



HYDROMINER

Hydrominer IT-Services GmbH

(a limited liability company pursuant to Austrian law,
having its corporate seat in Vienna, Austria)

Prospectus Supplement No. 1

dated

1 February 2019

relating to the

Offering of up to EUR 75 Million Tokenized H3O Profit Participation Rights (ISIN: AT0000A21J49)

This prospectus supplement No. 1 (the "**Supplement**") constitutes a prospectus supplement pursuant to Article 16 (1) of the Directive 2003/71/EC as amended (the "**Prospectus Directive**") and § 6 (1) of the Austrian Capital Market Act as amended. This supplement complements and should always be read in conjunction with the prospectus relating to the offering of up to EUR 75 million tokenized H3O Profit Participation Rights dated 26 November 2018 (the "**Original Prospectus**" or "**Prospectus**") of Hydrominer IT-Services GmbH (FN 480790 w), a limited liability company incorporated in the Republic of Austria (the "**Issuer**"). The Original Prospectus was approved on 26 November 2018 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**").

This Supplement has been published in electronic form on the Issuer's website under www.hydrominer.org/H3O, deposited with the Oesterreichische Kontrollbank Aktiengesellschaft and filed for approval with the FMA in its capacity as competent authority in accordance with the Capital Market Act on 1 February 2019. The Issuer has requested the FMA to provide the competent authority of Germany with a notification concerning the approval of this Supplement.

The definition and abbreviations used in the Prospectus have the same meaning when used in this Supplement except as otherwise provided. With regard to any differences or inconsistencies between the Supplement and the Prospectus, it is noted that the information provided in this Supplement takes precedence over the information provided in the Prospectus.

In accordance with Art 16 of the Prospectus Directive and § 6 of the Austrian Capital Market Act investors who have already agreed to purchase or subscribe for the tokenized H3O Profit Participation Rights before the Supplement is published shall have the right, exercisable within two bank working days after the publication of the Supplement, to withdraw their acceptances until, and including 5 February 2019, provided that the new factor, mistake or inaccuracy described in this Supplement arose before the final closing of the offer to the public and the delivery of the tokenized H3O Profit Participation Rights.

This Supplement has been filed with the FMA in its capacity as competent authority under the Austrian Capital Market Act for approval. The accuracy of the information contained in this Supplement does not fall within the scope of examination by the FMA under applicable Austrian law. The FMA examines the Supplement only in respect of its completeness, coherence and comprehensibility pursuant to § 8a (1) of the Capital Market Act.

1 February 2019

RESPONSIBILITY STATEMENT

Hydrominer IT-Services GmbH with its registered office in Vienna, Austria is solely responsible for the information given in this Supplement. The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

The Issuer declares that it is an SME (small and medium-sized enterprises) within the meaning of Article (2) para (1) litera (f) of the Prospectus Directive. In the last fiscal year, the number of employees employed by the Issuer was less than 250, the total balance sheet less than EUR 43,000,000 and the Issuer's annual net turnover less than EUR 50,000,000. None of the key figures were reached in the Annual Financial Statements of the Issuer as at 31 December 2017.

NOTICE

This Supplement does not constitute an offer of, or an invitation by or on behalf of the Issuer to subscribe for, or purchase, any tokenized H3O Profit Participation Rights.

No person has been authorized to give any information or to make any representations other than those contained in this Supplement and, if given or made, such information or representations must not be relied upon as having been authorized by or on behalf of the Issuer.

Except for the Issuer, no other person mentioned in this Supplement is responsible for the information contained in this Supplement or any other document incorporated herein by reference, and accordingly, and to the extent permitted by the law of any relevant jurisdiction, none of these persons make any representation or warranty or accept any responsibility as to the accuracy and completeness of the information contained in any of these documents.

The language of this Supplement is English. This Supplement reflects the status as of its date.

The distribution of this Supplement and the offering, sale and delivery of the tokenized H3O Participation Rights in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer to inform themselves about and to observe any such restrictions. In particular, the tokenized H3O Participation Rights have not been and will not be registered under the U.S. Securities Act.

This Supplement may only be used for the purpose for which it has been published. This Supplement may not be used for the purpose of an offer or solicitation by anyone in any 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.

