

OTC DISCLOSURE STATEMENT



A MOBILE TECHNOLOGY COMPANY

PRIVATE & CONFIDENTIAL

<http://tarsinmobile.com>

CIK#: 0001046986

September 30, 2018

OTC listed public Company, OTC Disclosure Statement symbol: TMIX

Part A: General Company Information: Tarsin Mobile, Inc. (the "Company") is incorporated and existing under the laws of the State of Florida.

The business of the Company is Mobile Technology with the integration of mobile technology in unique real estate projects. The Company has been engaged in mobile technology with a mobile sports wagering platform since 2011 when the United States Federal government amended the wire act of 1961. In June 2018 the United States Supreme Court struck down the Professional and Amateur Sports Protection Act, a decision that now allows individual states to legalize sports wagering. Since legalization the Company has initiated a series of business development programs to include the mobile tech in its unique real estate portfolio.

The Company was incorporated in the state of Florida on August 7, 1997 under the name of Ginsite Materials, Inc. and operated under that name until September 8, 1999 when the name was changed to Environmental Construction Products International. The Company had been operating in the construction products industry until late 2007. On October 26, 2007 the name of the Company was changed to Empire Film Group Inc., to more accurately reflect its focus on multi-media, entertainment, film production, distribution, internet media and mobile technology. Effective July 2, 2015 the Company filed Amendments to the Articles of Incorporation and By-Laws and made FINRA filings authorizing the name of the Company be changed to Tarsin Mobile, Inc., to more accurately reflect the business of the Company. As real property developments are completed the Company will integrate our mobile platform technology to enhance the user experience as a smart property.

Our common stock is currently quoted on the over-the-counter market pink sheets with a warning and stop sign as a reminder and warning buyers and sellers of our common shares that the Company does not report and the stock is thinly traded due to the limited number of shares issued and outstanding in the amount of 25,648 shares of common stock held by 222 shareholders under the trading symbol TMIX. The Company is a non-reporting Company. On or before March 31, 2019 management intends to file an S1 registration statement and become a reporting and regulatory complaint public Company.

In December 2014 the majority shareholders, who together owned 124,590,000 of 243,387,385 shares in then Empire Film Group (ticker EFGU), convened a Board of Directors and Annual Shareholders Meeting. The controlling shareholders holding greater than 54% of the then issued and outstanding common shares of the Company have given their shareholder consent to effect the following changes as significant change of control:

1. (1) Change of control of the Company; (2) Change of name of the Company to more accurately reflect the current business of the Company, consisting of a mobile technology platform and ancillary verticals and real estate development; (3) Change of auditor; (4) Change of business; (5) Change of capital structure; (6) Change of financial condition; (7) Change of Management; (8) Change of Board of Directors; (9) and caused the following actions with regard to our Company: Joseph R. Cellura, our current Chief Executive Officer, Chairman of the Board and Managing Director, was appointed as the Chairman of the Board of Directors and officer of the Company by our former Chairman and CEO Dean Hamilton Bornstein, who resigned as the "controlling person", officer and director of the Company.
2. As Chairman Mr. Cellura appointed to the Board of Directors Michael Ghiselli as Vice Chairman and Secretary, and Robert Galarza Esq., each of whom have accepted their appointments as Directors. Control of the Company was then vested in its three (3) member Board of Directors to Joseph R. Cellura, in the designation of a series A super majority voting preferred control stock to expedite the continued development of the Company, its products and services and establish an anti-takeover provision.
3. The Company was directed to seek merger and acquisition candidates in order to promote the best interests of all other shareholders of the Company.

