

VDD 1.5: Corporate Org Chart, JOLOT S.A.S.

Prepared for: Sentinel Legal VDD Request List, item 1.5 **Date:** 15 May 2026
Scope: Operating perimeter for the IN BASIN SAND bridge round, May 2026

1. Operating entity

Field	Value
Legal name	JOLOT S.A.S.
Form	Argentine sociedad por acciones simplificada (SAS)
BORA	11266/19, incorporated 22 February 2019
CUIT	30-71635875-1
Domicile	CABA, Argentina

Leadership

Role	Person	Notes
Sole administrator titular	Sergio Daniel Kalierof	Founder, personal guarantor of the bridge round. San Juan, Argentina.
Administrator alterno	Adrián Ariel De Stefano	Legal-formal alternate. 5% Class A founder stake. Per BORA 11266/19.
Director de Operaciones	Marcelo Marty	Buenos Aires. 25+ years Oil and Gas. Brother of Tomas Marty (declared upfront). Contact: marcelomarty@hotmail.com.

JOLOT S.A.S. is the sole operating entity in scope for the bridge. It holds:

- Mining rights on 29,376 hectares of contiguous land in Mendoza province (Departamento de Malargüe, near Rincon de los Sauces) under accepted purchase offer dated 22 April 2026.
- 27 km of Rio Colorado riverbank within the property perimeter.
- A separately documented 53,502 hectare position consisting of 3 mines and 7 cateos in the El Morado Mining District, San Juan province. Treated as upside, not as bridge principal security, pending the corresponding provincial certificate.
- The plant purchase option (5-instalment, US\$1.4M cancellation schedule).

- The Bailey bridge hydraulic engineering study (39-page assessment, 3 load options).
- Argentine operating bank accounts: Banco Santander Argentina (USD + ARS). Foreign-facing account: IDB Bank, New York.

2. Mineral rights position

JOLOT S.A.S. is the title-holder of the TECMIN 1 silica sand pedimento in Malargüe, Mendoza Province. The pedimento was officially re-caratulated to JOLOT SAS by the Dirección de Minería (Ministerio de Energía y Ambiente, Provincia de Mendoza) on 4 April 2025 under IF-2025-02489260-GDEMZA-MINERIA. Expediente EX-2018-01409789-GDEMZA-DMI#MEIYE. JOLOT also holds rights over the TECMIN 5 pedimento (Expediente Legal N° 2018-01442654-GDEMZA-MEIYE), where authorisations for third-party camp installation are issued under JOLOT signature (see VDD-2.0b for the 2022 camp authorisation precedent).

3. Out of perimeter (declared, not in bridge scope)

Entity	Form	Status	Notes
Envirotech Argentina S.R.L.	Argentine S.R.L.	Sergio Kalierof 99%	Separate entity unrelated to the sand operation. Not in bridge perimeter. TO VERIFY: 2011 Rivadavia hazardous-waste rejection reportedly affects this entity; Boletín Oficial reference or court file expediente pending from Sergio. Treated as proactive data-room disclosure once confirmed.

Envirotech Argentina S.R.L. is a separate Sergio Kalierof entity unrelated to the sand operation (99% Kalierof). Not part of the bridge perimeter. TO VERIFY: a 2011 Rivadavia hazardous-waste rejection reportedly affects this entity. Source (Boletín Oficial reference or court file expediente) pending from Sergio. If the incident is confirmed, this paragraph will be expanded with the citation and JOLOT will treat the matter as a proactive data-room disclosure even though the entity is outside the bridge perimeter, on the institutional-LP principle that surprises during due diligence damage trust faster than upfront disclosure of adjacent-entity history.

4. Planned foreign vehicle (bridge-related, in incorporation)

Field	Value
Entity	SigilDAO Ltd
Jurisdiction	Republic of Ireland
CRO Registration	SR8485117
Status	BLOCKED on account-name amendment (15 May 2026)
Purpose	EU corporate vehicle for the bridge round, recipient of non-Argentine LP contributions

Status as of 15 May 2026: incorporation pending. CRO requires an individual name on the customer account for A1 resubmission. Filing attorney Aurelien Rocher (Sentinel Legal, Lyon) proposed two options to the CRO officer on 15 May at 08:59 UTC. Resolution expected within the bridge close window.

In the interim, all LP bridge contributions are received into the JOLOT S.A.S. IDB Bank New York account, and SigilDAO Ltd will be the EU-side corporate vehicle into which the bridge note rights are assigned post-incorporation. This structure was reviewed and agreed by Sentinel Legal (Lyon, France) and Hash Fortress SA (Geneva, Switzerland) in the 11 May Engagement Letter.