Significant new factors

The following significant new factors relating to the information contained in the Original Prospectus have arisen which are capable of affecting the assessment of the tokenized H3O Participation Rights, and are thus herewith included in the Original Prospectus:

A potential investor is showing interest in the Issuer. Negotiations between the investor and the Issuer's management take place, but are still in an early state. On 31 January 2019, the Issuer decided to postpone the start of the Subscription Period during which a subscription of the tokenized H3O Profit Participation Rights can be made from 1 February 2019 to 15 March 2019.

On these grounds, the Original Prospectus is amended as follows:

1. On the cover page the following paragraph on page 1 of the Original Prospectus

"The public offering is made from 27 November 2018 until 23 November 2019 (the "**Offer Period**") in Austria and Germany (the "**Target Markets**"). The tokenized H3O Profit Participation Rights can be subscribed in the period from 1 February 2019 to 23 November 2019 (the "**Subscription Period**"). The issue price (the "**Issue Price**") changes over time and is based on the following schedule: 1 February 2019 to 20 February 2019: EUR 0.08 per tokenized Participation Right; 21 February 2019 to 28 February 2019: EUR 0.085 per tokenized Participation Right; 1 March 2019 to 10 March 2019: EUR 0.09 per tokenized Participation Right; 11 March 2019 to 20 March 2019: EUR 0.095 per tokenized Participation Right; 21 March 2019 to 23 November 2019: EUR 0.10 per tokenized Participation Right. The Issuer will announce all amounts issued from 21 March 2019 to 23 November 2019 onwards on the website of the Issuer under www.hydrominer.org/H3O."

shall be replaced as follows

"The public offering is made from 27 November 2018 until 23 November 2019 (the "**Offer Period**") in Austria and Germany (the "**Target Markets**"). The tokenized H3O Profit Participation Rights can be subscribed in the period from 15 March 2019 to 23 November 2019 (the "**Subscription Period**"). The issue price (the "**Issue Price**") changes over time and is based on the following schedule: 15 March 2019 to 3 April 2019: EUR 0.08 per tokenized Participation Right; 4 April 2019 to 11 April 2019: EUR 0.085 per tokenized Participation Right; 12 April 2019 to 21 April 2019: EUR 0.09 per tokenized Participation Right; 22 April 2019 to 1 May 2019: EUR 0.095 per tokenized Participation Right; 2 May 2019 to 23 November 2019: EUR 0.10 per tokenized Participation Right. The Issuer will announce all amounts issued from 2 May 2019 to 23 November 2019 onwards on the website of the Issuer under www.hydrominer.org/H3O."

2. In the section "DEFINITIONS AND GLOSSARY", the item "Issue Price" on page 12 of the Original Prospectus shall be replaced as follows

"Issue Price	Issue price of the tokenized Participation Rights which changes over time based on the following schedule: from 15 March 2019 to 3 April 2019 the issue price is 80 % of the nominal value, i.e., EUR 0.08 per tokenized Participation Right; from 4 April 2019 to 11 April 2019 the issue price is 85 % of the nominal value, i.e., EUR 0.085 per tokenized Participation Right; from 12 April 2019 to 21 April 2019 the issue price is 90 % of the nominal value, i.e., EUR 0.09 per tokenized Participation Right; from 22 April 2019 to 1 May 2019 the issue price is 95 % of the nominal value, i.e., EUR 0.095 per tokenized Participation Right; from 2 May 2019 to 23 November 2019 the issue price is 100 % of the nominal value, i.e., EUR 0.10 per tokenized Participation Right."
---------------------	---

3. In the section "DEFINITIONS AND GLOSSARY", the item "Repurchase Price" on page 17 of the Original Prospectus shall be replaced as follows

"Repurchase Price	The purchase price offered by the Issuer for a single H2O-Token which
--------------------------	---

changes over time based on the following schedule: From 15 March 2019 to 3 April 2019: EUR 0.0016 per H2O-Token; from 4 April 2019 to 11 April 2019: EUR 0.0017 per H2O-Token; from 12 April 2019 to 21 April 2019: EUR 0.0018 per H2O-Token; from 22 April 2019 to 1 May 2019: EUR 0.0019 per H2O-Token; and from 2 May 2019 to 23 November 2019: EUR 0.0020 per H2O-Token."