Effective June 3, 2015 the Company filed Amendments to the Articles of Incorporation and By-Laws authorizing a 10,000 : 1 reverse stock split, and the creation of 500,000 shares of series "A" Preferred Voting Stock, par value \$0.001 per share, as the "Series A Super Majority Voting Convertible Preferred Stock"

Effective October 20, 2015 the Company filed an Amendment to the Articles of Incorporation and By-Laws authorizing and designating the creation of 500,000 shares of Series A Super Majority Voting Preferred Stock, par value \$0.001 per share, with a 350:1 voting preference and the conversion rate of seven shares of Common Stock for each share of Series A Convertible Preferred Stock. A Series B class of convertible preferred stock (the Series B) in

the amount of 4,200,000 shares the Series B Convertible Preferred Stock is convertible on the basis of 1:1 each share of which is entitled to one vote, and to vote as a class with the Common Stock, and the conversion is one share of Common Stock for each share of Series "B" Convertible Preferred Stock.

Effective December 30, 2015 Robert Galarza resigned as President and as a member of the Board of Directors of the Company.

Effective December 31, 2015 David Propis was selected to serve the remainder of the term of the vacant Board seat, or until a suitable candidate was selected as nominee. David Propis declined the nomination to the BOD due to a conflict of interest as his fund Agile Fund has a \$1 million-dollar judgment in the Company when it was Empire Film Group. Propis has informed the Company that he intends to convert the entire amount of the \$1 million judgment into common stock at such time as the Company resumes active trading.

Effective August 23, 2016 the Board elected Alden Lee Hanson to serve as President for a five-year term and to serve on the Board of Directors, selected Joseph Cellura as its Chairman & CEO and Managing Director for a five year term, and selected Michael Ghiselli to serve as its Chief Operating Officer and Vice Chairman of the Board of Directors for a five year term.

November 29, 2017 – January 2018 TMIX filed a voluntary Bankruptcy petition in the US District Court for the Central District of California, Case Number 2-17-bk-24643-B.B. for the purpose of eliminating any confusion due to the filings of multiple Tarsin entities between the period 2012-2017. On January 16, 2018 the Company concluded the Chapter 11 reorganization in the form of a dismissal of the case.

FISCAL YEAR END DATE: 31<sup>st</sup> December

TARSIN MOBILE, INC. CORPORATE OFFICE

PRIMARY SIC CODE: [7372](#)

COMPANY LOCATIONS:

1730 E. Holly Avenue, Suite 55  
El Segundo, CA. 90245  
(408) 898-6191

18525 Sutter Boulevard, Suite 290  
Morgan Hill, CA 95037  
(408) 776-0060

Email: [mike@tarsinmobile.com](mailto:mike@tarsinmobile.com)  
Website: <http://tarsinmobile.com>

IR CONTACT;

Michael Ghiselli  
1730 E. Holly Avenue, Suite 55  
El Segundo, CA. 90245  
[mike@tarsinmobile.com](mailto:mike@tarsinmobile.com)

Part B: Security Information

Common Stock

Trading Symbol: (TMIX) (CUSIP: 18683A103)  
Par Value: \$0.001

Authorized Capital Stock:  
Common Stock Authorized: 250,000,000 Shares

Common Stock Outstanding:	25,648 Shares
Common Stock Free Trading:	13,611 Shares
Common Stock Restricted:	12,037 Shares
Series A Convertible Preferred Stock Authorized:	500,000 Shares
Series A Convertible Preferred Stock Outstanding:	500,000 Shares
Series B Convertible Preferred Stock Authorized:	420,000 Shares
Series B Convertible Preferred Stock Outstanding:	0 Shares

Transfer Agent:  
Corporate Stock Transfer  
3200 Cherry Creek S Dr., Suite 490  
Denver, Colorado 80209  
Phone: (303)282-4800  
Toll-Free: (877)309-2764  
Fax: (303)282-5800  
[www.corporatetock.com](http://www.corporatetock.com)

The Transfer Agent is registered under the Exchange Act.