5. Advisor and counterparty relationships (declared)

Counterparty	Role	Jurisdiction	Relationship to JOLOT
Sentinel Legal	Bridge legal counsel, VDD lead	Lyon, France	Independent. Engagement Letter dated 11 May 2026, in DocuSign flow. EUR 4,000/month retainer (deferred to Trench 1 close) + 2.5% success fee.
Hash Fortress SA	EU treasury and tax-residency structuring	Geneva, Switzerland	Independent. Consulting Agreement dated 11 May 2026, in DocuSign flow. EUR 2,000/month (deferred) + 2.5% success fee +

Counterparty	Role	Jurisdiction	Relationship to JOLOT
			1.5% equity at Series A.
Tomas Marty	Round facilitator (personal capacity)	Cork, Ireland	Brother of JOLOT Director of Operations Marcelo Marty. Declared upfront. 3% success fee on closed capital + 1.5% equity at Series A + EUR 1,000/month reimbursement (deferred to Trench 1 close).
Aurelien Rocher	Filing attorney, Sentinel	Lyon, France	Independent.
Matthias Traussnig	Hash Fortress SA director	Geneva	Independent.

6. Cap table summary, pre- and post-bridge

Pre-bridge (current, fully diluted)

Stakeholder	Class	Ownership
Sergio Daniel Kalierof	Class A (founder)	65.00%
Adrian Ariel De Stefano	Class A (founder)	5.00%
Reserve (authorized, unissued option pool)		30.00%

Post-bridge (all 3 tranches closed, US\$2.4M raised at the flat US\$15M cap, Series A as the future priced round). Percentages below are illustrative and depend on final Series A terms.

Stakeholder	Ownership
Sergio Daniel Kalierof	39.65%
Adrian Ariel De Stefano	3.05%
Reserve (option pool, replenished to 10% post Series A)	18.30%
Tomas Marty (facilitation)	1.50%
Bridge note holders (Trench 1 + Trench 2 + Trench 3, 37.50% aggregate at base-case conversion)	37.50%

Adrian Ariel De Stefano is the Administrator alterno (alternate administrator) per the JOLOT articles of incorporation, subject to a 24-month lock-up post-Series A.

7. Beneficial ownership

The Ultimate Beneficial Owner (UBO) of JOLOT S.A.S. is Sergio Daniel Kalierof (65% Class A founder stake, sole administrator, personal guarantor of the bridge round). Adrian Ariel De Stefano holds 5% as alternate administrator. No other natural persons hold a direct or indirect interest above 5%. UBO certificate is requested as VDD item 1.10 (status: missing, requested from Sergio 29 April).

8. Cross-references in the data room

Reference	Document	Status
JOLOT BORA extract (incorporation, 22 Feb 2019)	BORA 11266/19	In data room (extract)
Full Estatuto Social JOLOT S.A.S.	Pending (VDD 1.1)	Requested from Sergio 29 April, 9 days overdue
Cap table v0 (April 29 reconciliation)	CAP_TABLE_v0_2026-04-29.md	In data room
Power of attorney (sellers, land deal)	PODER JAS, notarized 22/02/2022	In data room
Land purchase: accepted offer	OFERTA IRREVOCABLE + ACEPTACION, 22 April 2026	In data room
Bailey bridge engineering	INFORME FINAL 2022-PTE-001 (39 pp)	In data room
Plant Phase 2 specs	Budgetary Proposal CDE, Rev.0	In data room
TECMIN 1 re-caratulation	IF-2025-02489260-GDEMZA-MINERIA (4 April 2025)	In data room
TECMIN 5 expediente	EX-2018-01442654-GDEMZA-MEIYE	In data room
Camp authorisation precedent (TECMIN 5, 2022)	VDD-2.0b	In data room
Sentinel Engagement Letter	Draft EL Sentinel Legal JOLOT REVISED FINAL 2026-05-11.docx	Drafted, DocuSign envelope not yet dispatched
Hash Fortress Consulting Agreement	Consulting Agreement HashFortress Martyr JOLOT DRAFT FINAL 2026-05-11.docx	Drafted, DocuSign envelope sent 12 May, signatures pending

Prepared by Tomas Marty (round facilitator) for the Sentinel Legal VDD response. CONFIDENTIAL. For prospective LP review under signed NDA only. Org chart reflects state as of 15 May 2026 and will be re-versioned at Trench 1 close.