



1. INTRODUCTION: IMPACTASSETS AND THE GIVKWIK FUND

ImpactAssets. ImpactAssets is a non-profit financial services company, tax-exempt under Internal Revenue Code section 501(c)(3). Among other things, ImpactAssets operates a donor advised fund program. ImpactAssets' donor advised funds are called "Giving Funds." ImpactAssets not only facilitates the establishment of Giving Funds, but has an expertise in efficiently and effectively managing the assets in those funds.

Givkwik System. Givkwik, Inc. owns the technology, trademark and other rights to its giving system. The Givkwik system makes available to end users a methodology or service which enables donations of all sizes to be made into a single donor advised fund by any number of end users (the "Crowd"). The Givkwik system then allows the Crowd to democratically recommend grants out of the fund by individual end users voting for specific nonprofits, or for defined causes whose profiles are hosted within the Givkwik system.

Purpose of this Circular. ImpactAssets' Giving Funds are normally established by those who make the financial donations into the fund. However, this Circular relates to the establishment of a special donor advised fund ("Givkwik Fund") that will use the Givkwik system in order to leverage the benefits of efficiency, cost effectiveness, and democratized philanthropy.

2. CREATING THE GIVKWIK FUND

Application. In connection with this Givkwik Circular, an Application was also completed to establish the Givkwik Fund. Any inconsistencies between this Givkwik Circular and the Application or other ImpactAssets giving-fund requirements will be resolved by referring to this Givkwik Circular, but otherwise the Application and other requirements will control.

Fund Rules. The Givkwik Fund will be subject to the same requirements as other Giving Funds established with and managed by ImpactAssets, except as contemplated under this Givkwik Circular or as Givkwik may advise is appropriate to the unique nature of the Givkwik system.

Donor Role. ImpactAssets defines "Donors" to include individuals who are authorized to submit grant recommendations. Under this Givkwik Circular, all individuals and institutions using the Givkwik system will be the Donors, and by using the Givkwik system, they will expressly agree to designate Givkwik to facilitate and communicate their grant recommendations to ImpactAssets on their behalf. Either Givkwik's president, or the board of directors of Givkwik acting as such, or anyone delegated by either of them, will be authorized to speak on behalf of Givkwik for purposes of submitting grant recommendations. In addition, Givkwik may establish an automated method by which the Givkwik system will electronically communicate recommendations based on applicable criteria.

Succession/Beneficiary Options. Because Givkwik is a corporation with perpetual existence, succession or beneficiary terms do not apply. But, if Givkwik is a party to a merger or other combination in which it is not the surviving entity, the Givkwik Fund and this Givkwik Circular will be subject to the terms of the documents for that transaction.

Minimum Donation Amount. The normal initial donation required to establish a Giving Fund and subsequent donation amounts after the fund is established are waived for the Givkwik Fund. Instead, the minimum amounts for both will be the minimum required by Givkwik for an end user of the Givkwik platform to use the Givkwik system.

Contribution Mechanics. For contributions, the Givkwik system will utilize a third party payment processor or merchant account to process contributions for deposit into the Givkwik Fund according to Givkwik’s terms of use for end users and its internal policies. Additionally, Givkwik will work with donors and ImpactAssets to facilitate other means of transfer, such as wire transfers or payment by check.

3. MAKING CONTRIBUTIONS TO THE GIVKWIK FUND

Review of Contributions. All Contributions to ImpactAssets are irrevocable, and subject to the ultimate discretion of ImpactAssets upon receipt. Donors may not impose conditions or restrictions on assets that they contribute. Due to (a) the scale of contributions into the Givkwik Fund by the Crowd, (b) the individually immaterial amount of many donations, and (c) the anticipated brevity of the holding period before a contribution is subject to a grant, ImpactAssets will not review smaller contributions prior to acceptance. However, ImpactAssets may review larger contributions to the Givkwik Fund by third-party donors that will be subject to a Crowd-voting campaign using the Givkwik platform in accordance with its review policy.

Notification of Receipt. Givkwik will provide ImpactAssets with donor information sufficient to create either an email receipt or written confirmation.

4. TAX DEDUCTIBILITY MATTERS

ImpactAssets will generally not provide tax receipts for individual donations not meeting ImpactAssets’s minimum donation amount for issuing receipts unless lawfully required. For any donor making donations into the Givkwik Fund via the Givkwik system, Givkwik will cooperate with ImpactAssets to submit sufficient donor information to provide the receipt. For end users of the Givkwik platform, their account profile will include a total of donations made for a given period.