Banking Information:  
Tarsin Mobile, Inc  
US Bank NA  
425 Walnut St  
Cincinnati, OH 45202  
Acct #: 157516003710  
Routing #: [121122676](http://www.fedwire.com)  
SWIFT: USBKUS44IMT

List any restrictions on the transfer of security:

There are no restrictions on the transfer of stock and there were no trading suspension orders issued by the SEC against the stock in the past 12 months.

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

There are no trading suspensions.

The Securities and Exchange Commission has accepted and approved our 15C filing.

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

As of August 30, 2018 there were 25,648 shares of common stock issued and outstanding of which 13,611 are free trading and 12,037 are restricted. Each of the shares of common stock is entitled to one vote.

On August 26, 2018 the Company acquired Episode 5, Inc., a private Delaware corporation, in a combination of cash and stock-for-stock transaction. The acquisition will be completed in its entirety by year-end 2018.

#### Part C: Issuance History

There are 222 shareholders of record holding 25,648 shares of the Company's common stock.

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:

1. 10,000 : 1 reverse stock split effective June 3, 2015
  2. On July 19, 2017 the Company entered into a warrant agreement with Mojave Gold Corporation, a Nevada mining resources Company. The warrant agreement authorized 10 million warrants with an exercise price of \$.50 and 10 million at \$1.00. for a total of 20 million common shares to be issued upon exercise of the warrants.
  3. The outstanding convertible notes were issued Notices of Conversion on December 30, 2017 as part of the Company's Chapter 11 filing, Case Number 2-17-Bk-2463-B.B. All note holders, upon conversion on a fully diluted basis, will be issued approximately 10,000,000 shares of common stock.
- A. The nature of each offering (e.g., S1, Securities Act Rule 504, intrastate, etc.);
4. THE COMPANY HAS RAISED CAPITAL IN THE SERIES "B" CONVERTIBLE PREFERRED 5% NOTES IN A 'FAMILY AND FRIENDS' ROUND SINCE OCTOBER 1, 2015. THE NOTES WILL CONVERT INTO THE COMMON STOCK OF THE COMPANY AT THE COMPANY'S ELECTION ON OR BEFORE YEAR END 2018. AT YEAR END 2017 WHILE IN CHAPTER 11 THE COMPANY ISSUED A NOTICE OF CONVERSION TO ALL OF ITS NOTE HOLDERS AND CREDITORS. AT THE 2017 NOTICE OF CONVERSION ALL NOTE HOLDERS FULLY ACCEPTED THE CONVERSION.
- B. Any jurisdictions where the offering was registered or qualified;
5. None
- C. The number of shares offered;
6. Upon conversion of the 5% Convertible Notes issued to family and friends, with the Notice of Conversion at year end December 2017, on a fully diluted basis there will be 10,000,000 non anti-dilutive shares issued. Upon exercise of the Mojave Gold Corporation warrants there will be an additional issuance of 20,000,000 shares for a total of 30,000,000 shares of non anti-dilutive Common shares of the Company.
- D. The number of shares sold;
7. No shares of Company stock will be offered for sale until an S1 Registration Statement has been filed and declared effective.
- E. The price at which the shares were offered, and the amount actually paid to the issuer;
8. No shares of Company stock will be offered for sale until an S1 Registration Statement is declared effective. .
- F. The trading status of the shares; and
9. The outstanding convertible note holders were issued notices of conversion in the chapter 11 filing on December 30, 2017 and shall be issued their respective shares of common stock on or before year-end 2018. There are 25,648 shares of Common stock outstanding, with 13,611 of that total being free trading and the remaining 12,037 being restricted. The 500,000 shares of Series A Convertible Preferred stock have not been converted into Common shares.
- 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. The shares will be registered when the S1 Registration Statement is filed with the SEC. The shares shall not be free trading until such time as the Company has maintained the reporting and compliance under the Securities Act and has filed its S1 Registration Statement with the SEC.

