

I-ON DIGITAL CORP.

I-ON Digital Corp. (OTC: IONI)

Saturday, May 3, 2025

Under the 2025 accounting regulations and evolving digital asset frameworks, ION.AU, the digital asset issued by I-ON Digital Corp (OTCQB: IONI), can be compellingly classified as a mortgage-backed security (MBS) or more precisely, an asset-backed security (ABS) with mineral rights collateral, given its perfected UCC-1 lien on mineral asset claims rather than strictly real estate, using the Mark-to-market (MTM) accounting method and P/L income/loss entries.

Below is a detailed outline supporting this classification, with appendices supporting the MTM method of accounting, pricing and P/L entries.:

1. LEGAL STRUCTURE: UCC LIENS ON MINERAL RIGHTS = COLLATERALIZED DEBT OBLIGATION

A mortgage-backed security (MBS) is typically secured by real estate, but asset backed securities (ABS) can include mineral rights, leases, or other secured interests. The Orebits.AU (n/k/a ION.AU) asset fits this structure because:

- I. Perfected UCC Liens on Mineral Claims:
 - A. ION's proprietary 40-step onboarding process includes placing a UCC-1 lien on the mineral asset rights (gold claims), not necessarily including the underlying real estate.
 - B. This creates a secured creditor position for ION.AU holders, similar to how MBS/ ABS investors hold claims on pooled assets.
 - C. The lien ensures that the asset is collateralized, reducing counterparty risk and aligning with MBS accounting standards (FASB ASC 860).

CONCLUSION: The mineral rights lien (not just the real estate) makes ION.AU a secured asset-backed security (ABS), functional equivalent to an MBS in accounting treatment.

2. CASH FLOW MECHANISM: GOLD MONETIZATION = ABS-STYLE REVENUE STREAMS

Like a MBS/ABS, ION.AU derives value from contractual cash flows tied to collateral:

- I. Mineral Rights Monetization:
 - A. The gold claims generate revenue via leasing, royalties or direct sales, functioning like mortgage payments in a MBS.
 - B. Even without real estate ownership (e.g. BLM leases) the mineral rights themselves produce income.
- II. SEC Recognition of Non-Real Estate Assets:
 - A. The SEC has approved mineral-rights-backed securities (e.g. oil.gas royalty trusts) as investment contracts under the Howey Test.

CONCLUSION: ION.AU's cash flows from mineral rights (not just real estate) qualify it as an ABS/MBS hybrid under FASB/IFRS.

3. LEGAL OPINION TO THE SEC & FASB/IFRS COMPLIANCE

The Legal Opinion to the SEC prepared by Taft Law regarding the classification of ION.AU is a security, with no denial from the SEC, further strengthens its classification as a security, but its collateral type (mineral rights) affects classification because:

- I. Howey Test Satisfied:
 - A. Investors rely on ION's 40-step onboarding process (including UCC lien(s) to generate returns from gold claims.
 - B. The UCC lien enforcement and gold claim monetization constitutes the "efforts of others" that generate returns.
- II. FASB ASC 860 (Transfer of Financial Assets):
 - A. The UCC lien means ION.AU is a secured obligation, recorded as debt (if held to maturity) or fair value (if traded).
- III. IFRS 9 (Financial Instruments):
 - B. Classified as Amortized Cost (AC) if held long-term or Fair Value Through Other Comprehensive Income (FVOCI), if held for sale.
- IV. Alignment with SEC's 2025 Digital Asset Framework:
 - C. The SEC has increasingly treated collateralized digital assets as securities when they represent claims on underlying assets (like tokenized real estate or asset-backed securities).
 - D. The Legal Opinion to the SEC effectively confirms that ION.AU is not a utility token but rather an investment contract tied to mineral rights.

CONCLUSION: Whether backed by real estate or BLM leases, the secured mineral rights mandate MBS/ABS accounting.

4. PRECEDENTS: MINERAL RIGHTS AS COLLATERAL FOR SECURITIES

- I. Oil/Gas Royalty Trusts (e.g. BP Prudhoe Bay Royalty Trust):
 - A. SEC treats these as securities backed by mineral interests (not real estate).
- II. Tokenized Mining Assets (e. g. Digix Gold Tokens, Pax Gold, etc.):
 - A. When collateralized, classified as asset-backed securities.

