

**BITHOUSE, INC SERIES A 7.5% CONVERTIBLE PREFERRED SHARES**  
**OFFERING MEMORANDUM**

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LAST REVISED: September 1, 2025

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## **Summary**

This Offering Memorandum (the “Memorandum”) has been prepared by BITHOUSE, INC (the “Company”), a Texas-based company, registered at 2950 North Loop West, Suite 500, Houston, TX 77092 for use by potential investors (“Investors”) to whom the Company is offering (the “Offering”) the opportunity to purchase Company’s security tokens – BITS Preferred Security Token (the “Tokens” or “Securities”), smart contract issued on the Binance Smart Chain network, each of which shall represent one Series A 7.5% Convertible Preferred Share of the Company. The purchase of tokens will be embodied in, and documented by, a Security Token Purchase Agreement concerning the Tokens (as may be amended, restated, and/or otherwise modified from time to time, an “STPA”) to be entered into between the Company and investors purchasing such Securities in the Offering.

The Securities have not been, and will not be, registered under the Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Securities Act. Accordingly, the Securities are being offered and sold only to the US residents who are “accredited investors” (as defined in Rule 501 of Regulation D under the Securities Act) in compliance with Rule 506(c) of Regulation D under the Securities Act.

The Securities have not been, and will not be, registered under the Regulation (EU) 2017/1129 of the European Parliament and of the Council, United States Securities Act of 1933 or any other securities regulation of any jurisdiction, hereinafter the “Prospectus Regulation”. The Securities are being offered and sold under exemptions in compliance with the Prospectus regimes of Purchaser’s countries.

None of the Securities and Exchange Commission (the “SEC”), any state securities commission, or any regulatory authority of any country has approved or disapproved of these Securities or determined if this Memorandum is truthful or complete.

Unless the context requires otherwise, all USD amounts set forth herein refer to USD or EUR or other accepted cryptocurrencies such as USDT and USDC.

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## **Disclaimers**

Prospective investors should carefully read and retain this Offering Memorandum. However, the contents of this information offering memorandum should not be considered to be legal, tax, investment, or other advice, and each prospective investor should consult with their own counsel and managers as to all legal, tax, regulatory, financial, and related matters.

This Memorandum is not adapted to a specific country. You should submit a request to the issuer in order to clarify the defined terms.

By accepting this information, the recipient agrees that it, and its officers, directors, and employees, will use the information only to evaluate its potential interest in the Company and for no other purpose and will not divulge such information to any other party. Any reproduction of this information, in whole or in part, is prohibited. Any decision to invest in the Company should be made only in compliance with and subject to the limitations imposed by applicable laws applying to the ability to offer these securities to prospective investors in their relevant jurisdictions and after conducting investigations as deemed necessary by the investor and consulting the investor's own investment, legal, accounting and tax advisors in order to make an independent determination of the suitability and consequences of an investment in the securities.

No registration statement has been filed with the United States Securities and Exchange Commission or any U.S. State Securities Authority with respect to the assets and related tokens offered hereunder. None of the Securities have been or will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"). Except as noted above none of the Securities under this Offering Memorandum may be offered, sold, transferred, assigned, or delivered, directly or indirectly, in the United States of America, any of its territories and possessions, any State of the United States of America or the District of Columbia (the "United States"), or to any U.S. Person as defined herein. In addition, the Company has not been and will not be registered under the United States Investment Fund Act of 1940, as amended (the "1940 Act"). None of the Securities may be offered, sold, transferred, assigned, or delivered, directly or indirectly, to any person in circumstances that might result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantages which they might not otherwise incur or suffer, or would result in them being required to register under the 1940 Act.

There can be no assurance that the Company will achieve any targets or that there will be any return on capital.

Historical returns are not predictive of future results.

THIS OFFERING IS LIMITED SOLELY PERSONS OF ADEQUATE FINANCIAL MEANS WHO HAVE NO NEED FOR LIQUIDITY WITH RESPECT TO THIS INVESTMENT SHOULD CONSIDER PURCHASING THE TOKENS OFFERED HEREBY PURSUANT TO A STPA BECAUSE: (I) AN INVESTMENT IN THE SECURITIES INVOLVES A NUMBER OF SIGNIFICANT RISKS (SEE "RISK FACTORS"); (II) NO MARKET FOR THE TOKENS EXISTS, AND A MARKET FOR THE TOKENS MAY NEVER DEVELOP.

PROSPECTIVE INVESTORS SHOULD CAREFULLY READ AND RETAIN THIS OFFERING MEMORANDUM. HOWEVER, THE CONTENTS OF THIS INFORMATION OFFERING MEMORANDUM SHOULD NOT BE CONSIDERED TO BE LEGAL, TAX, INVESTMENT OR OTHER ADVICE, AND EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH ITS OWN COUNSEL AND MANAGERS AS TO ALL LEGAL, TAX, REGULATORY, FINANCIAL AND RELATED MATTERS CONCERNING AN INVESTMENT IN THE TOKENS. PROSPECTIVE INVESTORS SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS AND TAX CONSEQUENCES WITHIN THE COUNTRIES OF THEIR CITIZENSHIP, RESIDENCE, DOMICILE AND PLACE OF BUSINESS WITH RESPECT TO THE ACQUISITION, HOLDING OR DISPOSAL OF TOKENS, AND ANY FOREIGN EXCHANGE RESTRICTIONS THAT MAY BE RELEVANT THERETO. IN THIS CONNECTION PROSPECTIVE

PURCHASERS SHOULD VERIFY WITH THEIR LEGAL COUNSEL WHETHER TRANSACTIONS WITH TOKENS ARE IN COMPLIANCE WITH APPLICABLE SELLING AND TRANSFER RESTRICTIONS OF SECURITY TOKENS OF THEIR RESPECTIVE COUNTRIES.

