MAGUS CRYPT (PTY) LTD // STRATEGIC INVESTMENT MEMORANDUM

SPIRIT BOT ECOSYSTEM & ACQUISITION FACILITY

$400,000 USD Growth Facility // Acquisition of RefundYourSOL & Cross-Chain Expansion

Targeting Seed / Strategic Growth Partners | Clean Cap Table | 100% Founder-Owned | Private & Confidential

VERIFIED REVENUE	DEBT SERVICE RATIO	CAPTIVE AUDIENCE	CAPITAL FACILITY	INSTITUTIONAL PIPELINE
$24.2K/mo	4.7x Coverage	285K+ Users	$400,000	$999+/mo
90%+ Net Margin	$17K Net vs $3.45K Note	70K Bot + 173K Media	Assets + Launch + DEX	Enterprise Quant Feeds

1. EXECUTIVE SUMMARY & STRATEGIC RATIONALE

Market Opportunity & Operator Mandate:
The decentralized financial sector is maturing from retail speculation into high-volume algorithmic execution. However, early-stage algorithmic startups typically face punitive customer acquisition costs ($45–$120 CAC) that exhaust seed capital on speculative marketing. Magus Crypt solves this structural inefficiency through a disciplined **acquisition-led growth model**: acquiring proven, cash-flowing infrastructure to secure immediate distribution, capital self-sufficiency, and risk-mitigated upside.

The Dual-Asset Growth Engine:
Magus Crypt is acquiring 100% of **RefundYourSOL (RYS)**, an established, automated Solana utility generating **$24,228/month** ($17,000/mo net baseline) with over 7.36 million accounts closed and 4,923 SOL ($486,679 USD) lifetime revenue across 20 months. RYS acts as an immediate **capital and distribution backstop**: its standalone net cash flow covers acquisition debt service **4.7x over**, while its active base of 80,000 monthly sessions, 3,200 custodial wallets, and 70,000 Telegram bot users provides a built-in zero-CAC conversion funnel for **Spirit Bot Mark 1**—our proprietary quantitative execution platform and high-ticket institutional API service ($999+/mo).

Operator Commitment & Governance:
Magus Crypt is 100% founder-owned and directed by Gomolemo Diale, operating under strict corporate governance, non-custodial software principles, and verified on-chain mechanics. Spirit Bot Mark 1 represents extensive founder sweat equity in proprietary quantitative modeling (sacred geometry, Fibonacci ratios, multi-DEX routing) and functional execution architecture. The $400,000 facility is conservatively structured to acquire cash-flowing IP, seed decentralized liquidity, execute a coordinated marketing rollout, and scale institutional sales.

2. THE THREE STRATEGIC PILLARS

PILLAR 1: FINTECH CASH FLOW	PILLAR 2: PROPRIETARY MEDIA	PILLAR 3: QUANT ALGO SUITE
RefundYourSOL (Acquired Asset)	**173K Crypto Newsletter List**	**Spirit Bot Mark 1 (Core IP)**
• $24,228 August 2026 revenue (>90% net margin)	• 173,000 verified opt-in crypto subscribers	• Sacred geometry & Fibonacci execution engine
• 7.36M SPL accounts closed; 4,923 SOL lifetime	• 42% confirmed open rate (78% US / 12% UK)	• Sub-400ms multi-DEX routing across 12+ pools
• 15% reclaim fee on unspent SOL rent deposits	• Acquired for $17,300 ($0.10/reader via LetterTrader)	• Model Context Protocol (MCP) AI integration
• Automated residual token arbitrage & liquidation	• Zero-CAC captive audience for retail onboarding	• Dual SaaS ($29–$99/mo) + Quant API ($999+/mo)
• 3,200 custodial wallets; 70K TG bot users	• $8,000–$15,000/mo external sponsorship upside	• 0.75%–1.00% protocol volume capture
• Self-amortizing: covers acquisition debt 4.7x	• Immediate launchpad for ecosystem expansion	• Retaining Jacob Kratochvil (RYS founder) 6+ mo

3. TRANSACTION ARCHITECTURE & SOURCES AND USES OF FUNDS

Magus Crypt is raising a **$400,000 USD Capital Facility**. The capital allocation is heavily weighted toward income-producing, tangible intellectual property and direct distribution assets (over 60% of proceeds), providing immediate collateral value and positive operational cash flow from Day 1.