4. In the section "DEFINITIONS AND GLOSSARY", the item "Subscription Period" on page 18 of the Original Prospectus shall be replaced as follows

"Subscription Period Period from 15 March 2019 to 23 November 2019 during which a subscription of the tokenized H3O Profit Participation Rights can be made."

5. In the section "SUMMARY" the following paragraph in item E.3 on page 38 of the Original Prospectus

"The tokenized Participation Rights can be subscribed by interested investors (Subscribers) in the period from 1 February 2019 to 23 November 2019. The tokenized Participation Rights are denominated in EUR and are divided into up to 750 000 000 single pieces with a nominal value of EUR 0.10 each. If the Issuer is unable to issue the maximum amount of 75 000 000 pieces of tokenized H3O Profit Participation Rights until 23 November 2019, the amount of H3O Tokens unissued will be destroyed by the Issuer. The issue price of the tokenized Participation Rights changes over time based on the following schedule:

- From 1 February 2019 to 20 February 2019 the Issue Price is 80 % of the nominal value, i.e., EUR 0.08 per tokenized Participation Right;
- From 21 February 2019 to 28 February 2019 the Issue Price is 85 % of the nominal value, i.e., EUR 0.085 per tokenized Participation Right;
- From 1 March 2019 to 10 March 2019 the Issue Price is 90 % of the nominal value, i.e., EUR 0.09 per tokenized Participation Right;
- From 11 March 2019 to 20 March 2019 the Issue Price is 95 % of the nominal value, i.e., EUR 0.095 per tokenized Participation Right;
- From 21 March 2019 to 23 November 2019 the Issue Price is 100 % of the nominal value, i.e., EUR 0.10 per tokenized Participation Right."

shall be replaced as follows

"The tokenized Participation Rights can be subscribed by interested investors (Subscribers) in the period from 15 March 2019 to 23 November 2019. The tokenized Participation Rights are denominated in EUR and are divided into up to 750 000 000 single pieces with a nominal value of EUR 0.10 each. If the Issuer is unable to issue the maximum amount of 75 000 000 pieces of tokenized H3O Profit Participation Rights until 23 November 2019, the amount of H3O Tokens unissued will be destroyed by the Issuer. The issue price of the tokenized Participation Rights changes over time based on the following schedule:

- From 15 March 2019 to 3 April 2019 the Issue Price is 80 % of the nominal value, i.e., EUR 0.08 per tokenized Participation Right;
- From 4 April 2019 to 11 April 2019 the Issue Price is 85 % of the nominal value, i.e., EUR 0.085 per tokenized Participation Right;
- From 12 April 2019 to 21 April 2019 the Issue Price is 90 % of the nominal value, i.e., EUR 0.09 per tokenized Participation Right;
- From 22 April 2019 to 1 May 2019 the Issue Price is 95 % of the nominal value, i.e., EUR 0.095 per tokenized Participation Right;
- From 2 May 2019 to 23 November 2019 the Issue Price is 100 % of the nominal value, i.e., EUR 0.10 per tokenized Participation Right."

6. In the section "SUMMARY" the following paragraph in item E.3 on page 39 of the Original Prospectus

"The Issuer reserves the right to offer to holders of H2O-Tokens in the Subscription Period an option to sell their H2O-Tokens back to the Issuer under the condition that the Repurchase Price must be re-invested to subscribe to the tokenized H3O Profit Participation Rights (Token Swap). The Repurchase Price per H2O-Token is EUR 4.00 from 1 February 2019 to 20 February 2019, EUR 4.25 from 21 February 2019 to 28 February 2019, EUR 4.50 from 1 March 2019 to 10 March 2019, EUR 4.75 from 11 March 2019 to 20 March 2019 and EUR 5.00 from 21 March 2019 to 23 November 2019. The Token Swap—if the Issuer decides to offer it—is to be seen independently from the subscription process. Holders of H2O-Tokens thus have to go through the same subscription process as any other Subscriber."