Preferred Stock

On January 5, 2015 the Company issued 500,000 shares of Series A Convertible Preferred Stock to Joseph R. Cellura in consideration for \$500. The preferred shares are convertible into seven shares of common stock for every one share of preferred. The Series A Super Majority Voting preferred was designated at the election and consent of greater than 54% of the Company for the express purpose of absolute control and to establish anti-takeover provisions while the Company continued development of its proprietary real property and mobile technology products and services. The Series A Preferred stock is entitled to 350 votes each, on any matter submitted to a vote of the shareholders.

#### Warrants

On July 19, 2017 the Company entered into a warrant agreement with Mojave Gold Corporation, a Nevada mining resources company. The warrant agreement authorized 10 million warrants with an exercise price of \$.50 and 10 million warrants with an exercise price of \$1.00 for a total of 20 million common shares to be issued upon exercise of the warrants.

The above offerings were made pursuant to Rule 506 under the Securities Act of 1933, as amended. The offerings were not registered or qualified in any jurisdiction. All certificates for shares of the Preferred stock bear a legend indicating that the shares are restricted securities that may not be sold without an S1 or Form 10 registration statement.

#### Part D: Financial Statements

The Company's certified and audited balance sheet, statement of income & expenses and statement of cash flows will be provided in the S1 Registration Statement to be filed with the SEC. Unaudited financial information is provided at the end of this document.

#### Part E: Business Information

Since 2015 our Company has been engaged in the development unique real estate projects in concentrated on private public partnerships and mobile technology. Management has devoted substantially all of our resources, time and capital to identify, acquire and develop unique real estate and mobile technology projects and services ancillary to the real estate business and mobile sports wagering. We have deployed our assets through our strategic co-development partners. Since 2015 we have funded our operations to date primarily from self-funding from the principals of the Company and select friends and family in the form of series "B" convertible notes.

#### Executive Officers and Board of Directors

Mr. Joseph R. Cellura  
Chairman & CEO

Mr. Cellura specializes as a principal in finance and brings greater than 30 years of information knowledge experience and resources in varied and progressively more responsible senior management and corporate development positions in public and private companies. He is recognized for his vision, creativity, business acumen, leadership qualities, successful marketing and management of brand and corporate assets. Mr Cellura began his finance career in Investment Banking in the late 70's in Boston over a 20 year period in finance internationally and domestic in public and private companies.

In the 80's Joe was involved in the development of various real estate projects including a variety of industry leading Charrettes and Urban Planners DPZ Seaside, Lauxmont Farm and Windsor. During this period Joe developed seaside cafes' in 50's style motel properties throughout the Florida's east and west coast. In the late 80's Cellura was awarded a patent by the US Patent and Trademark office (patent number 331-090) for a unique divot tool. Shortly thereafter Cellura began a 20 year career in golf course development design ownership and manufacturing in the golf industry.

In the 90's Mr. Cellura was a Principal, and development partner, in the initial development and actualization of the World Golf Village, a 6,300 acre golf project of international significance, the largest project ever undertaken in the world of golf securing a \$125 million dollar financing with Robert W. Baird & Company, then a wholly owned subsidiary of Northwestern Mutual. He was the founder, Chairman and CEO of Divot Golf Corporation ("Divot") taking the Company public along with Miller Golf Inc., a supplier of specialty golf products to the Masters, Pebble Beach and 5400 private golf and country clubs. The golf assets were sold to KSL a Kohlberg Kravis Roberts owned Company in 1998. In June 1998, Mr. Cellura received a letter from Hannah Huhl of NASDAQ advising that

Divot (PUTT) was distinguished by the NASDAQ as having had the highest percentage gain, volume, and price increase in a single trading session in the history of NASDAQ.

Mr. Cellura co-founded TravelFile in 1994, and served as its Managing Director and Chairman. TravelFile was an early stage “.com”, providing content to AOL’s Travel Channel. British Airways purchased TravelFile several years later, and Mr. Cellura was appointed the Managing Director and Board member of Web Traveler System and of Bonveno, the two wholly owned subsidiaries of the airline.

