with 3D graphics Revenue sources: Monthly subscription, retails sales, prepaid cards (in Asia) DFC estimated 2008 **Revenue: \$500 million-plus**
3. [Fantasy Westward Journey](#), launched 2004 Genre/Platform: Asian MMORPG, client install with 2.5D graphics Revenue sources: Prepaid cards DFC estimated 2008 **Revenue: \$150-\$500 million**
4. [Maple Story](#), launched 2003 Genre/Platform: Asian MMORPG for kids, client install with 2D graphics Revenue sources: Micro transactions, prepaid cards, international licensing DFC estimated 2008 **Revenue: \$150-\$500 million**
5. [Shanda](#) (company, includes [Legend of Mir](#) and [World of Legend](#) series), launched 2003 Genre/Platform: Asian MMORPG, client install with 2.5 graphics Revenue sources: Prepaid cards, virtual item sales, freemium subscriptions DFC estimated 2008 **revenue: \$150-\$500 million**
6. [Lineage I](#) and [Lineage II](#), launched 1998 and 2003 Genre/Platform: Asian MMORPG, client install with 2.5 graphics (Lineage) and 3D graphics (Lineage II) Revenue sources: Subscription, prepaid cards DFC estimated 2008 **Revenue: \$150-\$500 million**
7. [Runescape](#) Genre/Platform: Western MMORPG for kids, web-based with 2.5D graphics Revenue sources: Premium subscription, prepaid cards, real-world advertising DFC estimated 2008 **Revenue: \$50-\$150 million**
8. [Club Penguin](#), launched 2006 Genre/Platform: Virtual world for kids, web-based 2.5D graphics Revenue sources: Premium subscriptions, prepaid game cards DFC estimated 2008 **Revenue: \$50-\$150 million**
9. [Lord of the Ring Online](#) Genre/Platform: Western MMORPG, client install with 3D graphics Revenue sources: Subscription, retail sales DFC estimated 2008 **Revenue: \$50-\$150 million**
10. [Warhammer Online](#) Genre/Platform: Western MMORPG, client install with 3D graphics Revenue sources: Subscription, retail sales DFC estimated 2008 **Revenue: \$50-\$150 million**
11. [Age of Conan](#) Genre/Platform: Western MMORPG, client install with 3D graphics Revenue sources: Subscription, retail sales DFC estimated 2008 **Revenue: \$50-\$150 million**

The financial projections included in this Memorandum are the Company's projection of possible future results and are dependent on many factors over which the Company has no control. The Company cannot give any assurance that any of its assumptions on which the projections are based will prove to be correct.

The Company's management has prepared the projections. Its attorneys and independent accountants have not reviewed or examined the projections, and accordingly assume no responsibility for them.

The projections were not prepared with a view to public disclosure or compliance with published guidelines of the Commission or any state securities commission, or the guidelines established by the American Institute of Certified Public Accountants.

| |
|------------------------|
| USE OF PROCEEDS |
|------------------------|

The net proceeds to the Company are estimated to be \$900,000 should the Offering be completely subscribed. The Company intends to use these proceeds as follows:

| | Maximum |
|---|---------------------|
| Proceeds from Offering (1) | \$1,000,000.00 |
| Less: Selling Expenses | <u>\$100,000.00</u> |
| Net Proceeds to the Company | \$900,000.00 |
| Application of Net Proceeds: | |
| Video Game Development | \$100,000.00 |
| Additional Programming For Novuscoin | \$50,000.00 |
| Working Capital | \$100,000.00 |
| Online Marketing | \$50,000.00 |
| Executive Compensation & Other Expenses | \$600,000.00 |
| Total Use of Proceeds | \$900,000.00 |
| 1.) Assuming All 100,000 shares are sold. | |

In case of delay in the uses of funds described above, the Company intends to invest some the net proceeds of this Offering in other investments in order to diversify and generate additional income for continued operations, development of products, executive expenses and compensation.

While the foregoing represents our best estimate of the use of proceeds, the amounts actually expended for each purpose may vary significantly from the specific allocation of the net proceeds set forth above, depending on numerous factors, including changes in the economic climate for our proposed business operations, the amount of funds raised and the success or lack of success of our marketing plan. Any reallocation of the net proceeds of the Offering will be made at the discretion of the Board of Directors, but will be in furtherance of our strategy to achieve growth and profitable operations. Our working capital requirements are a function of our future sales growth and expansion, neither of which can be predicted with any reasonable degree of certainty. As a result, the Company may be unable to precisely forecast the period of time for which proceeds of this Offering will meet such requirements. We therefore reserve the right to reallocate the net proceeds of this Offering among the various categories set forth above as we, in our sole discretion, deem necessary or advisable.

