

CONFIDENTIAL PRIVATE PLACEMENT OFFERING MEMORANDUM PROSPECTUS

**This memorandum is *not* a GENERAL PUBLIC OFFERING but is a
Private Offering Memorandum Prospectus.
SHORT FORM**

CONFIDENTIAL PRIVATE PLACEMENT OFFERING MEMORANDUM Corporate Medium Term Notes, MTN's **\$500,000,000,000.00**

*Series "A", Medium Term Notes, in the aggregate principal amount of
500,000,000,000.00
(FIVE HUNDRED BILLION UNITED STATES DOLLARS)
Issued in denominations of \$20,000.00 MEDIUM TERM NOTES with a maturity date of
April 2034.*

**One World Mercantile Inc.
One World Bancorp Inc.
Registered Office: 3524 Silverside Road, Suite 35B
Wilmington, DE 19810-4929
County of Newcastle/ ABA 502293
CREDITOR / BENEFICIARY
"OWB" or "the company"**

The Securities described in this Confidential Private Placement Offering Memorandum are being offered in a manner intended to qualify for an exemption provided by 144 A, Section 4(2) and Regulation D of the Securities Act of 1933, as amended (the "Securities Act") Rule 506. Consequently, this Confidential Private Placement Offering Memorandum has been produced in very limited quantities and may not be reproduced or delivered to anyone other than Qualified Institutional Buyers, such as qualified banks, trusts or financial institutions, and is available through financial market qualified investment advisors, dealers and brokers.

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THE DATE OF THIS CONFIDENTIAL PRIVATE PLACEMENT OFFERING MEMORANDUM IS:
January 2026.

IMPORTANT SECURITIES LAW NOTIFICATIONS

The Securities contemplated herein are being issued as “Medium Term Notes / Secured Corporate Bonds” a part of the Asset Class / Corporate Debt Instruments / Cash Equivalents and are negotiable financial instruments to be used for the purposes of fixed income. These (MTN) Medium Term Notes are being issued in reliance upon the SEC’s 144A / Regulation D, Rule 506, and the available state transactional exemptions compatible with Regulation D. These Securities have not and will not be registered under the “Securities Act”, or any state Securities or ‘Blue Sky’ laws.

Rule 506

A company that satisfies the following standards may qualify for an exemption under this rule:

- Can raise an unlimited amount of capital;
- Does not use general solicitation or advertising to market the securities;
- Sale of securities can be to an unlimited number of accredited investors and up to 35 other purchasers. Unlike Rule 505, all non-accredited investors, either alone or with a purchaser representative, must be sophisticated - that is, they must have sufficient knowledge and experience in financial and business matters to make them capable of evaluating the merits and risks of the prospective investment;
- Seller must be available to answer questions by prospective purchasers;
- Financial statement requirements as for Rule 505; and
- Purchasers receive restricted securities, which must be held for one year before being freely traded in the secondary market after the offering

These securities have not been recommended by, approved by, or registered with, the Securities and Exchange Commission (“SEC”), any state securities commission, or any other regulatory authority. No regulators have passed on, or endorsed the merits of, this offering or the accuracy or completeness of this Offering Memorandum. Any representation to the contrary is a criminal offense.

These Securities are offered and placed in reliance on exemptions from the registration requirements of the Securities Act and, generally, of the state securities laws. Therefore, the securities may not be transferred or resold unless they are later registered under the Securities Act and state securities laws, or are exempt from registration. There is no public or other market for the securities, nor is it likely that any such market will develop. Therefore, expect to retain your ownership of the securities and bear the financial risks of these for an indefinite period.

These Securities will be sold and or issued on a private placement agreement which will contain representations, warranties, terms and conditions. OWB has the discretion to accept or reject any placement in whole or in part in its sole discretion for any reason. Investment in these securities is not intended or implied. These securities are intended for private placement to Qualified Institutional Buyers such as banks and financial institution and corporate clients as MTN's only and can only be acquired by these qualified sophisticated Institutional clients.

No one has been authorized to make any representations about OWB, or the securities, other than those representations made in this Offering Memorandum. You should assume the information contained herein is accurate only as of the date on the front cover of the Offering Memorandum. Business, financial condition, operations and prospects may have changed from that date. This Offering Memorandum is based on information provided by OWB and other sources that we believe are reliable. However, OWB cannot assure you that the information provided by other sources is accurate or complete.

This Offering Memorandum is not legal, business, tax or financial advice. Please consult your own professional advisors as to the legal, business, tax and financial implications of this investment and as to your suitability for this investment. We do not make any representation regarding the legality of an investment in these securities by you under applicable laws. You must comply with all applicable laws and regulations in force in any jurisdiction in which you acquire these Securities and must obtain any consent, approval or permission required for acquiring these Securities under the laws and regulations in force in any jurisdiction to which you are subject or in which you make such purchases, offers or sales, and OWB does not have any responsibility for your failure to comply with any regulation or law.

