

**BITHOUSE, INC.**

2950 North Loop West, Suite 500, Houston TX 77009
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Convertible 7.5% "SERIES A" Preferred Shares**FACT SHEET**

PRODUCT DESCRIPTION

The **BITHOUSE Convertible "Series A" 7.5% Preferred Shares** (the "**Shares**") are **1,000,000 non-voting tokenized securities**, priced at **\$1.00 each**, issued by **BITHOUSE, INC.**, a Texas corporation. The Shares are issued in the form of security tokens (the "**Tokens**") on the Binance Blockchain Platform, with the symbol "**BITS**".

- **Dividend:** Holders receive **0.625% monthly dividends (7.5% per annum)** on the face value of the Shares.
- **Minimum Investment:** 10,000 Shares (or \$10,000).
- **Use of Proceeds:** BITHOUSE invests in the acquisition and development of residential rental communities. The first project, **BITS1001 Houston Heights LLC**, is located in Houston, Texas with its membership interests digitized on the BNB blockchain platform for token investors.
- **Maturity & Conversion:** On **September 1, 2027**, Shares may be:
 - **Redeemed for cash at 110% of face value**, or
 - **Converted into common stock** of BITHOUSE at a rate of **1 Preferred Share = 10 Common Shares**.
- **Lock-Up:** Shares are subject to a **12-month resale restriction** from the closing date of the Offering.

ADVANTAGES OF INVESTING

- **Stable Income:** Fixed monthly dividend of 0.625% (7.5% annually). For early investors purchasing tokens at \$0.75 per share, the dividend yield is 10.0%
- **Exit Flexibility:** Redemption option at 110% of face value on 09/01/2027.
- **Growth Potential:** Conversion into common shares on 09/01/2027 at 110% of face value provides equity upside plus the opportunity of long-term capital appreciation.

SUMMARY

The **BITHOUSE 7.5% Series A convertible Preferred Shares** offer investors a groundbreaking opportunity in one powerful investment that delivers steady income, long-term appreciation, and exclusive early access to the booming market of digitized real estate tokens.

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Convertible 7.5% SERIES "A" Preferred Shares**TERM SHEET**

TERMS OF THE OFFERING

- **Issuer:** BitHouse, Inc.
- **Date:** September 1, 2025
- **Offering Size:** Up to 1,000,000 shares of Convertible Preferred Stock ("Preferred")
- **Minimum Investment:** 10,000 shares
- **Offering Price:** \$1.00 per share
- **Precondition:** Own at least \$10,000.00 in BITS1001 tokens

1. Price & Discounts

- **Standard Price:** \$1.00 per share.
- **Early Investor Discount:** \$0.75 per share for the first 200,000 shares purchased.

2. Dividend Rights

- **Dividend Rate:** 7.5% per annum, payable monthly.
- **Cumulative:** All unpaid dividends accrue and must be paid in full before any dividends are declared or paid on Common Stock.

3. Conversion Rights

- **Automatic Conversion:** Each share of Preferred is convertible into Common Stock on September 1, 2027.
- **Conversion Ratio:** 1 Preferred = 10 Common Shares (based on pre-money valuation of \$1,000,000 for 50% equity).
- **Early Conversion:** All outstanding Preferred shall convert into Common Stock prior to September 01, 2027:
 - upon closing of any equity financing raising at least \$5,000,000 in gross proceeds, or
 - upon the closing of a firm-commitment underwritten public offering of the Company's Common Stock.

4. Redemption Rights

- **Investor Redemption:** On September 1, 2027, holders may require the Company to redeem Preferred for cash at 110% of the original purchase price plus any accrued and unpaid dividends.

5. Liquidation Preference

- In the event of any liquidation, dissolution, merger, or sale of substantially all assets of the Company, holders of Preferred shall receive **100% of their original investment plus any accrued but unpaid dividends** prior to any distribution to holders of Common Stock.

6. Voting Rights

- Voting Basis: Preferred vote on an as-converted basis with Common Stock.
- Protective Provisions: Consent of a majority of Preferred is required for:
 - sale, merger, or liquidation of the Company,
 - issuance of securities senior to or on parity with Preferred,
 - amendments to the Certificate of Incorporation affecting Preferred rights,
 - changes to dividend or liquidation provisions.

7. Anti-Dilution Protection

- **Adjustment to Conversion Price:** The Conversion Price of the Preferred shall be subject to **weighted-average anti-dilution protection**.
- **Trigger Event:** If the Company issues additional shares of Common Stock (or securities convertible into Common Stock) at a purchase price less than the then-current Conversion Price, the Conversion Price shall be adjusted in accordance with a broad-based weighted-average formula.
- **Exceptions:** Standard exclusions apply, including:
 - issuances pursuant to employee or director equity incentive plans,
 - stock issued in connection with strategic partnerships or acquisitions,
 - stock issued upon exercise of currently outstanding options, warrants, or convertible securities.

8. Preemptive Rights

- Holders of Preferred shall have the right, on a pro rata basis, to participate in future issuances of equity securities of the Company (including convertible securities and options) in order to maintain their percentage ownership on an as-converted basis.

9. Information Rights

- Holders of at least 1% of the outstanding Preferred shall receive:
 - **Quarterly Financials:** Unaudited quarterly financial statements, including balance sheet, income statement, and cash flow statement, within 45 days after quarter-end.
 - **Annual Financials:** Audited annual financial statements within 120 days after fiscal year-end, beginning in 2027.
 - **Other Reports:** Reasonable access to management and updates on major business developments, subject to confidentiality obligations.

10. Board Observer Rights

- For so long as at least 10% of the originally issued Preferred Stock remains outstanding, the holders shall have the right to designate one **non-voting observer** to attend all meetings of the Board of Directors.
- The observer shall receive notice of all meetings and all materials provided to directors, subject to customary confidentiality obligations.

11. Use of Proceeds

- Proceeds from the offering will be used for:
 - Acquisition and tokenization of real estate assets.
 - Development of the investment platform and investor onboarding infrastructure.
 - Regulatory compliance, licensing, and legal structuring.

12. Risk Factors

- Investors acknowledge and accept the following risks (non-exhaustive):
 - **Illiquidity:** No public or secondary market exists for Preferred Stock.
 - **Regulatory Uncertainty:** Tokenized real estate markets remain subject to evolving laws and regulations.
 - **Adoption Risk:** Market acceptance of tokenized real estate platforms is uncertain and may not materialize as anticipated.

13. Closing Conditions

- **Minimum Investment:** 10,000 shares
- **Precondition:** Own at least \$10,000.00 in BITS1001 tokens
- **Investor Qualification:** Accredited investors only, as defined under Regulation D of the Securities Act of 1933.
- **Documentation:** Completion of Subscription Agreement and Investor Questionnaire, satisfactory to the Company and its counsel.

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All numbers are deemed accurate, but under no circumstance can they be relied upon as certain. There is no implied guarantee of the results, whether written or verbal. Any person interested in acquiring tokenized real estate as an investment must carefully consider the risks involved in digital real estate transactions. It is strongly advised that anyone interested in acquiring real estate tokens seeks professional advice and, under no circumstance, commits funds needed to pay for living expenses.