MANAGEMENT COMPENSATION

The following table sets forth information concerning compensation of the officers and directors of the Company and its subsidiaries whose salaries are expected to exceed an annual rate of \$600,000 during the ensuing fiscal year.

| | |
|-----------------|-----------|
| President & CEO | \$500,000 |
| Vice President | \$50,000 |
| COO | \$25,000 |
| CFO | \$25,000 |

PRINCIPAL INTEREST HOLDERS

The following table sets forth the beneficial owners of 1% or more of the Company's Shares as of October 20th, 2015.

| <u>Interest Holder</u> | <u>Shares</u> | <u>Percentage</u> |
|-----------------------------|----------------------|-------------------|
| Giovanni Fleury, CEO | 900,000,000 | 90.0% |
| Partners | 50,000,000 | 5.00% |
| Employee Stock Option Pool* | 50,000,000 | 5.0% |
| Total Shares | 1,000,000,000 | 100.0% |

*Up to 50,000,000 shares will be given to NOVUS COIN, CORP's employees as options.

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CAPITALIZATION

The Company's authorized capital stock consists of 1,000,000,000 shares of Stock. As of October 21, 2015, the Company had 0 shares of Stock outstanding.

The following is a brief summary of certain terms and provisions of the capital stock of the Company. Such summary does not purport to be complete and is qualified in all respects by reference to the actual text of the Company's Certificate of Incorporation and Bylaws, and to applicable law.

A. Common Stock

The holders of shares of Common Stock are entitled to one vote for each share on all matters on which the holders of Common Stock are entitled to vote. There is no cumulative voting for the election of directors. Subject to the rights of any outstanding shares of preferred stock, the holders of the Common Stock are entitled to receive ratably such dividends as may be declared by the Board out of funds legally available therefore. Holders of Common Stock are entitled to share ratably in the net assets of the Company upon liquidation or dissolution after payment or provision is made for all liabilities and the preferential liquidation rights of any shares of preferred stock then outstanding. The holders of Common Stock have no pre-emptive rights to purchase any shares of any class of stock. Additionally, all outstanding shares of Common Stock are, and the shares of Common Stock to be issued by the Company pursuant hereto shall be upon payment therefore, fully paid and non-assessable.

B. Preferred Stock

The Board may issue additional shares of Preferred Stock in one or more series and fix the rights, preferences and privileges thereof, including voting rights, terms of redemption, redemption prices, liquidation preferences, number of shares constituting any series or the designation of such series, without further vote or action by the stockholders.

Although the Company presently has no intention to do so without stockholder approval, the Board may issue Preferred Stock with voting and conversion rights that could adversely affect the voting power of the holders of Common Stock. Any such provision may be deemed to have a potential anti-takeover effect, and the issuance of Preferred Stock in accordance with such provision may delay or prevent a change of control of the Company.

The capitalization of the Company as of October 21, 2015 on a proforma basis after giving effect to the adjusted capitalization for the sale of 100,000 Shares at the offering price of \$10.00 per share, which will raise \$900,000.00, is \$900,000.00.

THE COMPANY ADVISES ALL PROSPECTIVE INVESTORS TO PURSUE THEIR OWN INDEPENDENT INVESTIGATION WITH RESPECT TO THE PROJECTED FINANCIAL INFORMATION INCLUDED IN THE BUSINESS PLAN.

SUBSCRIPTION AGREEMENT

In connection with the proposed issuance of Shares (the "Shares") in **Novus Coin, Corp.**, doing business as **NOVUS COIN, CORP.**, (the "Company"), the undersigned prospective investor ("Investor") and the Company hereby agree as follows:

1. Subscription. The investor hereby subscribes for the purchase of Preferred Shares and agrees to purchase the number of Shares set forth on the signature page of this Subscription Agreement at a price of \$10.00 per share. The Investor and the Company agree that this Subscription is and shall be irrevocable; however, the Company, in its sole discretion and for any reason, may accept or reject this Subscription Agreement, in whole or in part, at any time not later than 10 days after the date of this Subscription Agreement.

2. Representations and Warranties. The Investor makes the representations and warranties set forth below with the intent that the same may be relied upon in determining the Investor's suitability as a purchaser of Shares. If the Investor includes or consists of more than one person or entity, the obligations of the Investor shall be joint and several and the representations and warranties herein contained shall be deemed to be made by and be binding upon each person or entity and their respective heirs, executors, administrators, successors and assigns.

(a) No Regulatory Review. The investor is aware that this Offering is a limited private offering and that no federal, state, or other agency has made any finding or determination as to the fairness of the investment nor made any recommendations or endorsement of the Shares.