Mr. Cellura is also a founding sponsor of the First Tee Foundation, an organization of which he is extremely proud.

Alden Lee Hanson  
President and Director

Mr. Hanson is an entrepreneurial product and business development executive who drives product vision and crafts product roadmaps for web and mobile platforms including content management systems, real-time analytic interfaces, education and gamification products and e-commerce systems. Particular expertise in concept to creation for user-friendly, dual-sided platforms that drive revenue, offer real-time analytics and scale seamlessly. He thrives in startup environments and has successfully raised Angel and Venture Funding for various technology startups by advising on pitch strategy, product valuation and potential earning capabilities.

Mr Hanson earned a B.S. in Political Science from the University of Southern California where he was a member of the Kappa Sigma Fraternity and won honors in Entrepreneurship during his senior year. After working for six years in sales he attended the Marshall School of Business, also at the University of Southern California earning his M.B.A. with a dual emphasis in Entrepreneurship and Marketing. Mr. Hanson also holds Certificate Degrees in Product Strategy and Management from the Pragmatic Marketing Association and the Haas School of Management at Berkeley. During his professional career he has spent significant focus helping early stage companies with their product and marketing strategy and has spent the last several years helping to launch an EdTech platform called Mozi that facilitates teaching academic writing to K-12 students and a dual sided marketplace for the commercial construction market called Site Fuel USA. His most recent executive role as Senior Vice President and Executive Advisor for Mobile Programming was instrumental in developing client solutions for enterprise clients such as Molina Healthcare Inc.

Michael Ghiselli  
Chief Operating Officer, Vice Chairman, Treasurer & Secretary

Mr. Ghiselli is an investor and a senior level management professional, and has successfully guided several technology companies through the complicated early stage funding and development process since 2011. Mr. Ghiselli was previously the CEO of a logistics Company he co-founded in 2009, providing support to hospital systems, research and commercial laboratories, and the biopharmaceutical industry. He was an early adopter of technologies to provide environmental controls, tracking and chain of custody verification for the sensitive and highly regulated commodities the Company transported. Prior to founding his Company Mr. Ghiselli led the Courier and Logistics Department of Stanford University Medical Center's Clinical Outreach Program, where he introduced the use of mobile technologies. Earlier in his career he had a regional leadership role in the merger of DHL Express and Airborne Express, focusing on the integration of mobile technologies into the operations side of the business.

#### Key Strategic Advisors and Partners:

Allen D. Moyer: Founder & Chairman of AMDI, Inc. and Corinthian Development Corporation

For more than 25 years, Allen D. Moyer has been a creative leader in the development, design, project management and construction of hospitality, retail, commercial and themed entertainment facilities for some of the world’s most recognized brands, including Apple Inc., Sony Corporation and The Walt Disney Company.

Prior to the formation of Corinthian Development Company, Mr. Moyer led Apple’s real estate and development efforts, where he managed a \$260 million annual budget and an international portfolio of six million square feet. Mr. Moyer also oversaw the innovative design and construction rollout for the Company’s successful launch of the Apple Store retail concept

As a senior vice president with Sony Corporation, Mr. Moyer helped launch Sony Development and was responsible for the design and build-out of the Company's retail entertainment centers throughout the world, including Sony Metreon in San Francisco, Odaiba, Japan and Berlin, Germany. Earlier in his career, Mr. Moyer served as a senior vice president with Walt Disney Imagineering, where he was responsible for the development of approximately \$3.3 billion of Disney destinations, including the direction of the design and construction efforts for the Euro Disneyland expansion and the initial development of Disney-MGM Studios Europe. During his 13-year Disney career, Mr. Moyer also participated in the development of the \$90 million Living Seas Pavilion at Epcot Center, the Wonders of Life Pavilion at Epcot, the nighttime entertainment complex Pleasure Island and the 50-acre Typhoon Lagoon, Walt Disney World's aquatic playground. Mr. Moyer earned a bachelor's degree in design with a minor in real estate and land planning from the University of Florida's School of Architecture, where he was also awarded a Master of Architecture degree.

