

## **OTC Pink Basic Disclosure Guidelines**

### **1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Helix TCS, Inc. ("Company") was redomiciled in February 2014 in Delaware as Capital Franchising, Inc. (predecessor), which executed a holding company Reorganization of corporate structure in 2014, pursuant to Delaware General Corporation Laws, Section 251 (g), resulting in the former subsidiary, Jubilee4 Gold, Inc. (now "Helix TCS, Inc") being the holding company. Prior to Capital Franchising, Inc., the name was Spicy Pickle Franchising, Inc.

### **2) Address of the issuer's principal executive offices**

#### Company Headquarters

Address 1: 5300 DTC Parkway

Address 2: Suite 300

Address 3: Greenwood Village, CO 80111

Phone: 720-328-5372

Email: NONE

Website(s): helixtcs.com

#### IR Contact

Address 1: NONE

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Website(s): \_\_\_\_\_

### **3) Security Information**

Trading Symbol: HLIX

Exact title and class of securities outstanding: Common Stock

CUSIP: 42333M101

Par or Stated Value: .001

Total shares authorized: 200,000,000 common as of: 9/30/2016

Total shares outstanding: 27,547,497 common\* as of: 9/30/2016

Additional class of securities (if necessary):

Trading Symbol: N/A

Exact title and class of securities outstanding: Class A Preferred

CUSIP: N/A

Par or Stated Value: N/A

Total shares authorized: 20,000,000 as of: 9/30/2016

Total shares outstanding: 1,000,000 as of: 9/30/2016

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\*Note: 960,000 common shares were authorized in March 2016, but were not processed for issuance as of 9/30/2016, but are included in the total.

#### Transfer Agent

Name: Corporate Stock Transfer

Address 1: 3200 Cherry Creek Drive South

Address 2: Suite 130

Address 3: Denver, CO 80209

Phone: 303-282-4800

Is the Transfer Agent registered under the Exchange Act?\*

Yes: ☒

No: ☐

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

A name change to Helix TCS, Inc. and a one for four reverse split occurred in the last 12 months.

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Sec 4(a)2 to control party for services – 1,944,000 shares (April 2014)

Sec 4(a)2 to Director for services 2014 – 44,000 shares (April 2014)

Sec 4(a)2 to control party for cash October 5, 2015 - \$51,700 for 8,900,000 shares (pre-reverse split, October 2015)

Sec 4(a)2 to control party in exchange for assets December 23, 2015 for 20,000,000 shares (post-reverse split)\*

Sec 4(a)2 for financial consulting services – 200,000 shares (February and March 2016)

Sec 4(a)2 for financial consulting services – 150,000 shares (March 2016)

Sec 4(a)2 for financial consulting services and \$150,000 – 960,000 shares\* (March 2016)

Sec 4(a)2 for acquisition of assets of Revolutionary Software LLC – 2,320,000 (April 2016)

Rule 506 for \$250,000 investment – 714,286 (April 2016)

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\*960,000 common shares were authorized in March 2016, but were not processed for issuance as of 9/30/2016.

B. Any jurisdictions where the offering was registered or qualified;

None

C. The number of shares offered;

2014 – 1,988,000 (post-reverse split adjusted)

2015 – 22,225,000 (post-reverse split adjusted, October 2015)\*

2016 – 4,344,286

D. The number of shares sold;

2014 – 1,988,000

2015 – 22,225,000 (post-reverse split October 2015)\*

2016 – 4,344,286

E. The price at which the shares were offered, and the amount actually paid to the issuer;

\$ .002 for 88,000,000 shares (pre reverse split 2014) – services  
\$51,700 cash (\$.006 per share) for 8,900,000 shares (pre-reverse split October 2015)  
Business assets of Helix TCS, LLC exchanged for 20,000,000 shares (\$.01 per share) (post-reverse split October 2015)\*  
Financial Consulting Services were exchanged for 200,000 shares (\$0.07 per share)  
Financial Consulting Services were exchanged for 150,000 shares (\$0.20 per share)  
Financial Consulting Services were exchanged for 960,000\* shares (\$0.17 per share)  
Business Assets were acquired for 2,320,000 shares (\$0.20 per share)  
\$250,000 cash for 714,286 shares (\$0.35 per share)

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\*Note: 960,000 common shares were authorized in March 2016, but were not processed for issuance as of 9/30/2016.

F. The trading status of the shares; and Issuances:

2014 – 2016 – restricted/control (The shares are restricted as control shares or are otherwise restricted)

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

All certificates issued are restricted on the face of the certificate and reverse side, pursuant to the requirements of the Securities Act of 1933.

## 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

**The financial statements (Quarterly Report for Period Ended September 30, 2016) posted through OTC Disclosure & News Service are incorporated herein by reference.**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Helix TCS, Inc. provides security and business services to the cannabis industry.

B. Date and State (or Jurisdiction) of Incorporation:

3/13/2014 Delaware (predecessor in Colorado formed in 2003)

C. the issuer's primary and secondary SIC Codes;

7381

D. the issuer's fiscal year end date;

12/31

E. principal products or services, and their markets;

Primary – Security Services

## 7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Five Year Office lease @ 5300 DTC Parkway, Suite 300, Greenwood Village, CO 80111; approximately 2,300 sq. ft.

## 8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Zachary Venegas – CEO, Director, and control person of Helix Opportunities, LLC, the owner of approximately 80.7% of the company as of 9/30/2016.

Paul Hodges – Director

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

No

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Helix Opportunities, LLC  
5300 DTC Parkway, Suite 300  
Greenwood Village, CO 80111  
(Zachary Venegas, Manager and Registered Agent)  
Shares beneficially owned: 22,225,000 at 9/30/2016  
Percentage of class: 80.7% at 9/30/2016

## 9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Michael A. Littman and Christen Lambert  
Firm: Attorneys at Law  
Address 1: PO Box 1839  
Address 2: Arvada, CO 80001  
Phone: 303-422-8127  
Email: malattyco@aol.com or christen@christenlambertlaw.com

### Accountant or Auditor

Name: Ben Borgers  
Firm: BF Borgers CPA PC  
Address 1: 5400 W. Cedar Ave.  
Address 2: Lakewood, CO 80226

Phone: 303-953-1454  
Email: [ben@bfcpa.us](mailto:ben@bfcpa.us)

Investor Relations Consultant

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**10) Issuer Certification**

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Zachary Venegas certify that:

1. I have reviewed this quarterly disclosure statement of Helix TCS, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_  
Zachary Venegas, CEO

Signature:   
(Nov 17, 2016)

Email: [zvenegas@helixtcs.com](mailto:zvenegas@helixtcs.com)