shall be replaced as follows

"The Issuer reserves the right to offer to holders of H2O-Tokens in the Subscription Period an option to sell their H2O-Tokens back to the Issuer under the condition that the Repurchase Price must be re-invested to subscribe to the tokenized H3O Profit Participation Rights (Token Swap). The Repurchase Price per H2O-Token is EUR 4.00 from 15 March 2019 to 3 April 2019, EUR 4.25 from; 4 April 2019 to 11 April 2019, EUR 4.50 from 12 April 2019 to 21 April 2019, EUR 4.75 from; 22 April 2019 to 1 May 2019 and EUR 5.00 from 2 May 2019 to 23 November 2019. The Token Swap—if the Issuer decides to offer it—is to be seen independently from the subscription process. Holders of H2O-Tokens thus have to go through the same subscription process as any other Subscriber."

7. In the section "GERMAN TRANSLATION" of the summary the following paragraph in item E.3 on page 59 and 60 of the Original Prospectus

"Die tokenisierten Genussrechte können von interessierten Investoren (Zeichnern) in der Zeit vom 1. Februar 2019 bis 23. November 2019 gezeichnet werden. Die tokenisierten Genussrechte lauten auf EUR und sind eingeteilt in bis zu 750.000.000 Stück mit einem Nennwert von jeweils EUR 0,10. Wenn die Emittentin bis zum 23. November 2019 nicht in der Lage ist, die Gesamtmenge von 75 000 000 tokenisierten Genussrechten auszugeben, werden alle nicht ausgegebenen H3O-Token von der Emittentin vernichtet.

Der Ausgabepreis der tokenisierten Genussrechte ändert sich im Laufe der Zeit auf der Grundlage des folgenden Planes:

- Von 1. Februar 2019 bis zum 20. Februar 2019 beträgt der Ausgabepreis 80 % des Nennwerts, d.h. EUR 0,08 pro tokenisiertem Genussrecht;
- Von 21. Februar 2019 bis zum 28. Februar 2019 beträgt der Ausgabepreis 85 % des Nennwerts, d.h. EUR 0,085 pro tokenisiertem Genussrecht;
- Von 1. März 2019 bis zum 10. März 2019 beträgt der Ausgabepreis 90 % des Nennwerts, d.h. EUR 0,09 pro tokenisiertem Genussrecht;
- Von 11. März 2019 bis zum 20. März 2019 beträgt der Ausgabepreis 95 % des Nennwerts, d.h. EUR 0,095 pro tokenisiertem Genussrecht;
- Von 21. März 2019 bis zum 30. März 2019 beträgt der Ausgabepreis 100 % des Nennwerts, d.h. EUR 0,10 pro tokenisiertem Genussrecht."

shall be replaced as follows

"Die tokenisierten Genussrechte können von interessierten Investoren (Zeichnern) in der Zeit vom 15. März 2019 bis 23. November 2019 gezeichnet werden. Die tokenisierten Genussrechte lauten auf EUR und sind eingeteilt in bis zu 750.000.000 Stück mit einem Nennwert von jeweils EUR 0,10. Wenn die Emittentin bis zum 23. November 2019 nicht in der Lage ist, die Gesamtmenge von 75 000 000 tokenisierten Genussrechten auszugeben, werden alle nicht ausgegebenen H3O-Token von der Emittentin vernichtet.

Der Ausgabepreis der tokenisierten Genussrechte ändert sich im Laufe der Zeit auf der Grundlage des folgenden Planes:

- Von 15. März 2019 bis zum 3. April 2019 beträgt der Ausgabepreis 80 % des Nennwerts, d.h. EUR 0,08 pro tokenisiertem Genussrecht;
- Von 4. April 2019 bis zum 11. April 2019 beträgt der Ausgabepreis 85 % des Nennwerts, d.h. EUR 0,085 pro tokenisiertem Genussrecht;
- Von 12. April 2019 bis zum 21. April 2019 beträgt der Ausgabepreis 90 % des Nennwerts, d.h. EUR 0,09 pro tokenisiertem Genussrecht;
- Von 22. April 2019 bis zum 1. Mai 2019 beträgt der Ausgabepreis 95 % des Nennwerts, d.h. EUR 0,095 pro tokenisiertem Genussrecht;
- Von 2. Mai 2019 bis zum 23. November 2019 beträgt der Ausgabepreis 100 % des Nennwerts, d.h. EUR 0,10 pro tokenisiertem Genussrecht."