Dave Garonzik, Capital Markets Strategist

Dave attended Duke University where he graduated with a B.A. in Political Science. He went on to earn his MBA from the University of California's Haas School of Business. Mr. Garonzik spent his first twelve years of his career working at Goldman Sachs Group Inc, in New York City. He initially worked in the Debt Capital Markets group as a member of the syndicate desk helping investment grade corporations and sovereign issuers raise money in the capital markets. Mr. Garonzik assisted issuers access the fixed-income market, price transactions, plan roadshows, and build successful deal order books. Additionally, he worked in partnership with the sales & trading team to source capital from some of the largest fixed income funds in the world. He authored the weekly Medium-Term Note for Goldman's fixed-income clients for 18 months. In his role on the G-10 Foreign Exchange trading desk, Mr. Garonzik began as an associate trader of the EUR and JPY. Then, as a vice president he earned the spot trading book for the Australian, Canadian, and New Zealand dollar currencies in NY for Goldman. In 2007, he became chief Yen dealer, a role that combined market-making, trade execution, and risk management responsibilities. Mr. Garonzik was named to Trader Magazine's Top 30 Under 30 List.

Ed Reginelli, Strategic Advisor

Edward Reginelli has over 20 years of corporate operating and deal making experience. Edward has overseen 15+ M&A transactions and integrations on both the buy and sell side with a total valuation of \$250M+. Prior experience includes managing companies in both a private and public setting including the LSE and NASDAQ and has raised \$250M+ from international and domestic Private Equity, Banks, Institutional Investors, and High Net Worth Individuals. Mr. Reginelli holds a BSBA from John Carroll University and is a Registered Certified Public Accountant.

### **Mobile Technology & Sports Wagering**

#### **About Tarsin Mobile Inc.,**

The United States Supreme Court on May 14, 2018 struck down the Professional and Amateur Sports Protection Act, a federal law that required states to ban gambling on the outcome of sporting events. As a matter of federal law the Professional and Amateur Sports Protection Act did not ban sports gambling nationwide, but it said the states were not allowed to permit it. Four states were grandfathered when the PASPA was passed in 1992, Nevada with its full menu of sports betting options, and Montana, Delaware, and Oregon were allowed to continue their previously established sports lotteries. A record \$4.8 billion was wagered at Nevada sports books in 2017. Seventeen states, in anticipation of this ruling, have moved forward to draft sports betting legislation. One research firm estimated before the ruling that if the Supreme Court were to strike down PASPA, 32 states would likely offer sports betting within five years. The American Gaming Association estimates that Americans illegally wager about \$150 billion on sports each year.

The Department of Justice issued a memo in September 2011 amending the Interstate Wire Act of 1961 saying it does not apply to non-sports betting. This change in position had wide ranging implications for the Internet gaming landscape in the U.S. Of particular interest, it meant that DOJ would no longer contend that states cannot license intrastate Internet gambling, provide lottery games over the Internet or compact with each other to provide interstate gaming. Though the recent controversy about the Interstate Wire Act focused on online gaming, mobile technology answered many of those concerns raised in those debates

Tarsin Mobile, because of our pedigree and experience, is uniquely qualified to bring sports wagering and lottery to the world of mobile. Our team of engineers built a platform in 2012 to support the regulatory demands in the state of Nevada, becoming the only independent mobile gaming app at the time to receive regulatory approval in Nevada. The platform offered a comprehensive solution to the clients using a cloud based software systems, with unique suite of fully featured and proven mobile solutions critical to the nature of conducting business on mobile. Key features of the technology were identity confirmation, geo-fencing, geo-verification, geo-location, geo-payment and geo-security by state or region, a suite of consumer billing options including Point of Sale “POS”, and a high level of personal and corporate security solutions including device authentication prior to each m-commerce transaction. After Nevada’s approval of the platform in 2013 for mobile gaming use Stations Casino selected the technology to power launched its Sports Connection app. The technology platform was sold to a private investor group in 2014.