5. INVESTMENTS

Donations made into the Givkwik Fund will not be used for investment purposes, but will only be made subject to grant rewards under Givkwik’s terms of use.

6. GRANTMAKING

Appropriate Grant Distributions. Grants can be made to organizations that are tax-exempt under IRC Section 501(c)(3) whose profiles are listed on the Givkwik platform, or any organization approved by both ImpactAssets and Givkwik. While ImpactAssets retains final approval over grant distributions out of the Givkwik Fund, distributions will not be made to foreign or other non-501(c)(3) exempt organizations, unless agreed upon otherwise.

Ineligible Grant Recipients. Grants cannot be made to private non-operating foundations, individuals, and corporation soles or any other organization not described in section 170(b)(1)(A) of the IRC. When ImpactAssets receives a grant recommendation of \$10,000 or more, a review will be made of the nonprofit to confirm its eligibility to receive such a grant based upon the then-current criteria for such review. These criteria are subject to change from time to time.

Minimum Grant Amount. Based on end-user interactions within the Givkwik system, Givkwik will communicate grant recommendations of (a) \$50 or more for any listed nonprofit that utilizes

an authorized electronic payment method to receive grants directed by the Givkwik system, and (b) \$100 or more for any listed nonprofit that does not utilize an authorized electronic payment method. Nonprofit organizations will be encouraged to open an account at an approved electronic payment processor in order to receive grant awards from the Givkwik Fund. Where no other alternative is available, Givkwik and ImpactAssets will cooperate to distribute grant awards as a check physically mailed to the designated nonprofit.

Making Grant Recommendations. Givkwik will effectively be submitting recommendations as proxy on behalf of end users making contributions into the Givkwik Fund. Givkwik is entitled to make its grant recommendations by submission of a monthly report to ImpactAssets. In that report, Givkwik will include a list of nonprofits who qualify for grants, the grant amounts, and other donation-specific information required to complete the grant process. No personal donor information will be shared other than as provided in and agreed to by end users under Givkwik's terms of use or as may be required by law.

Grant Approval. Grants from the Givkwik Fund will be approved, at ImpactAssets' discretion, without further special review, provided the recipient is a nonprofit which meets the 501(c)(3) exempt-status requirement, or other agreed upon requirements. Grant recommendations that trigger an additional review process, due to the organization not meeting the agreed upon qualifying criteria, or unless required otherwise by law, will be reviewed; if the nonprofit is compliant, the grant may be approved, but if it is not, the grant recommendation will not be approved.

Recurring Grants. If the Givkwik system allows recurring grants, they may be made on the terms provided for other grants in this Givkwik Circular.

Grant Distribution & Grant Letters. All grants will be distributed out of the cash balance of the Givkwik Fund. When possible, grant recommendations will be disbursed to nonprofits via an electronic payment account with Givkwik assisting as a third-party processor. For those that do not accept donations via an electronic payment account, Givkwik and ImpactAssets will cooperate to cause ImpactAssets to issue a check to the nonprofit on a check bearing the name of ImpactAssets recognizing the Givkwik Fund name. Checks payable in amounts below \$250 may be subject to a \$10 fee per check at ImpactAssets' discretion.

Givkwik Fund Account Income. Interest earned on donations in the Givkwik Fund will be the property of ImpactAssets in partial payment for fees due to it for managing the fund.

Annual Grant Making Allotment. There shall be no limit to the number of grant recommendations or grant distributions based on fund balance or otherwise.

7. FEES

ImpactAssets is entitled to assess a fee on its management of the Givkwik Fund in an amount equal to one and one-half percent (1.5%) per donor-contribution transaction. There shall be no additional administrative fees, minimum account balances fees, investment management fees, account depletion fees, or other fees payable to ImpactAssets. This fee arrangement is consistent with the social-impact missions of Givkwik and ImpactAssets in general, and especially with their shared commitment to leveraging technology to allow the average person a chance to financially participate and have a voice in the social and environmental issues of the day, with real and scalable impact, and it reflects the uniqueness of the Givkwik system in general and as applied to ImpactAssets's special donor advised fund service in particular.