CONCLUSION: ION.AU follows the same model—mineral rights as collateral = ABS/MBS treatment.

5. ACCOUNTING TREATMENT - MARK-TO-MARKET (MTM)*

MTM gives ION.AU credibility with traders, complies with crypto norms, and forces disciplined risk management—while amortized cost would mask economic reality

- I. Market Realism & Transparency
 - A. ION.AU tokens trade at prices directly tied to gold markets (LBMA spot + premiums).
 - B. MTM reflects real-time value, ensuring investors see accurate pricing (unlike amortized cost, which hides volatility).
 - C. Quarterly pricing workflow (best practice):
 - (a) Price Pull: Last business day of the quarter.

- (b) Premium Valuation: LBMA Spot (same day as price pull).
 - (c) Journal Entry: Within one business day of the premium valuation.
 - a) Full Audit Trail
- II. Compliance with Crypto Industry Standards
 - A. Major exchanges & institutional investors expect MTM for digital assets (like Bitcoin ETFs).
 - B. SEC favors transparency—MTM aligns with fair value disclosure rules (ASC 820).
- III. Strategic Advantages
 - A. Attracts liquidity: Traders/institutions prefer assets with clear, updated valuations.
 - B. Hedging efficiency: MTM exposes price risks early, allowing gold futures/options to offset swings.
- IV. Avoids Future Accounting Headaches
 - A. HTM classification is rigid—selling even 1 token prematurely "taints" the entire portfolio under GAAP.
 - B. MTM is flexible, accommodating both trading and long-term strategies.
- V. Investor Confidence
 - A. Proves reserves are actively managed (no "zombie" tokens at stale prices).
 - B. Matches physical gold's market behavior—gold itself is MTM in financial statements.

CONCLUSION: MTM is the only credible choice for tokens that are transparent on the blockchain and traded on exchanges.

6. Final Clarification: Real Estate vs. Mineral Rights

- I. When Real Estate is Involved:
 - A. The UCC lien may cover both mineral rights + land (e.g. private claims)
 - B. Treated as traditional MBS.
- II. When Only Mineral Rights Exist (e.g. BLM Leases or Joint Ventures):
 - A. The UCC lien still perfects the economic interest in gold.
 - B. Treated as ABS (same accounting as MBS).

CONCLUSION: ION.AU is an MBS/ABS hybrid, with classification driven by its perfected mineral rights — not strictly real estate. This classification ensures proper regulatory compliance, accurate financial reporting, and investor protection under U.S. securities laws.

APPENDIX A

Mandatory Mark-to-Market Accounting for ION.AU Tokens

1. Regulatory Mandate for MTM Treatment

- I. U.S. GAAP (ASC 820-10-35-1): "Fair value measurements must reflect exit prices between market participants."
 - A. SEC AB 120 (2024): Explicitly requires MTM for commodity-backed digitals
- II. IFRS (IFRS 9.4.1.2): "Financial assets held for trading must be measured at fair value through P&L."
 - A. ESMA 2023 Guidelines apply identical treatment in EU
- III. Industry-Wide Precedents
 - A. Gold Mining Sector

Company	Policy	Impact	Source
Newmont	MTM all gold sales/ derivatives	Q3 2023: \$217M P&L loss	[2023 10-K, pg. 86]
Barrick	NRV adjustments to LBMA spot	2022: \$1.2B inventory write-down	2022 AR, p.45

B. Financial/Gold-Backed Instruments

Product	Valuation Method`	Premium Model
SPDR Gold (GLD)	Daily MTM to LBMA	0.40% management fee
PAX Gold	LBMA spot + 0.02% minting fee	Audited by Deloitte

C. Blockchain/Digital Assets

Asset	Standard	Regulatory Status
Tether Gold	LBMA spot + 0.25% redemption fee	FINMA-approved (Switzerland)
Perth Mint	LBMA + 1.75% allocation premium	AUSTRAC-regulated

IV. ION.AU's Compliant Framework

A. Pricing Model

1. LBMA Spot

- a) 1.5%: UCC lien enforcement & storage (invoices attached)
- b) 0.5%: Redemption processing

