

\$BMOVIES PROSPECTUS

ON-CHAIN SHARES IN BMOVIES LTD — A NO-CEILING EQUITY CURVE: THE WHOLE SUPPLY FOR SALE, A PENNY TO ~\$100, CONTROL ITSELF BUYABLE

DOCUMENT VERSION 3 (DRAFT) · UPDATED 2026-06-24

Structure update — pending solicitor review.

This prospectus describes a **convex equity curve** over the **whole 1,000,000,000-token supply of bMovies LTD** (UK subsidiary of The Bitcoin Corporation Ltd): a penny at entry rising to \$9 at the half-way mark and **~\$100 at the top** (~\$22bn if fully sold), with **director-approved transfers via 2-of-2 multisig** (no public secondary market). **There is no ownership cap** — control of the company is itself for sale: a holder (or coalition) who accumulates a majority on the curve can control the company. The only defence is the price — a majority costs **~\$1bn+** to accumulate. It is structured as a **private placement to certified High-Net-Worth and Self-Certified Sophisticated investors** under the Financial Promotion Order exemptions (Articles 48–50A). Those exemptions gate **who** may invest, **not how much is raised** — so the full curve is offered to qualifying investors with **no FCA-approved prospectus required**. Subscriptions are accepted now on this basis.

Don't invest unless you're prepared to lose all the money you invest.

This is a high-risk investment. You could lose all the money you invest and are unlikely to be protected if something goes wrong. [Take 2 mins to learn more.](#)

ISSUER

LEGAL NAME

Bitcoin Movies Ltd (the "

ISSUER

") — a wholly owned subsidiary of The Bitcoin Corporation Ltd (company no. 16735102)

Registered in England & Wales

Company number:

17195416

Registered office: held on the public register at Companies House (searchable by the company number above)

Contact: info@bitcoin-movies.com

This prospectus sets out, in plain English, what the \$bMovies platform token is, how it is issued, what right it gives the holder, what risks it carries, and how the offering relates to UK financial services law. It is intended to be read by a prospective buyer before committing any money. The Issuer's view is that an informed buyer is a better buyer, and that failing to disclose the actual mechanics and the actual risks is worse than over-disclosing them.

AT A GLANCE

| | |
|--------------------------------------|---|
| Issuer | Bitcoin Movies Ltd (UK private limited company; a wholly owned subsidiary of The Bitcoin Corporation Ltd, company no. 16735102) |
| Instrument | \$bMovies — on-chain register of members (BSV-21 token with 2-of-2 transfer-agent template) |
| Blockchain | Bitcoin SV mainnet |
| Total supply (= 100% of bMovies LTD) | 1,000,000,000 (one billion) fixed |
| On-chain mint txid | <u>Loading...</u> |
| Treasury address | <u>loading...</u> |
| This raise | The whole 1,000,000,000-token supply (100% of bMovies LTD) is for sale on a convex curve — a penny → \$9 at the half-way mark → ~\$100 at the top; ~\$22bn if fully sold (a majority, 50%, costs ~\$1bn to accumulate) |
| Tranche schedule | 50 × 1% tranches across three bands — Discovery (0–10%, ~\$0.01/token), Growth (10–40%, ~\$0.33/token), Control wall (40–50%, ~\$9.00/token). Price escalates every tranche; see §6 |
| Ownership cap | None — there is no cap; control is buyable. Defended only by the curve's price (a 50% majority costs ~\$1bn+ to accumulate), not by any structural bar |
| Implied valuation | ~\$10M at entry (10% for \$1M) → ~\$2bn blended at the cap (marginal ~\$9bn at the final tranche) |
| Retained by parent (TBC Ltd) | Discretionary — the parent mints at genesis and sells down the curve, holding whatever it does not sell. No minimum retention, no control guarantee |

| | |
|----------------------|---|
| Team / VC allocation | Zero pre-allocation; no private round; no vesting cliff |
| Economic rights | Equity in bMovies LTD: capital appreciation along the issuance curve + pro-rata profit dividends when declared (payout ratio of profits) + AGM voting rights + optional buybacks. The 1% platform fee is retained as company revenue, not routed to holders. |
| Transfer mechanism | 2-of-2 multisig (holder + bMovies LTD transfer agent) — director-approved transfers only, no public secondary market |
| Register of members | On-chain (real-time) + Companies House filing (within 14 days of every transfer) |
| KYC | Required — Veriff-gated at primary issuance and at every transfer (no transfer co-signed without recipient KYC) |

\$bMovies is a **BSV-21** issued as a BSV-21 token on the Bitcoin SV blockchain. One billion shares were minted on 2026-04-14. Every share is identical and interchangeable with every other share.