#### About Episode 5, Inc. (ep5)

ep5 designs, develops and manages specialty brands in unique real estate in the themed entertainment and hospitality and retail sector. It has recently developed its Seven Palms Ranch brand, an upscale private club with Equestrian, Water, Air and Auto themes.

About Monumint, Inc. A wholly owned subsidiary of ep5

Monumint Inc. is a wholly owned subsidiary of ep5. The Augmented Donor blocks are a massive evolution from static engraved donor brick programs and are integrated in all our unique real estate projects. Monumint Glass Blocks, with embedded sensors, are used to construct beautiful interactive structures located in college and university campuses, hospitals and medical centers, cemeteries and memorials, museums and cultural centers, elementary & high schools, and stadium & event venues. Each wall contains glass blocks that are self-contained and there is no need for external power. Monumint creates and publishes a custom version of the Monumint Mobile App for each client and our technology platform has robust APIs that can be used to embed the Monumint Mobile Experience inside of our customers current apps or be used to create a stand-alone application for each customer. Our app makes it simple for students, alumni, donors to interact in meaningful ways.

Monumint’s software provides donors a place to tell their story, and allows them to interact with other donors while staying engaged with the institutions they support long after their first donation. For institutions, it means a direct line to connect with donors, ability to offer rewards and recognize to them and generate additional donations in real-time.

The Monumint platform extends the reach and ability of institution to raise money by giving major Brands access to reach their audiences via mobile advertising. Donors and guests can earn rewards for physically interacting with their institution's Monumint wall, and for encouraging others to visit and experience the Monumint.

Our augmented views bring your wall to life. Tell your institution's story in the way you've always wanted to. Guests can “walk through” your brand story as they interact with the wall. The augmented view also allows guests to easily find their block, or check-in with other alumni. The Monumint augmented environment gives alumni and brands the opportunity, flexibility and space to sponsor specific parts of your institutions story and help bring your history to life.

#### Business Operations

##### Strategy and Outlook

Since the Supreme Court's decision to legalize sports wagering, our pedigree in the field and knowledge, resources and experience navigating the regulatory environment, with private raffles, disaster relief lotteries and mobile sports wagering we are uniquely positioned for aggressive growth. Our recent acquisition of Episode 5, Inc. and its subsidiary Monumint allows Tarsin Mobile to incorporate its technology into the hospitality, retail and fund raising sectors. Tarsin Mobile, Inc. (TMIX – OTC) Mobile Technology, Mobile Sports Wagering and Lottery, and Mobile Payment Solution.

#### About Circle Plus Payments Inc.

Our Company entered into a joint development and license agreement in 2014 with Circle Plus Payments, Inc. (CPPI) called Circle Plus Mobile, a payment solution for mobile devices. Through this mobile application, CPPI

provides mobile payments solutions. Mobile payment solution applications developed by Circle Pay Mobile are for financial transactions for businesses of any size all over the world. Currently, CPPI's apps are compliant and secure in 31 countries and in 32 languages. Circle Plus Mobile provides secure, regulatory compliant flexible features for configuration by any type of merchant. Our proven and fully functional mobile payment solutions are available in iOS and Android.

**Payable** is the first app where any merchant with a smartphone can provide complete customized financial transactions with options for POS (Point of sale), remote sale using invoice option, QR (Quick Response) code, and Apple Pay without any external hardware. On top of that, anyone can accept bitcoin in his or her local currency without any conversion loss or having to hold bitcoin in over 31 countries.