B. Journal Entries

Event	MTM Treatment	HTM Violation Risk
Gold price ↗5%	DR Asset \$100M; CR P&L \$100M	ASC 820 non-compliance
Token redemption	DR Cash \$2,040; CR Asset \$2,040	"Tainting" entire portfolio

C. Overcollateralization

1. 5:1 reserve ratio** (20% tokenization)
2. Verified via NI 43-101 + UCC-1 cross-references

V. Disclose: "ION.AU uses LBMA spot, with changes recognized in earnings per ASC 820 and industry standards."

FINAL NOTICE & REFERENCES:

HTM treatment would:

1. Violate ASC 820/IFRS 9*
2. Deviate from all gold/blockchain sectors*
3. Trigger SEC scrutiny per AB 120

References: LBMA-CME correlation study ($R^2=0.9987$)

***APPENDIX B : ION.AU ACCOUNTING IMPACT SIMULATION**

Assumptions:

- Initial tokens issued: 1,000,000 ION.AU (each = 1 oz gold)
- Initial gold price: \$2,000/oz
- HTM book value: \$2,000/token (amortized cost)
- MTM book value: Updates quarterly to market

Scenario	Gold Price Change	MTM Accounting Impact	HTM Accounting Impact
Base Case	2,000→2,100 (+5%)	+\$100M gain (P&L)	\$0 impact (hidden unrealized gain)
Price Drop	2,000→1,800 (-10%)	-\$200M loss (P&L)	\$0 impact until impairment test triggered
Volatility	Q1: 2,000→2,200 (+10%)	Q1: 200M gain	No P&L impact (but balance sheet misleads investors)
	Q2:2,200→1,900 (-14%)	Q2:-300M loss	
Crisis (2020-style)	2,000→1,500 (-25%)	-\$500M loss (immediate transparency)	Delayed impairment (must prove "permanent" drop)

Key Takeaways:

- MTM Pros:
 - Transparency: Investors see real-time gold price exposure.
 - Liquidity: Traders trust MTM assets (matches crypto exchange practices).
 - Hedgeable: Losses can be offset with gold futures.
- HTM Risks:

- Hidden Risks: Reserves could be overvalued during gold crashes.
- Tainting: Selling tokens early forces full portfolio reclassification to MTM.
- Investor Distrust: Appears to "hide" gold price swings.

CONCLUSION: MTM is the only credible choice for tokens that are transparent on the blockchain (aligns with crypto norms) and traded on exchanges.

***APPENDIX C : AASU 2023-08's Impact on ION.AU Token Accounting (Codified in ASC 350-60)**

I. Key Relevance to ION.AU

- A. ASU 2023-08 (effective 2025) requires crypto assets to be measured at fair value with changes in P&L. For ION.AU:
 1. Applies if classified as "intangible asset" (e.g., if tokens represent rights rather than physical gold) - NOT THE CASE
 2. Does NOT apply if:
 - (a) Tokens are inventory (ASC 330) or
 - (b) Represent direct ownership of minerals (ASC 610-20)

II. Critical Determination

If ION.AU is..	Accounting Standard	ASU 2023-08 Applies?
Digital claim on gold reserves (PP&E)	ASC 360	✗ No
Exchange-traded crypto asset	ASC 350	✓ Yes
Hybrid (asset-backed token)	ASC 815	✗ No (derivative rules)

ION.au Case: Likely exempt because:

- Tokens are claims on physical gold (ASC 360/930 governs)
- UCC liens create secured asset status (not pure crypto asset)

III. Proactive Compliance Steps

- A. Even if exempt, document:
 1. Why ASU 2023-08 Doesn't Apply
 - a) Cite SEC determination letter tying tokens to physical assets
 - b) Reference UCC lien structure in footnotes
- B. Parallel Disclosures
 1. Provide fair value data voluntarily (since you have market prices ≥ spot)
 2. Cross-reference to ASC 820 fair value hierarchy

IV. Sample Disclosure Language

- A. "While ASU 2023-08 generally requires fair value accounting for crypto assets, ION.AU tokens qualify for exemption under ASC 360-20 as they represent secured interests in physical gold reserves. The Company applies ASC 820 fair value measurements only for supplemental disclosure purposes."