8. In the section "GERMAN TRANSLATION" of the summary the following paragraph in item E.3 on page 60 of the Original Prospectus

"Die Emittentin behält sich das Recht vor, den Inhabern von H2O-Token während des Zeichnungszeitraums die Möglichkeit anzubieten, ihre H2O-Token an die Emittentin zurück zu verkaufen, unter der Bedingung, dass der Rückkaufpreis wieder in die tokenisierten H3O-Genussrechte investiert werden muss (Token Swap). Der Rückkaufpreis pro H2O-Token beträgt vom 1. Februar 2019 bis 20. Februar 2019 EUR 4,00, vom 21. Februar 2019 bis 28. Februar 2019 EUR 4,25, vom 1. März 2019 bis 10. März 2019 EUR 4,50, vom 11. März 2019 bis 20. März 2019 EUR 4,75 und vom 21. März 2019 bis 23. November 2019 EUR 5,00. Der Token-Swap ist – sofern die Emittentin diesen überhaupt anbietet – unabhängig vom Zeichnungsprozess zu sehen. Inhaber von H2O-Token müssen daher den gleichen Zeichnungsprozess wie alle anderen Zeichner durchlaufen."

shall be replaced as follows

"Die Emittentin behält sich das Recht vor, den Inhabern von H2O-Token während des Zeichnungszeitraums die Möglichkeit anzubieten, ihre H2O-Token an die Emittentin zurück zu verkaufen, unter der Bedingung, dass der Rückkaufpreis wieder in die tokenisierten H3O-Genussrechte investiert werden muss (Token Swap). Der Rückkaufpreis pro H2O-Token beträgt vom 15. März 2019 bis zum 3. April 2019 EUR 4,00, vom 4. April 2019 bis zum 11. April 2019 EUR 4,25, vom 12. April 2019 bis zum 21. April 2019 EUR 4,50, vom 22. April 2019 bis zum 1. Mai 2019 EUR 4,75 und vom 2. Mai 2019 bis zum 23. November 2019 EUR 5,00. Der Token-Swap ist – sofern die Emittentin diesen überhaupt anbietet – unabhängig vom Zeichnungsprozess zu sehen. Inhaber von H2O-Token müssen daher den gleichen Zeichnungsprozess wie alle anderen Zeichner durchlaufen."

9. In the section "RISK FACTORS" under the subsection "Risks with regard to the tokenized Participation Rights" the risk factor "The timing and amount of subscriptions during the Subscription Period affects the maximum gross proceeds the Issuer might be able to obtain." on page 84 of the Original Prospectus shall be replaced as follows"

"– **The timing and amount of subscriptions during the Subscription Period affects the maximum gross proceeds the Issuer might be able to obtain. The timing and amount of subscriptions during the Subscription Period affects the maximum gross proceeds the Issuer might be able to obtain.**

The Issuer assumes that the gross proceeds of the issue might be up to EUR 75 million. However, the Issue Price of the tokenized Participation Rights changes over time from 80 % of the nominal value, i.e., EUR 0.08, at the start of the Subscription Period, to 100 % of the nominal value, i.e., EUR 0.10, by the end of the Subscription Period. As a result, the maximum gross proceeds the Issuer might be able to obtain depends on the timing and amount of subscriptions made. For example, if all of the tokenized Participation Rights were subscribed from 2 May 2019 to 23 November 2019, while the issue price of the tokenized Participation Right is 100 % of the nominal value, i.e., EUR 0.10, the maximum gross proceeds the Issuer might be able to obtain would

be EUR 75 million. Conversely, if all of the tokenized Participation Rights were subscribed from 15 March 2019 to 3 April 2019, while the Issue Price of the tokenized Participation Right is 80 % of the nominal value, i.e., EUR 0.08, the maximum gross proceeds the Issuer might be able to obtain would be EUR 60 million. Therefore, even if the issue is fully subscribed, the Issuer's further business development could be delayed if the gross proceeds of the issue do not meet the Issuer's expectations."