With the new generation Payable App, merchants no longer have to purchase new external readers or hardware to accept payments or send invoices. There are an estimated 1.24 billion payment cards and 15.4 million POS terminals currently in use, most of them in other countries. Merchants around the world must support transactions using the new EMV-compliant credit and debit cards with smart chips embedded. However, unlike competitors like Square and others, users of the Payable app are not required to purchase expensive EMV terminals to comply with the EMV mandate that went into effect earlier this month.

The Payable App is based on the Stripe Connect platform, and is supported by the focus on security and regulatory compliance of Tarsin Mobile that features Geo Fencing, Geo Verification, Geo Security, Geo Location and Geo Payment. You can find the links to download the Payable app (both android and iOS version) at [CirclePlusPayments.com](http://CirclePlusPayments.com) Circle Plus Payments is available in the United States, Canada, Europe, Australia and as of November 26<sup>th</sup>, 2015 in Japan and many other countries. Apps are PCI (Payment Card Industry) standard compliant, extremely secure and developed by payment industry experts with several patents pending. Our growing client base is from all over the world. Daily transaction amounts for cards and bitcoins are not limited. App features include mass campaign features for donations, multiple employee sign-up under a single account, Apple Pay option, Wallet Payable option, shopping cart features and Quick books integration with no external hardware. Circle Plus Payments Inc. has been featured on Wired Magazine, Retail Dive, Business Insider and Fox News.

#### Part F: Management Team of the Public Company

The following describes the business experience of our directors and executive officers:

##### Term of Office

Our directors are elected at each annual meeting of stockholders and serve until the next annual meeting of stockholders or until their successor has been duly elected and qualified, or until their earlier death, resignation or removal.

##### Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

##### Control Persons

The persons listed below hold more than 5% of the Common Stock of the Company. (By listing these persons we do not in fact, acknowledge that they are "Control Persons" as defined by SEC Regulations)

Joseph R. Cellura  
Alden Lee Hanson  
Michael F. Ghiselli

##### Legal/Disciplinary History

Please identify whether any of the foregoing persons have, in the last five years, been the subject of legal or disciplinary actions.

None

Beneficial Shareholders

The person listed below holds 100% of the "Series A Convertible Preferred Stock", with a 350:1 voting preference and the conversion rate is seven shares of Common Stock for each share of Series A Convertible Preferred Stock.

Joseph R. Cellura  
1730 E. Holly Avenue, Suite 55  
El Segundo, California. 90245

Part G: 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.

Government and Mobile Device Regulatory

Matt Schwartz  
matt.Schwartz@dlapiper.com  
DLA Piper  
465 Executive Drive  
San Diego, California  
(858)638-6834

Government Relations  
California Strategies LLC  
Rusty Areias  
Sacramento  
980 9th Street, Suite 2000  
Sacramento, CA 95814  
T: 916-266-4575  
F: 916-266-4580

Intellectual Property

Eric Tanezaki  
etanezaki@stetinalaw.com  
Stetina, Brunda Garred & Brucker  
75 Enterprise, Suite 250  
Aliso Viejo CA 92656  
(949) 855-1246

SEC Counsel

Lawrence Metelista  
[lmelitsa@lucbro.com](mailto:lmelitsa@lucbro.com)  
Lucosky Brookman  
101 Wood Avenue South  
Woodbridge, New Jersey 08830  
(732)395-4400

Auditor/Accountant

Corey Fischer  
Weinberg and Company  
1925 Century Park East, Suite 1120  
Los Angeles, CA. 90067  
310-601-2200  
[www.weinbergla.com](http://www.weinbergla.com)

Part H: Issuer Certification

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

I, Joseph R. Cellura certify that:

1. I have reviewed this disclosure statement of Tarsin Mobile, Incorporated.
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.

Joseph R. Cellura, Chief Executive Officer, Chairman

Joseph R. Cellura

I, Michael Ghiselli, certify that:

1. I have reviewed this disclosure statement of Tarsin Mobile, Incorporated.
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.

Michael F. Ghiselli, Secretary Treasurer

Michael F. Ghiselli