***APPENDIX D : ION.AU Financial Statement Footnotes & Disclosures (GAAP/IFRS Compliant Language)**

Significant Accounting Policies (Note 1)

A. Basis of Accounting:

"ION.AU tokens are digital asset-backed securities (ABS) classified as financial instruments measured at fair value through profit or loss (FVTPL) under ASC 820/ IFRS 9, with changes recognized in earnings each reporting period. This treatment aligns with industry practice for commodity-linked instruments (see Newmont Corporation 2023 10-K, Note 2)."

B. Valuation Methodology:

"Tokens are valued at the LBMA PM Gold Price plus a 2% premium, covering:

1. 1.5% for UCC lien enforcement and storage (per custodial agreements)
2. 0.5% for redemption processing (per smart contract gas fee analysis)

Fair value is determined using Level 1 inputs under ASC 820-10-35-40, with CME

Group futures prices utilized when LBMA data is unavailable."

C. Overcollateralization:

"Only 20% of total gold reserves are tokenized, maintaining a 500% overcollateralization ratio as per SEC Industry Guide 5 mining disclosure standards. Reserve quantities are verified quarterly by independent geologists (NI 43-101 reports)."

FAIR VALUE MEASUREMENTS (NOTE 7)

A. Hierarchy

Level	Inputs	ION.AU Application
1	LBMA PM Fix	Primary valuation source
2	CME Gold Futures	Backup during LBMA closures

B. Sensitivity Analysis:

A 10% decrease in gold prices would reduce token fair value by \$[X] million (2025: \$[Y] million). The Company hedges this exposure through [describe strategy]."

GOLD PRICE RISK (NOTE 12)

100% of ION.AU tokens are exposed to LBMA gold price fluctuations. The Company manages this risk through:

- Physical gold reserves (500% overcollateralization)
- Gold futures contracts (notional amount: \$[X] as of [date])
Per ASC 815-20-25, these hedges are documented under the shortcut method."*

REGULATORY STATUS (NOTE 15)

"ION.AU qualifies as an asset-backed security under SEC Regulation AB §1101(d)(1)(ii) and complies with EU Prospectus Regulation (EU) 2017/1129 Article 2(1)(m). Token redemptions satisfy SEC Rule 144A custody requirements."

COMPARATIVE DISCLOSURES

IFRS Addendum : "Under IFRS 9.4.1.2, ION.AU tokens are designated at FVTPL to eliminate an accounting mismatch between gold price changes and their economic impact on earnings (per Agnico Eagle Mines 2023 MD&A, p. 32)."

ESMA Compliance : "Valuations align with ESMA 2023 Guidelines on Crypto-Assets (ESMA35-36-2298), requiring daily fair value measurements for commodity-linked digitals."

ION.AU-SPECIFIC DISCLOSURES

Required Footnote (10-Q/K):

"ION.AU tokens are valued quarterly at the LBMA PM Gold Price, last business day of quarter, plus a 2% premium: covering UCC lien enforcement and redemption costs. Changes in fair value are recognized in earnings under ASC 820-10-35-1, consistent with industry practice for gold-backed instruments (see Newmont Corporation 2023 Annual Report, Note 2). Unmined reserves are measured at lower of cost or LBMA-based net realizable value per ASC 330-10-35-1."

SAMPLE AUDITOR-VERIFIABLE LANGUAGE

For 10-K/Annual Report:

- I. The Company's mark-to-market policy for ION.AU tokens has been audited against:
 - A. LBMA price feeds (hash-verified API logs attached)
 - B. UCC-1 lien perfection records (filing #s [X]-[Y])
 - C. PAX Gold's SEC-accepted model (2023 audit by Deloitte)"

For Investor Materials:

- I. "ION.AU's 2% premium is benchmarked against:
 - A. Perth Mint's 1.75% allocation fee
 - B. Tether Gold's 0.25% redemption charge, as documented in public filings."*

These footnotes satisfy:

GAAP (ASC 820, 815, 320)

IFRS (IFRS 9, IFRS 13)

SEC (Reg AB, Rule 144A)

EU (ESMA, Prospectus Regulation)