10. In the section "INFORMATION ON THE SECURITIES" the information in item 4.7 "Issue Date" on page 133 of the Original Prospectus shall be replaced as follows

"The tokenized Participation Rights can be subscribed to in the period from 15 March 2019 to 23 November 2019. Other than the tokenized Participation Rights, the Issuer does not intend any other securities offering in the near future."

11. In the section "INFORMATION ON THE SECURITIES" the following paragraph in item "5.1.1 Conditions of the Offer" on page 149 of the Original Prospectus

"The tokenized Participation Rights can be subscribed by interested investors (the "**Subscriber**")—after having undergone the Whitelisting and having provided a Subscription Form, both as described in 5.1.3 below—in the period from 1 February 2019 to 23 November 2019. The tokenized Participation Rights are denominated in EUR and are divided into up to 750 000 000 single pieces with a nominal value of EUR 0.10 each. The issue price of the tokenized Participation Rights changes over time based on the following schedule (the "**Issue Price**"): From 1 February 2019 to 20 February 2019 the Issue Price is 80 % of the nominal value, i.e., EUR 0.08 per tokenized Participation Right;

- From 21 February 2019 to 28 February 2019 the Issue Price is 85 % of the nominal value, i.e., EUR 0.085 per tokenized Participation Right;
- From 1 March 2019 to 10 March 2019 the Issue Price is 90 % of the nominal value, i.e., EUR 0.09 per tokenized Participation Right;
- From 11 March 2019 to 20 March 2019 the Issue Price is 95 % of the nominal value, i.e., EUR 0.095 per tokenized Participation Right; and
- From 21 March 2019 to 23 November 2019 the Issue Price is 100 % of the nominal value, i.e., EUR 0.10 per tokenized Participation Right."

shall be replaced as follows

"The tokenized Participation Rights can be subscribed by interested investors (the "**Subscriber**")—after having undergone the Whitelisting and having provided a Subscription Form, both as described in 5.1.3 below—in the period from 15 March 2019 to 23 November 2019. The tokenized Participation Rights are denominated in EUR and are divided into up to 750 000 000 single pieces with a nominal value of EUR 0.10 each. The issue price of the tokenized Participation Rights changes over time based on the following schedule (the "**Issue Price**"):

- From 15 March 2019 to 3 April 2019 the Issue Price is 80 % of the nominal value, i.e., EUR 0.08 per tokenized Participation Right;
- From 4 April 2019 to 11 April 2019 the Issue Price is 85 % of the nominal value, i.e., EUR 0.085 per tokenized Participation Right;
- From 12 April 2019 to 21 April 2019 the Issue Price is 90 % of the nominal value, i.e., EUR 0.09 per tokenized Participation Right;
- From 22 April 2019 to 1 May 2019 the Issue Price is 95 % of the nominal value, i.e., EUR 0.095 per tokenized Participation Right;
- From 2 May 2019 to 23 November 2019 the Issue Price is 100 % of the nominal value, i.e., EUR 0.10 per tokenized Participation Right."

12. In the section "INFORMATION ON THE SECURITIES" the following paragraph in item "5.1.1 Conditions of the Offer" on page 150 of the Original Prospectus

"If the Issuer offers a Token Swap, the purchase price offered by the Issuer for a single H2O-Token changes over time based on the following schedule (the "**Repurchase Price**"): From 1 February 2019 to 20 February 2019 the Repurchase Price is EUR 4.00 per H2O-Token; from 21 February 2019 to 28 February 2019 the Repurchase Price is EUR 4.25 per H2O-Token; from 1 March 2019 to 10 March 2019 the Repurchase Price is EUR 4.50 per H2O-Token; from 11 March 2019 to 20 March 2019 the Repurchase Price is EUR 4.75 per H2O-Token; and from 21 March 2019 to 23 November 2019 the Repurchase Price is EUR 5.00 per H2O-Token. The schedule of the changing Repurchase Price is aligned with the schedule of the changing Issue Price and translates to an exchange ratio of 1 H2O-Token for 50 H3O-Token at all times throughout the Subscription Period. The Token Swap—if the Issuer decides to offer it—is to be seen independently from the subscription process. Holders of H2O-Tokens thus have to go through the same subscription process including the Whitelisting as any other Subscriber. The only difference being, that the Repurchase Price is deducted from the Subscription Amount payable to the Issuer. If the Repurchase Price equals the Subscription Amount, no additional payment must be made by that Subscriber. Since the Repurchase Price must be re-invested into tokenized H3O Profit Participation Rights, the Repurchase Price can in no case exceed the Subscription Amount."