This Confidential Offering Memorandum is an offer only to the institution and or entity named on the cover page, and only if delivery of this Offering Memorandum was made by, or authorized by, OWB. By accepting this Offering Memorandum, you agree not to duplicate it, or to give a copy of it to any person other than your advisors. If you decide not to purchase the securities, you agree to destroy or promptly return this Offering Memorandum, and any copies made, to OWB.

This Offering Memorandum does not constitute an offer to sell, a solicitation, or an offer to buy in any state or to any person in which or to whom such an offer, solicitation, or offer to buy would not be permitted by law.

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SUMMARY

The following is a summary of certain information contained in this Memorandum and is qualified in its entirety by the more detailed information appearing elsewhere in this Memorandum.

One World Mercantile Inc. is a Duly Registered, Delaware Corporation.

The Offering: SERIES “A” Medium Term Notes” WITH A DENOMINATION OF \$20,000.00 (TWENTY THOUSAND UNITED STATES DOLLARS) each. Completes an AGGREGATE TOTAL OF \$500,000,000,000.00 (500 HUNDRED BILLION UNITED STATES DOLLARS) MTN’S (the “Notes”)

See “DESCRIPTION OF SECURITIES” below.
NOTES ARE ISSUED IN **ANY DENOMINATION** RANGING FROM 50M, - 500M.

Use of Proceeds: The intended use of the proceeds from sale and or investment is to create a bond fund for the company’s use in Finance, Build, Acquire and Manage Real Estate Investments, Project Funding, Blockchain Financial Solutions and Information Technology for use by Banks and Financial Institutions, and economic stimulus pursuant to our investment strategy.

Suitability Standards: A placement of the securities offered hereby is suitable for you only if you have business and financial experience so that you are capable of evaluating the merits and risks of managing primary and secondary market financial instruments. You must be a Qualified Institutional Buyer to use and or accept the securities offered in this memorandum and it is intended for Custody and Collateral use only.

DTCC ELIGIBLE: ISSUED NOTES ARE DTCC ELIGIBLE WITH LEGAL OPINION LETTERS AVAILABLE, ALSO REGISTERED WITH FINRA. INVESTORS MAY MOUNT TO DTCC, EUROCLEAR, CLEARSTREAM AND OR ANY OTHER EXCHANGE AT THEIR DISCRETION. THESE MTN ARE SUITABLE FOR BALANCE SHEET ENHANCEMENT AND AS COLLATERAL FOR USE IN TRADE FINANCE AND LARGE PROJECT FUNDING.

INVESTOR SUITABILITY STANDARDS (WHO SHOULD INVEST?) ACCREDITED INVESTORS ONLY

This Offering in reliance upon 144 A / REGULATION S / Rule 506 of the Securities Act of 1933, as amended (the “Securities Act”), which provides exemptions from Federal registration for certain private placements and limited offerings. It is available to Qualified Institutional Buyers only.

GENERAL

DESCRIPTION OF THE COMPANY www.oneworldbancorp.com

ONE WORLD BANCORP INC. / One World Mercantile Inc.
GMEI/LEI: 5493000CGTIBW716SG06

One World Bancorp Inc. / One World Mercantile Inc. is a Delaware / US corporation and has been selected to undertake issuing activities to MANAGE A PRIVATE CAPITAL CORPORATE BOND FUND for the purpose of balance sheet enhancement and project financing of all kinds. In conjunction with a network of international consultants project funding can occur in any country.

One World Mercantile manages Collateral of Gold Bullion and Cash Deposits of more than 100,000,000,000 USD (ONE HUNDRED BILLION UNITED STATES DOLLARS).

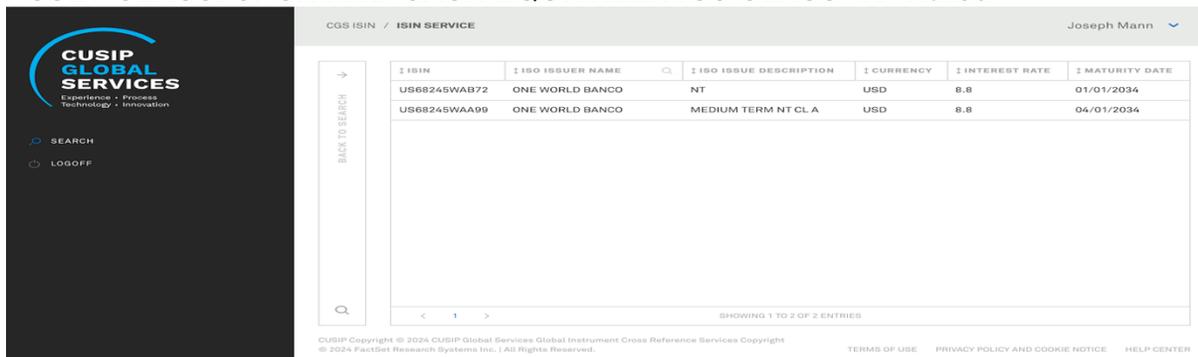
PLAN OF OPERATIONS AND INVESTMENT STRATEGY

This Offering Memorandum is the commencement of a long-term strategy of the company to raise liquidity and investment capital for the purposes of corporate investments. A bond fund is the objective of the company. It is the intention of the company to establish serial issuance of corporate debt and the development of ongoing financial resources.