Each \$bMovies share is **BSV-21**. First, **BSV-21**: the share price rises along the issuance curve as the platform grows (a penny at the seed toward the top of the curve). Second, **profit dividends**: once the company is profitable, the board may declare a dividend — a **1%** (reinvested in the growth phase; a larger share as the company matures) — distributed pro-rata to holders. The platform's **operational costs** (it funds operations and the profit that dividends are paid from); it is **not** itself routed to holders. The company may also return capital by **buyback** (Companies Act Part 18). *This supersedes earlier drafts of this prospectus that routed the entire 1% fee pool to holders; the relevant sections below are being revised to match and are marked accordingly.*

Example: if the Platform ships 100 films over a year, each film retains 1% of its royalty supply for the \$bMovies pool. A \$bMovies holder with 1% of the supply receives roughly 1% of the platform pool. Actual returns depend on ticket volume, cascade splits on derivative works, and any operational deductions described in clause 8.

\$bMovies tokens are [equivalent to shares](#), a UK private limited company. They are the on-chain equivalent of entries in the company's register of members (Companies Act 2006, Part 8). They are [not](#) a tradable security on a public market, a unit in a collective investment scheme, an e-money token, or an exchange token. Each share carries the rights set out in the company's Articles of Association: a pro-rata share of dividends (when declared), one vote per share at AGMs and EGMs, and a pro-rata claim on the residual assets in a winding-up.

The legal regime that applies is therefore [that of shares](#) (Companies Act 2006), [not](#) the same retail-promotion regime that applies to tradeable cryptoassets or to publicly-offered securities.

Specifically:

- [Every buyer must complete KYC with bMovies LTD](#) before any share is issued. Recipient KYC is also a condition of every approved transfer.
- [The offering is structured as a private placement under exemptions to the FSMA financial-promotion regime — typically the High Net Worth Individual or Sophisticated Investor exemptions \(FPO Articles 48–50A\), or the small-private-company-shares exemption where applicable.](#) Buyers self-certify on signup and the Platform may decline residents of jurisdictions where the offer would be unlawful.
- [Like all UK private-company shares by default, \\$bMovies cannot be transferred without the company's consent.](#) The on-chain 2-of-2 multisig template implements this rule mechanically — a transfer attempt that lacks the company's transfer-agent signature does not validate at network level.

\$bMovies shares are issued directly to a BSV address the buyer controls — either a BRC-100 wallet connected to the site (Metanet Client, Yours Wallet, HandCash, etc.) or a BSV address the buyer provided at signup.

However, \$bMovies are private-company shares and are subject to the company's transfer rules. To enforce those rules at the protocol level, every \$bMovies output is locked under a [2-of-2 multisig](#): one signature from the holder, one signature from the bMovies LTD transfer-agent key. The holder's signature alone is necessary but not sufficient to spend; the company's co-signature is also required. The company's signature is given (or withheld) according to the policy described in Section 7 below — it is [used to seize or move shares](#).

Net effect: the company cannot take your shares (it has only one of the two required signatures); you cannot send your shares to an unapproved recipient (you have only one of the two required

signatures). Both parties' agreement is required for a transfer to leave your address.

If you lose your wallet key, your shares cannot be moved by anyone — neither you nor the company — and the Issuer cannot reissue them. Treat your wallet backup with the same care you would treat a paper share certificate. The company will support a Companies-Act-compliant share-replacement procedure (statutory declaration, indemnity, and director resolution) if the address becomes permanently inaccessible, but this is a manual off-chain process governed by the Articles of Association, not an automatic recovery.