shall be replaced as follows:

"If the Issuer offers a Token Swap, the purchase price offered by the Issuer for a single H2O-Token changes over time based on the following schedule (the "**Repurchase Price**"): From 15 March 2019 to 3 April 2019 the Repurchase Price is EUR 4.00 per H2O-Token; from 4 April 2019 to 11 April 2019 the Repurchase Price is EUR 4.25 per H2O-Token; from 12 April 2019 to 21 April 2019 the Repurchase Price is EUR 4.50 per H2O-Token; from 22 April 2019 to 1 May 2019 the Repurchase Price is EUR 4.75 per H2O-Token; and from 2 May 2019 to 23 November 2019 the Repurchase Price is EUR 5.00 per H2O-Token. The schedule of the changing Repurchase Price is aligned with the schedule of the changing Issue Price and translates to an exchange ratio of 1 H2O-Token for 50 H3O-Token at all times throughout the Subscription Period. The Token Swap—if the Issuer decides to offer it—is to be seen independently from the subscription process. Holders of H2O-Tokens thus have to go through the same subscription process including the Whitelisting as any other Subscriber. The only difference being, that the Repurchase Price is deducted from the Subscription Amount payable to the Issuer. If the Repurchase Price equals the Subscription Amount, no additional payment must be made by that Subscriber. Since the Repurchase Price must be re-invested into tokenized H3O Profit Participation Rights, the Repurchase Price can in no case exceed the Subscription Amount."

13. In the section "INFORMATION ON THE SECURITIES" the following paragraph in item 5.1.3 "Offer Period, Application Process" on page 151 of the Original Prospectus

"The public offering is made from 27 November 2018 until 23 November 2019 (the "Offer Period"). The tokenized Participation Rights can be subscribed in the period from 1 February 2019 to 23 November 2019 (the "**Subscription Period**"). A subscription is permitted only after the Subscriber has provided the Issuer with a duly completed Subscription Form, stating which address the transfer of the Virtual Currency Subscription Amount will be made from (if payment is made using Bitcoin, Bitcoin Cash, Dash, Ether, Ether Classic or Litecoin), and the Ether Address where the Tokens shall be delivered, and only after the Issuer has confirmed to the Subscriber that the transfer of the Subscription Amount to the Subscription Bank Account, or the Virtual Currency Subscription Amount to the Subscription Address can be made (the "**Whitelisting**"). The Whitelisting is done by filling in the online Subscription Form prepared by the Issuer which is available on the Issuer's website under www.hydriminer.org/H3O or by using the paper Subscription Form as attached to this Prospectus as Schedule 2 (each of these options a "**Subscription Form**"). Among other information, the Subscriber must state which Address the Subscription Amount will be transferred from (if payment is made using Bitcoin, Bitcoin Cash, Dash,

Ether, Ether Classic or Litecoin) and where the H3O Tokens shall be delivered to."

shall be replaced as follows

"The public offering is made from 27 November 2018 until 23 November 2019 (the "**Offer Period**"). The tokenized Participation Rights can be subscribed in the period from 15 March 2019 to 23 November 2019 (the "**Subscription Period**"). A subscription is permitted only after the Subscriber has provided the Issuer with a duly completed Subscription Form, stating which address the transfer of the Virtual Currency Subscription Amount will be made from (if payment is made using Bitcoin, Bitcoin Cash, Dash, Ether, Ether Classic or Litecoin), and the Ether Address where the Tokens shall be delivered, and only after the Issuer has confirmed to the Subscriber that the transfer of the Subscription Amount to the Subscription Bank Account, or the Virtual Currency Subscription Amount to the Subscription Address can be made (the "**Whitelisting**"). The Whitelisting is done by filling in the online Subscription Form prepared by the Issuer which is available on the Issuer's website under www.hydrominer.org/H3O or by using the paper Subscription Form as attached to this Prospectus as Schedule 2 (each of these options a "**Subscription Form**"). Among other information, the Subscriber must state which Address the Subscription Amount will be transferred from (if payment is made using Bitcoin, Bitcoin Cash, Dash, Ether, Ether Classic or Litecoin) and where the H3O Tokens shall be delivered to."

