

# **STOCK PURCHASE AGREEMENT**

Know all men by these presents, this agreement is executed By and Between: TierOne Communications International Inc. (THE COMPANY) a corporation organized and existing under the laws of the republic of the Philippines, since December 1999. With Regional offices in San Agustin ,Babak District, Island Garden City of Samal , Davao Del Norte, Philippines, 8019.

And

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Note holders name and address

## **1. ISSUE OF SERIES "A" PREFERRED SHARES.**

Whereas the investor is willing to invest into the company the sum of (\$ \_\_\_\_\_) and is willing to accept Series "A" preferred Shares in the company as surety of his funds.

That the TierOne Communications International inc,. Series "A" preferred Shares, are registered with the Securities and Exchange Commission, in the Republic of the Philippines and are preferred as to the distribution of cash dividends of the corporation Said Shares will be issued on the date and time that the funds are received by a representative of the company and shall be in the name and address of the investor as included in this agreement.

That the company is actively in the process of preparing to list on the NASDAQ, (OTCBQ) and the company expects to be trading on the stock market within 180 days of the issuance of these Series "A" preferred Shares.

On the execution of this stock purchase agreement , the company will issue series "A: Preferred Shares at a par value of US\$0.10 cents (Ten Cents) each.

## **DELIVERY OF SERIES "A" PREFERRED SHARES.**

Immediately on execution of this agreement, the company will issue an original stock certificate bearing the investors name and details as per the herein agreements and said Stock certificate shall be caused to be registered in the stock and transfer book of the corporation.

That a scan copy of this Series "A" stock certificate will be transmitted by e-mail to the office of the company either in New York , NY, or in Melbourne Australia .

That on the same day said original Stock certificate shall be sent via FedEx or equal International courier with evidenced by waybill and tracking number delivered to the office of the corporation where it can be received by the investor.

That once the company is listed on said exchange it will begin trading its common shares, and this agreement between the company and its investor, is that the investor may exchange his/her preferred Shares for common shares with a discount of 40% (forty Percent) based on a 5 day trading average price of not less than US\$10 (ten cents) per share.

## **EXCHANGE PERIOD:**

The exchange period will commence 5 days after the stock of TierOne has been trading for \$US\$0.10 (Ten Cents) for 5 trading days.

That this agreement is for a period of 12 months and irrespective of the stock price achieved in that time, the investor may convert at 40% below the trading price within the 12 month period .

- a) The investor subscribing for the Series "A" Preferred Shares, are doing so for Notes investment purposes and not with the view to or for sale in connection with any distribution thereof and that they have no present intent to sell , give, or otherwise transfer the Notes or Stock.
- b) The subscribers state that they are residents of the (State\_\_\_\_\_)
- c) The subscribers understand that this is a highly speculative investment in a company which is proposing to build out a telecom Network, and though the company has a 25-year International Gateway Franchise, which it expects to construct, maintain and operate, and requires significant funds for this to be completed.
- d) The subscribers represented warrant that they have a net worth in excess of (amount\_\_\_\_\_) excessive of their residences and that they are sophisticated investors who are knowledgeable about the type of business proposed by TierOne Communications international Inc.

Executed this of \_\_\_ 2017, at

\_\_\_\_\_ city,