For the full custody disclosure, see [. . .](#)

The equity curve offers the [. . .](#) of bMovies LTD across [. . .](#) on a [. . .](#) — there is no ownership cap. Control of the company can be acquired by accumulating a majority on the curve; the only defence is the price (steep near the top). The per-1% tranche prices are sampled from the smooth curve and will be fixed to the cent in the solicitor-reviewed v3.

TRANCHE SCHEDULE — THREE BANDS, ONE CONVEX CLIMB

| | |
|--|---|
| Band 1 — Discovery · tranches 1–10 (0 → 10%, 100M shares) | ~\$0.01 / token · raises \$1,000,000 · cumulative \$1M · implied valuation ~\$10M |
| Band 2 — Growth · tranches 11–40 (10 → 40%, 300M shares) | ~\$0.33 / token · raises \$99,000,000 · cumulative \$100M · implied valuation ~\$330M |
| Band 3 — Control wall · tranches 41–50 (40 → 50%, 100M shares) | ~\$9.00 / token · raises \$900,000,000 · cumulative \$1,000M · implied valuation ~\$9bn |
| Total raise (whole supply) | up to ~\$22,600,000,000 for 100% of bMovies LTD (a 50% majority ≈ \$1bn) |
| Retention | At the parent's discretion — it sells down the curve and holds the unsold balance. There is no minimum retention and no guarantee the parent keeps a majority; control follows whoever holds the most. |

Tranches advance automatically: when a tranche fully fills, the price steps to the next level. Buyers are charged at the current tranche's price (or pro-rata if their purchase straddles a tranche boundary). The convex shape is deliberate — buying a controlling stake means climbing the whole curve (~\$1bn+ for a 50% majority), so control is [. . .](#), but it is not

barred: a holder who pays the curve can take it. There is [a link to the live tranche state](#). Live tranche state is visible at [this link](#).

Primary issuance is conducted via the Platform only. No over-the-counter sales, no brokered offerings outside the FSMA exemptions described in Section 4, and no public secondary listing on any exchange.

\$bMovies are private-company shares. Transfers are subject to the company's Articles of Association and are enforced at the protocol level via a 2-of-2 multisig template on every **\$bMovies** output. The full flow:

1. The selling holder initiates a transfer via their [/account](#) dashboard, providing the recipient's BSV address, the number of shares, and (where required) the consideration. The recipient must already be KYC-verified with **bMovies LTD**.
2. The **bMovies LTD** transfer-agent service checks that the recipient is KYC-verified, that the per-investor 1% cap would not be breached, that the recipient is not on any sanctions list, and that the transfer complies with any other policy in the Articles. In-policy transfers are auto-approved; out-of-policy transfers require explicit director sign-off via a board resolution.
3. If approved, the transfer-agent key co-signs the spend together with the holder's signature. The 2-of-2 multisig requires both signatures — without the company's co-signature the spend does not validate at network level.
4. The on-chain register reflects the new owner immediately on broadcast. The company's official register of members, filed with Companies House, is updated within 14 days as required by the Companies Act 2006 (s.113).

The auto-approval transfer-agent service is scheduled to ship in Phase 2. Until then, transfer requests are processed manually by the directors, typically within 5 working days. Refusals will be in writing and will state the policy ground for the refusal as required by the Articles.

\$bMovies is an ordinary share in Bitcoin Movies Ltd, so you earn the way any shareholder does — two ways:

1. The token sells on a curve that only climbs as the supply is bought (a penny → ~\$100), and the company's value grows as it ships films and revenue. Your shares are

worth more as the curve rises beneath you, and the standing [\\$bMovies](#) gives you an exit at the live curve price less the disclosed spread.

2. As a share, [\\$bMovies](#) carries a pro-rata right to any dividend the company declares. When the company is profitable, it intends to distribute a portion of its profits — a payout ratio set by the board — to holders pro-rata to their holdings, paid in cash or a USD-denominated stablecoin to the holder's registered wallet and recorded in their [bmovies.online/account](#) dividend history.