14. In the section "INFORMATION ON THE SECURITIES" the following paragraph in item 5.3.1 "Issue Price" on page 153 of the Original Prospectus

"The Minimum Subscription Amount is EUR 10. There is no premium payable. The Issue Price of the tokenized Participation Rights changes over time based on the following schedule:

- From 1 February 2019 to 20 February 2019 the Issue Price is 80 % of the nominal value, i.e., EUR 0.08 per tokenized Participation Right;
- From 21 February 2019 to 28 February 2019 the Issue Price is 85 % of the nominal value, i.e., EUR 0.085 per tokenized Participation Right;
- From 1 March 2019 to 10 March 2019 the Issue Price is 90 % of the nominal value, i.e., EUR 0.09 per tokenized Participation Right;
- From 11 March 2019 to 20 March 2019 the Issue Price is 95 % of the nominal value, i.e., EUR 0.095 per tokenized Participation Right;
- From 21 March 2019 to 23 November 2019 the Issue Price is 100 % of the nominal value, i.e., EUR 0.10 per tokenized Participation Right."

shall be replaced as follows

"The Minimum Subscription Amount is EUR 10. There is no premium payable. The Issue Price of the tokenized Participation Rights changes over time based on the following schedule:

- From 15 March 2019 to 3 April 2019 the Issue Price is 80 % of the nominal value, i.e., EUR 0.08 per tokenized Participation Right;
- From 4 April 2019 to 11 April 2019 the Issue Price is 85 % of the nominal value, i.e., EUR 0.085 per tokenized Participation Right;
- From 12 April 2019 to 21 April 2019 the Issue Price is 90 % of the nominal value, i.e., EUR 0.09 per tokenized Participation Right;
- From 22 April 2019 to 1 May 2019 the Issue Price is 95 % of the nominal value, i.e., EUR 0.095 per tokenized Participation Right;
- From 2 May 2019 to 23 November 2019 the Issue Price is 100 % of the nominal value, i.e., EUR 0.10 per tokenized Participation Right."

15. In the section "Schedule 1 – Terms & Conditions of the Tokenized Participation Rights" under "§ 1.

General" paragraph (3) "Subscription" on page 1 of Schedule 1 shall be replaced as follows

"Subscription. The tokenized Participation Rights can be subscribed by interested investors (the "**Subscriber(s)**") in the period from 15 March 2019 to 23 November 2019. The minimum subscription amount is EUR 10 (the "**Minimum Subscription Amount**"). A subscription can only be made in multiples of the Minimum Subscription Amount (the "**Subscription Amount**")."

16. In the section "Schedule 1 – Terms & Conditions of the Tokenized Participation Rights" in "§ 1. General" paragraph (4) "Offer & Issue Price" on page 1 of Schedule 1 shall be replaced as follows

"Offer & Issue Price. A public offering is made in Austria and Germany. The issue price of the tokenized Participation Rights changes over time based on the following schedule (the "**Issue Price**"): From 15 March 2019 to 3 April 2019 the Issue Price is 80 % of the nominal value, i.e., EUR 0.08 per tokenized Participation Right; from 4 April 2019 to 11 April 2019 the Issue Price is 85 % of the nominal value, i.e., EUR 0.085 per tokenized Participation Right; from 12 April 2019 to 21 April 2019 the Issue Price is 90 % of the nominal value, i.e., EUR 0.09 per tokenized Participation Right; from 22 April 2019 to 1 May 2019 the Issue Price is 95 % of the nominal value, i.e., EUR 0.095 per tokenized Participation Right; from 2 May 2019 to 23 November 2019 the issue price is 100 % of the nominal value, i.e., EUR 0.10 per tokenized Participation Right."

Issuer



HYDROMINER

Hydrominer IT-Services GmbH, FN 480790 w
Wiedner Hauptstraße 65, 1040 Vienna, Austria