ALLOCATION CATEGORY	AMOUNT ($)	% OF TOTAL	OPERATIONAL IMPACT & MILESTONE OBJECTIVE
RefundYourSOL Acquisition (Cash Consideration)	$165,000	41.25%	60% upfront cash payment on $275,000 agreed purchase price. The remaining $110,000 is financed via a 36-month seller note @ 8% ($3,450/mo), amortized directly from RYS's ~$17K/mo net cash flow.
Proprietary Newsletter Asset Acquisition	$17,300	4.33%	Purchase of 173,000 verified crypto subscribers via LetterTrader ($0.10/sub). Delivers 72,000 opening readers per send (42% open rate) for instant zero-CAC distribution.
DEX Liquidity Seeding & Treasury Reserve	$75,000	18.75%	Automated market-making and liquidity provisioning for ecosystem utility tokens across Uniswap V4 (Robinhood Chain) and Raydium (Solana) to facilitate volume trading.
Multi-Channel Go-To-Market & Viral Launch	$85,000	21.25%	Coordinated 24-hour launch blitz across 100 crypto KOLs (X, YouTube, Telegram), high-production cinematic product demonstration, and Robinhood Chain liquidity campaign.
Systems Integration, Audits & Working Capital	$57,700	14.42%	Enterprise Helius/Jito RPC node bandwidth, smart contract security audits, institutional $999/mo API gateway integration, Escrow.com closing costs, and Jacob Kratochvil's 6-month consulting retainer.
TOTAL CAPITAL FACILITY ASK	**$400,000**	**100.0%**	**Fully funded path to consolidated operational profitability and multi-million dollar annual scale.**

4. ACQUISITION TERMS & DEBT SERVICE COVERAGE MECHANICS

Transaction Structure & Seller Alignment:

- **Agreed Purchase Consideration:** $275,000 USD for 100% of RefundYourSOL IP, codebases, domains, API keys, and administrative custodial infrastructure.
- **Cash Closing Consideration:** $165,000 USD (60%) funded from facility proceeds at formal closing via Escrow.com.
- **Seller Promissory Note:** $110,000 USD (40%) financed directly by the seller over 36 months at an 8.0% annual interest rate.
- **Monthly Debt Service Obligation: $3,450.41 per month** (Principal & Interest amortization).
- **Coverage Analysis (DSCR):** RYS generates a verified 20-month conservative net cash flow of ~$17,000/month (August 2026: $24,228 gross). Standalone net cash flow covers the monthly note payment **4.7x over** ($17,000 vs. $3,450). The acquisition is completely self-amortizing, creating net positive free cash flow of ~$13,500/month after debt service with zero reliance on external subsidies.
- **Founder Retention & Handover:** The seller, Jacob Kratochvil, is contractually bound under a 6-month consulting and transition covenant as Lead Systems Architect, ensuring seamless migration of backend server scripts, key management vaults, and custom Solana RPC routing.

5. BUSINESS MODEL & DIVERSIFIED REVENUE ARCHITECTURE

The integrated platform monetizes across retail utility, retail algorithmic subscriptions, high-margin institutional enterprise API contracts, volume-based protocol execution fees, and high-impact media sponsorships.

REVENUE ENGINE	PRICING & FEE MECHANISM	CUSTOMER TARGET & UNIT ECONOMICS	FINANCIAL PROFILE
Rent Reclaim Protocol (RefundYourSOL Core)	15% protocol fee on all reclaimed SOL rent from closed token accounts.	Solana retail traders with dormant token accounts. Over 7.36M accounts processed to date.	**$17,000/mo net** baseline (~$204K/yr annualized). 90%+ gross margin.
Residual Token Arbitrage (Automated Liquidation)	Automated swap liquidation across Jupiter, Raydium, and Pump.fun routes.	Liquidates micro-dust balances swept during account closure into WSOL.	**$5,000–$10,000/mo** variable volume upside (August 2026: 104.64 SOL).
Spirit Bot Retail SaaS (Subscription Tiers)	• Growth Tier: $29/month • Apex Pro Tier: $99/month	Retail crypto traders seeking automated algorithmic execution, trailing stops, and multi-DEX routing.	**$348K ARR** at 1,000 users; scaling to **$4.38M ARR** in Year 2 (8,500 active users).
Institutional Enterprise API (Quant & Prop Desks)	**$999 to $2,500/month** contracted minimum + custom volume tiering.	Boutique crypto hedge funds, family offices, prop trading desks, and quantitative market makers requiring dedicated low-latency feeds and custom cycle signals.	**$179.8K ARR** Year 1 (15 funds); scaling to **$1.32M ARR** Year 3 (110 funds) at 92%+ EBITDA margins.
Protocol Volume Capture (Execution Fees)	0.75% to 1.00% fee on trade volume routed through Spirit Bot smart contracts.	High-frequency retail and institutional volume across Solana, Robinhood Chain, and Ethereum L2s.	**$810K Year 1**, scaling aggressively with DEX liquidity depth and Robinhood Chain adoption.
Ecosystem Media & Ads (Newsletter & Community)	Sponsored dedicated sends ($1,500–$2,500) and Telegram community display slots.	173K crypto newsletter subscribers (42% open rate) + 70K active bot users.	**$96K–$180K/yr** high-margin secondary revenue from vetted crypto advertisers.