The platform's 1% fee on film revenue is — it is *not* a ring-fenced pool routed to holders. It contributes to the profit out of which dividends may be paid, but there is no pass-through entitlement to it. (This replaces the earlier "1% pool flows to holders" design: holders now participate in the company's [revenue](#) — from all sources and all chains — through dividends, rather than in a single revenue line.)

Under the Companies Act 2006, dividends may be paid only out of distributable profits. The company may be loss-making for a long time or indefinitely, may reinvest profits rather than distribute them, and may declare no dividend at all. Nothing in this document is a promise of any dividend, of any amount, at any time. The automated on-chain distribution mechanism (see the [on-chain distribution mechanism](#)) is [not](#) ; until it is live, any distribution the board chooses to make would be handled manually, on a best-efforts basis.

YOU MAY LOSE ALL THE MONEY YOU PAID

The Platform may fail to attract viewers. Films may not earn enough ticket revenue to generate meaningful dividends. The on-chain distribution mechanism may fail or be replaced. Secondary markets may not exist. The Issuer may wind up. In any of these cases the value of your [\\$bMovies](#) shares may fall to zero and you will not recover the purchase price.

\$BMOVIES MAY BE RE-CLASSIFIED BY REGULATORS

The Issuer's view that [\\$bMovies](#) is a specified investment may be wrong, either in a direction that makes the offering unlawful in some jurisdiction, or in a direction that triggers additional disclosure, prospectus, or authorisation requirements. If this happens, the Issuer may have to suspend the offering, buy back shares at the issued price, or restrict the offering to a narrower audience.

TECHNICAL RISKS

Bitcoin SV may experience consensus failures. BSV-21 token indexers may fail to index the token correctly. The BSV-21 standard may be deprecated in favour of a successor standard. Your BRC-100 wallet may lose support. Any of these technical events could make your shares inaccessible or worthless, even though the underlying ledger entry still exists.

NON-CUSTODIAL WALLET RISK

You are responsible for your own wallet. If you lose your private key or seed phrase, your shares are permanently inaccessible. The Issuer cannot reissue or recover them. There is no helpdesk that can override this.

PLATFORM RISK

The bMovies Platform is operated by The Bitcoin Corporation Ltd, a small private company. The company may fail, be acquired, restructure, or simply choose to wind down operations. Because \$bMovies shares live on the public BSV blockchain, they will continue to exist if the Platform shuts down — but the distribution mechanism depends on the Platform running, and may cease when the Platform does.

DILUTION RISK (BOUNDED)

Control risk. Because the whole supply is for sale with no cap, a holder or coalition that accumulates a majority on the curve can **take control of the company** — including the parent itself being out-held. The only barrier is the price (a 50% majority costs ~\$1bn+ to accumulate), not a structural one. Existing holders should understand that control may change hands, and that the parent sells the curve at its discretion and gives no guarantee of retaining a majority.

NO SECONDARY MARKET — TRANSFERS REQUIRE COMPANY APPROVAL

\$bMovies are private-company shares and are **not** tradable on any exchange. Transfers require bMovies LTD's co-signature, given (or withheld) under the company's Articles of Association. There is no guarantee that another KYC-verified buyer will exist when you wish to sell, that the price you negotiate will be acceptable, or that the directors will approve the transfer. The directors may decline transfers that breach the per-investor cap, that go to a sanctioned counterparty, that would frustrate the company's strategic plans, or that fail any other policy criterion described in the Articles. **Plan to hold for the long term — there is no liquid exit.**

- Are at least 18 years of age.
- Have completed identity verification with the Platform's KYC provider.
- Are resident in a jurisdiction where such an offer is lawful.
- Understand and accept the risks described in this document.
- Can commit capital they are prepared to lose in full.

The canonical version of this prospectus lives at <https://bmovies.online/legal/platform-token-prospectus.html>. Any document version older than the one published at that URL is superseded. Once a lawyer-reviewed edition is published, it will be marked with a "Reviewed by [firm name] on [date]" stamp above the draft warning, and the draft warning will be removed.

Questions, concerns, or requests for additional disclosure can be sent to info@bmovies.com.
The Issuer commits to respond substantively within five working days.