DESCRIPTION OF THE SECURITIES

Medium Term Notes / Secured Corporate Bonds Series “A”

ASSET CLASS: CASH AND CASH EQUIVALENTS / CLASS “A” Rated



The screenshot displays the CUSIP Global Services ISIN Service interface. The header includes the CUSIP Global Services logo and navigation options (SEARCH, LOGOFF). The main content area shows a table of securities with the following columns: I ISIN, I ISO ISSUER NAME, I ISO ISSUE DESCRIPTION, I CURRENCY, I INTEREST RATE, and I MATURITY DATE. The table contains two entries for ONE WORLD BANCO.

I ISIN	I ISO ISSUER NAME	I ISO ISSUE DESCRIPTION	I CURRENCY	I INTEREST RATE	I MATURITY DATE
US68245WAB72	ONE WORLD BANCO	NT	USD	8.8	01/01/2034
US68245WAA99	ONE WORLD BANCO	MEDIUM TERM NT CL A	USD	8.8	04/01/2034

At the bottom of the interface, there is a footer with copyright information: CUSIP Copyright © 2024 CUSIP Global Services Global Instrument Cross Reference Services Copyright © 2024 FactSet Research Systems Inc. All Rights Reserved. There are also links for TERMS OF USE, PRIVACY POLICY AND COOKIE NOTICE, and HELP CENTER.

GLOBAL CERTIFICATE>

One World Bancorp Inc.

One World Mercantile Inc.

ASSET CLASS / FIXED INCOME / CASH EQUIVALENTS

Corporate Bonds / MTN

\$500,000,000.00

~ CERTIFICATE ~

(FIVE HUNDRED MILLION UNITED STATES DOLLARS)

Definition; Corporate Bonds are debts issued by industrial, financial and service companies to finance capital investment and operating cash flow. These are secured by assets of the company. In terms of total face value of bonds outstanding, the corporate bond market is bigger than each of the markets for municipal bonds, U.S. treasury securities, and government agencies securities. Investors in corporate bonds have a wide range of choices when it comes to bond structures, coupon rates, maturity dates, and credit quality and industry exposure.

FEATURES:

Corporate Bonds / Medium Term Notes / MTN

Series "A" Medium Term Notes

ISSUER: ONE WORLD MERCANTILE INC.

CUSIP NUMBER: 68245W AA9

ISIN NUMBER: US68245WAA99

ISSUE DESCRIPTION: MEDIUM TERM NT CLASS A / ACCD INVS

RATE: 8.800% **MATURITY:** 04/01/2034

ISO CFI: DTFSFR

FISN: ONE WORLD BANCO / 8.8 MED TERM NT SEC

Distributions as follows:

Amount QTY Total

UNITS OF 20,000 SHARES DISTRIBUTED IN NOTES OF ANY SIZE OR AMOUNT

IE: 1 SHARE = \$1 / NOTES = \$20,000.00 /\$25,000 /\$500M/\$1B /\$5B

In the United States, Corporate Bonds are issued as debt obligations of the issuer available only to corporate, institutional and sophisticated investors. These notes are issued on a private placement basis only, as MTN's (Medium Term Notes)

PLAN OF DISTRIBUTION

The Notes will be offered on a “best-efforts” basis to various firms selected by the company. The Company reserves the right to engage certain broker-dealers who are registered with the National Association of Securities Dealers, Inc. (“NASD”) / NASDAQ PRIVATE MARKET to offer the Notes in the future. As of the date of this Memorandum, the Company has not entered into any selling agreements with registered broker-dealers. In the event the Company engages any broker-dealers, there may be commissions paid to broker-dealers and referral fees paid to finders (with respect to sales of Notes created by the company). In addition, the Company may indemnify participating broker-dealers with respect to disclosures made in this Memorandum. The 144A Notes are being privately offered for placement by the OWB to Qualified Institutional Buyers as defined in Rule 506(a) of Regulation S promulgated under the Securities Act of 1933, as amended.

REDEMPTION

Notes held may be redeemed at any time. The Company requires 30 Days, notice of redemption through a qualified Broker Dealer. Interest payable from the date of redemption forward to the maturity date will be forfeited by the note holder. Transactions are intended to be managed by a selected broker dealer.

CONTACT DATA

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