6. DISTRIBUTION ARCHITECTURE & COMPETITIVE ADVANTAGES

THE ZERO-CAC DISTRIBUTION FLYWHEEL

- **Direct Telegram Broadcasts:** Direct push notifications to 70,000 active Telegram bot users (@refundyoursolbot).
- **173K Newsletter List:** Bi-weekly direct-to-inbox editorial distribution to 72,000 opening readers (42% open rate).
- **Synchronized 24-Hr Launch Blitz:** 100 synchronized crypto KOLs launching video reviews, live demonstrations, and liquidity incentives.
- **Viral Staking Loop:** RYS users who stake $SPIRIT receive an enhanced 95% reclaim cut, driving viral referral loops.
- **Institutional Sales Pipeline:** Direct B2B outreach to boutique quant funds in South Africa, UK, and Europe for the $999/mo API tier.

STRUCTURAL COMPETITIVE DEFENSES

- **vs. Retail Trading Bots (Trojan, Maestro, Banana Gun):** Incumbents pay $45–$120 per user in affiliate kickbacks and rely on basic sniping. Magus Crypt monetizes on Day 0 via a free utility and provides predictive mathematical alpha.
- **vs. Robinhood Chain Competitors (Pons.fun):** Pons captured early volume but lacks institutional tooling and multi-chain depth. Spirit Bot delivers sub-400ms cross-chain execution.
- **Proprietary Quantitative Engine:** Advanced models based on sacred geometry, Fibonacci ratio analysis, and natural cycle timing, delivering proprietary trade signals.
- **Institutional Enterprise Gateway:** Dedicated WebSocket feeds, private RPC routing, and compliance infrastructure unavailable on retail meme bots.

7. EMPIRICAL THREE-TIER AUDIT & HISTORICAL RECONCILIATION

To establish absolute empirical veracity, RefundYourSOL's historical revenue claims have been cross-verified across three independent, tamper-resistant records: internal operational databases, public blockchain ledgers, and official banking/tax filings.

• **Lifetime Volume:** 7,363,401 accounts closed; 4,922.91 SOL ($486,679 USD) gross fees generated over 20 months. • **Recent Monthly Actuals:** August 2026 recorded $24,228 gross ($17,000 net baseline). • **User Engagement:** 80,000 monthly active web sessions (Google Analytics verified). • **Live Admin Portal:** Full historical daily/monthly logs accessible in diligence data room.	• **Master Fee Wallet:** REfUndEd1... verified processing ~1,500 daily txs, collecting 50–70 SOL/mo in direct 15% reclaim fees. • **Burn Wallet:** BURNNeQ2... verified executing automated token swaps and retaining net WSOL profits. • **Sample Verifications:** Solscan txs 2C3kvqa... and 3cvSpyt... confirm automated DEX arbitrage.	• **Air Bank Statements:** 9 consecutive monthly statements (Jan–Sep 2026) confirm 8 Revolut fiat withdrawals totaling **2,051,000 CZK (~$93.2K USD)**. • **Official Czech Tax Return:** 2025 personal filing (DPFO vz. 30) confirms **9,134,800 CZK (~$415K USD)** gross business income. • **Tax Settlement:** Verified 312,349 CZK tax settlement paid on 02.07.2026, confirming official reporting of utility earnings.