(b) Ability to Evaluate. The Investor, by reason of the Investor's knowledge and experience in financial and business matters is capable of evaluating the risks and merits of an investment in the Shares. The Investor (i) understands that the Company is a development stage company, has a very limited operating history and has no meaningful historical financial data upon which to estimate revenues and operating expenses and (ii) believes it has received all information and has conducted all of the due diligence it considers necessary or appropriate in deciding whether to purchase the Shares. The Investor has relied solely upon the advice of Investor's own tax and legal advisors with respect to the tax and other legal aspects of the investment in the Shares.

(c) Investment Intent. The Investor acknowledges that the purchase of Shares hereunder is being made for the Investor's own account, for investment purposes only and not with the present intention of distributing or reselling the Shares in whole or in part. The Investor further understands that the Shares have not been registered under the Securities Act of 1933, as amended (the "Act"), or under any state securities laws by reason of specific exemptions therein, which depend upon, among other things, the accuracy of the Investor's representations as expressed in this Subscription Agreement. The Investor further understands that transfer of the Shares is restricted under the Act and under state securities laws.

(d) No Liquidity. The Investor has been advised that (i) it is unlikely that there will be a market for the Shares for a substantial period of time, or ever, (ii) there are substantial limitations on the Investor's ability to sell or transfer the Shares, and (iii) in any event, it may not be possible to readily liquidate the Investor's investment in the Shares.

(e) Confidentiality. The Investor understands that the Confidential Private Placement Memorandum provided to the Investor and any other information discussed with the Investor in connection with this Offering is confidential. The Investor has not distributed and will not distribute the Confidential Private Placement Memorandum and has not divulged and will not divulge the contents thereof or of any oral communication with the Company in connection with this Offering, to anyone other than such legal or financial advisors as the Investor deems necessary for purposes of evaluating an investment in the Shares and no one (except such advisors) has used the Confidential Private Placement Memorandum, and the Investor has not made any copies thereof.

(f) Authorization and Formation of Subscriber. The Investor, if a corporation, partnership, trust or other form of business entity, is authorized and otherwise duly qualified to purchase and hold Shares and such

entity has not been formed for the specific purpose of acquiring Shares in this Offering. If the Investor is one of the aforementioned entities, it hereby agrees that upon request of the Company it will supply the Company with any additional written information that may be requested by the Company.

3. Arbitration. Any dispute arising out of or relating to an investment in its Shares must be handled in accordance with the rules and regulations of the American Arbitration Association, said arbitration to be binding on the parties. Additionally, each investor hereunder will be waiving the right to seek punitive damages, the right to trial by a jury and other potential remedies that otherwise may be afforded by law.

4. Governing Law. This Subscription Agreement shall be governed by and construed in accordance with the laws of the State of New York.

5. Signatures. The Investor declares under penalty of perjury that the statements, representations and warranties contained herein are true, correct and complete and that this Subscription Agreement was executed at:

(City, State)

Number of Units: _____ Total purchase price: \$ _____

Exact Name(s) in which ownership of Shares is to be registered:

Address: _____

City, State, Zip Code: _____

Phone: () _____ Email: _____

Subscriber

Joint Subscriber: (if necessary)

(Print Name)

(Print Name)

(Signature)

(Signature)

SSN/ Tax ID #

SSN/ Tax ID #

Date: _____

Date: _____

RECEIVED AND ACCEPTED BY:

(Signature) Date: _____
Giovanni Fleury, CEO,  NOVUS COIN, CORP.

CERTIFICATE OF ACCREDITED INVESTOR STATUS

Except as may be indicated by the undersigned below, the undersigned is an "accredited investor," as that term is defined in Regulation D under the Securities Act of 1933, as amended (the "Securities Act"). The undersigned has checked the box below indicating the basis on which he is representing his status as an "accredited investor":

- 1) a bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity; a broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act"); an insurance company as defined in Section 2(13) of the Securities Act; an investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; a small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, and such plan has total assets in excess of \$5,000,000; an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are "accredited investors";
- 2) a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
- 3) an organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- 4) a natural person whose individual net worth, or joint net worth with the undersigned's spouse, at the time of this purchase exceeds \$1,000,000;
- 5) a natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with the undersigned's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- 6) a trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a person who has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of the prospective investment
- 7) an entity in which all of the equity holders are "accredited investors" by virtue of their meeting one or more of the above standards; or
- 8) an individual who is a director or executive officer of a company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Accredited Investor Status effective as of _____, _____.

Subscriber

Joint Subscriber: (if necessary)

(Print Name)

(Print Name)

(Signature)

(Signature)

Funding and Wire Instructions

We will provide you the proper instructions upon request.

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