8. TECHNICAL ARCHITECTURE & SYSTEMS OVERVIEW

Quantitative Execution Infrastructure:
Spirit Bot Mark 1 is engineered as an autonomous, high-frequency decentralized quantitative platform. The software architecture is accessible via live prototype at **https://spiritbot.org/** (mirror: **spiritbotorg.netlify.app**) and incorporates three core technical layers:

• **Predictive Quantitative Algorithms:** Proprietary mathematical execution engine combining Gann cycle analysis, Fibonacci golden ratio retracements, and harmonic wave intervals to predict liquidity breakouts and trend exhaustion with superior hit rates compared to simple moving averages.

• **Sub-400ms High-Throughput Routing:** Direct dedicated WebSocket connection to enterprise Helius and Jito RPC nodes on Solana, and private node infrastructure on Robinhood Chain. Aggregates liquidity across 12+ decentralized liquidity pools (Raydium, Orca, Uniswap V4, Pump.fun) to achieve sub-400ms transaction execution with automated slippage protection.

• **Non-Custodial Architecture & Model Context Protocol (MCP):** Trades execute via user-delegated session keys and smart contracts; Magus Crypt never takes custody of client principal. Includes a functional Model Context Protocol (MCP) server enabling autonomous AI agents to query portfolio balances, analyze market conditions, and execute programmatic orders.

9. KEY INVESTMENT CONSIDERATIONS & RISK MITIGATION FRAMEWORK

Institutional diligence requires rigorous identification of structural operating risks and formal operational hedges. The following matrix outlines the key risk categories and the proactive legal and technical mitigations embedded in this transaction.

INVESTMENT CONSIDERATION	OPERATING RISK ANALYSIS	FORMAL MITIGATION & STRUCTURAL CONTROL
1. Technical Continuity & Key-Man Transition	Risk of operational disruption or undocumented backend code following founder transition from Czechia.	**Contractual 6-Month Retention:** Jacob Kratochvil is retained as Lead Systems Architect under a binding consulting covenant. Escrow.com release is contingent on completed server and code handover.
2. Debt Solvency & Capital Coverage	Risk that acquisition debt service drains company cash reserves and threatens ongoing development runway.	**4.7x Cash Flow Coverage:** The $110K seller note requires $3,450/mo. Standalone RYS net cash flow (~$17,000/mo) covers debt 4.7x over, generating ~$13.5K/mo net surplus after debt service.
3. Intellectual Property & Asset Title	Risk of defective cross-border IP transfer or encumbered code repositories from the seller's European entity.	**Comprehensive Definitive APA:** Direct assignment of 100% of IP, domains, codebases, and custodial vaults into Magus Crypt (Pty) Ltd at closing, free and clear of liens or liabilities.
4. Market Volatility & Protocol Dependency	Risk that broader crypto market downturns or declining trading volume suppress platform transaction revenues.	**Counter-Cyclical Hedging:** Rent-reclaim volume spikes during market downturns as traders recover capital from dead tokens. Institutional $999/mo annual contracts provide non-cyclical ARR.
5. Media Asset Quality & Engagement	Risk that the acquired 173,000 email subscriber list suffers from audience fatigue or low conversion.	**Attractive Basis & Proven Opens:** Acquired at $0.10/subscriber ($17,300 total, down from $75K). Verified 42% open rate (72K readers/send) delivers ultra-low-cost retail user acquisition.

10. CONSOLIDATED FOUR-YEAR FINANCIAL PRO-FORMA (2027–2030)

Financial model combining existing RYS utility cash flows, retail algorithmic subscriptions, institutional API enterprise contracts ($999+/mo), and volume trading fees.

FINANCIAL METRIC ($ USD)	YEAR 1 (2027)	YEAR 2 (2028)	YEAR 3 (2029)	YEAR 4 (2030)
Active Paid Retail Subscribers (Growth + Apex)	2,500 users	8,500 users	22,000 users	45,000 users
Active Institutional Clients ($999/mo min)	15 funds	45 funds	110 funds	220 funds
Retail SaaS Subscription Revenue	$1,248,600	$4,389,600	$11,442,000	$23,658,000
Institutional Enterprise Revenue ($999+/mo)	$179,820	$539,460	$1,318,680	$2,637,360
Protocol Trading & Performance Fees	$810,000	$3,672,000	$11,880,000	$29,160,000
Utility Cash Flows, Media & APIs	$195,000	$480,000	$1,150,000	$2,400,000
CONSOLIDATED GROSS REVENUE	**$2,433,420**	**$9,081,060**	**$25,790,680**	**$57,855,360**
Operating Expenses (RPC, Cloud, Infrastructure)	($1,120,000)	($3,050,000)	($7,100,000)	($13,900,000)
EBITDA / NET OPERATING PROFIT	**$1,313,420**	**$6,031,060**	**$18,690,680**	**$43,955,360**
EBITDA Margin (%)	**54.0%**	**66.4%**	**72.5%**	**76.0%**

11. VIRTUAL DATA ROOM (VDR) & DUE DILIGENCE INVENTORY

A structured institutional diligence package is assembled and available for immediate transmission to prospective financing partners upon execution of NDA.

DOC REF	DILIGENCE ASSET	CONTENT & VERIFICATION EVIDENCE ENCLOSED
Doc 01	Comprehensive Due Diligence Memo	Full technical and financial due diligence audit covering RefundYourSOL operations and codebases.
Doc 02	Financial Model & Waterfall	Historical ledger exports (4,923 SOL), August 2026 actuals ($24.2K), debt service model, and 4-year pro-forma.
Doc 03	Corporate Governance & Cap Table	Magus Crypt CIPC registration certificate, 100% founder equity ownership, tax compliance status.
Doc 04	Definitive APA & Consulting Covenant	Asset Purchase Agreement terms, Jacob Kratochvil 6-month consulting covenant, Escrow.com closing protocol.
Doc 05–13	Air Bank Monthly Statements (9 Mos)	9 redacted monthly bank statements (Jan–Sep 2026) evidencing 2,051,000 CZK in Revolut fiat cash-outs.
Doc 14	2025 Czech Tax Return (DPFO vz. 30)	Official tax filing confirming 9,134,800 CZK in gross business revenue and 312,349 CZK tax settlement paid 02.07.2026.
Doc 15	Traffic Verification & Technical Notes	Google Analytics verification (80,000 monthly sessions), Cloudflare server logs, and technical handover checklist.

12. DIGITAL DUE DILIGENCE & PUBLIC BLOCKCHAIN VERIFICATION DIRECTORY

Primary Operational & Public On-Chain Verification Channels:

- **Spirit Bot Ecosystem Platform:** **https://spiritbot.org/** (Live prototype; quantitative multi-chain algorithmic execution engine)
- **RefundYourSOL Utility Platform:** **https://refundyoursol.com/** (Automated Solana rent-recovery and SPL account liquidation utility)
- **Live Admin Statistics Portal:** **https://adm.refundyoursol.com/stats.php** (Dedicated diligence access credentials available in VDR)
- **Solana Master Fee Ledger:** REfUndEd1DoYqRzHtjPpx1WYgTL2f2C86pnU44x1jgc (Verified 15% reclaim fee receipts)
- **Solana Token Liquidation Vault:** BURNNeQ2zERsVhL6GgJR45CvGtwdxHeWBs4B5V4zRFgL (Automated DEX swap liquidation traces)
- **Telegram Community & Bot Infrastructure:** **t.me/refundyoursolbot** (70K Bot Users) | **t.me/refundyoursol** (16K Channel Community)
- **Official Social Channels:** Twitter/X: **x.com/refundyoursol** (20K Followers) | Discord: **discord.gg/8RPqhgyjXt** (6K Active Community)
- **Newsletter Acquisition Asset:** **lettertrader.com/newsletter/ZsiJ1rhBCHWKjR6g** (173K verified subscribers; $17,300 purchase price)
- **Ecosystem Benchmark:** **https://pons.fun/** ($5B+ volume incumbent on Robinhood Chain targeted for liquidity migration)

13. CORPORATE CONTACT & TRANSACTION NEXT STEPS

MAGUS CRYPT (PTY) LTD
Entity Jurisdiction: Republic of South Africa
Managing Director & Founder: Gomolemo Diale
Executive Email: magusneobank@gmail.com
Platform Website: https://spiritbot.org/

TRANSACTION TIMELINE & ENGAGEMENT:

- **Target Closing Date:** Mid-November 2026
- **Facility Structure:** Venture Debt, Preferred Equity, or Convertible Note
- **VDR & Data Room Access:** Available upon request under standard NDA
- **Escrow & Legal Mechanism:** Formal closing managed via Escrow.com