THE LAW IN CERTAIN JURISDICTIONS MAY RESTRICT THE DISTRIBUTION OF THIS OFFERING MEMORANDUM AND THE OFFER AND SALE OF THE TOKENS. THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY TOKENS IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER IN SUCH JURISDICTION. NO ACTION HAS BEEN OR WILL BE TAKEN TO PERMIT A PUBLIC OFFERING IN ANY JURISDICTION WHERE ACTION WOULD BE REQUIRED FOR THAT PURPOSE. ACCORDINGLY, TOKENS MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND THIS OFFERING MEMORANDUM MAY NOT BE DISTRIBUTED, IN ANY JURISDICTION, EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH JURISDICTION. SECURITIES THAT ARE ACQUIRED BY PERSONS NOT ENTITLED TO HOLD THEM WILL BE REDEEMED BY THE COMPANY WITHOUT PURCHASER'S CONSENT.

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### **Important Information for Potential Investors**

This Memorandum is directed only to potential investors to whom it is made available or delivered by, or on behalf of, the Company, and it has been prepared solely for use by prospective investors of the Securities. By accepting this Memorandum, you agree to use this Memorandum and its contents solely in connection with your evaluation of a potential investment in the Securities. Any other use of this Memorandum is prohibited.

To receive Securities, each participating investor is required to meet certain eligibility standards and execute their own STPA in the form attached hereto. By conducting the Know Your Customer identity and Anti-Money Laundering crypto-wallet verifications (the "Verification") and executing the STPA, an investor makes certain representations and warranties, upon which the Company will rely in accepting payments. By executing the STPA and paying the total purchase price for our Securities, each purchaser agrees to be bound by all of their terms and attests that the purchaser meets the minimum income and net worth standards as described herein.

This Memorandum contains a summary of the material terms of the Offering. However, the summary of the material terms of the Offering in this Memorandum does not purport to be complete and is subject to qualification in its entirety by reference (i) in the case of the STPA, to the actual text of the STPA to be executed by each investor. If any of the provisions of the STPA are inconsistent with or contrary to the descriptions or terms in this Memorandum, the terms of the STPA will prevail.

The Company reserves the right in its sole discretion to reject any commitment in whole or in part by not executing an STPA. In the event that the Offering is terminated or withdrawn, all funds received in connection with the Offering will be promptly returned to the respective potential investors. Prior to the Expiration Date, the Company reserves the right to modify the terms of the Offering described in this Memorandum at its sole discretion. If the Company amends the terms of the Offering in any material respect, it will provide potential investors that have previously funded their commitment at least 3 business days to withdraw from the Offering. Upon any withdrawal by an investor such withdrawing investor's STPA will terminate, and all funds received in connection with the Offering from such investor will be promptly returned to such investor without interest. Such refund will be paid in the same currency and in the same amount, without interest, as paid by such Investor.

The Company will not be registered as an investment company under the United States Investment Company Act of 1940, as amended (the "Investment Company Act"). Consequently, investors are advised that they will not be afforded any of the protections of the Investment Company Act. See "Risk Factors."

The Offering described in this Memorandum is subject to legal restrictions on transferability and resale.

An investment in the Securities involves a high degree of risk, volatility, and illiquidity. A prospective investor should thoroughly review the information contained herein and the terms of the Offering and carefully consider whether an investment in the Securities is suitable for the investor's financial situation and goals. Investors should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time and should be prepared to lose the full amount of their investment.

No person has been authorized to make any statement concerning the Company or the sale of the Securities discussed herein other than as set forth in this Memorandum, and any such statement, if made, must not be relied upon as having been authorized by the Company. Moreover, investors are advised that they should rely solely on the information contained in this Memorandum in considering whether to invest in the Securities. The Company takes no responsibility for and can provide no assurance as to the reliability of, any information that has been provided to potential investors outside of this Memorandum.

Investors should make their own investigations and evaluations of the Offering, including the merits and risks involved in investment therein. Prior to any investment, the Company will give investors the opportunity

to ask questions of, and receive answers and additional information from, the Company concerning the provisions of this Offering, the Securities, and other relevant matters, to the extent the Company possesses the same or can acquire it without unreasonable effort or expense. Investors should inform themselves as to the legal requirements applicable to them in respect of the acquisition, holding, and disposition of the Securities, and as to the income and other tax consequences to them of such acquisition, holding, and disposition.

The Company will not have any responsibility in connection with obtaining or failing to obtain any such consent, approvals, or permissions. The Company is not making any representation to any investors regarding the legality of an investment in the Securities by such investor.

By their participation in the Offering, investors will be deemed to have agreed that their participation will constitute their representation, warranty, acknowledgment, and agreement to all of the statements about investors indicated herein.

Prospective investors are not to construe this Memorandum as investment, legal, tax, regulatory, financial, accounting, or other advice, and this Memorandum is not intended to provide the sole basis for any evaluation of an investment in the Securities. Prior to entering into an STPA, a prospective investor should consult with his/her own legal, investment, tax, accounting, and other advisors to determine the potential benefits, burdens, and other consequences of an investment in the Securities.

Amounts referenced herein and in the STPA are denominated in USD and investors may tender the purchase price payable in connection with the execution of an STPA in EUR, USDT and USDC. Payments will be valued in USD. Such currencies are subject to fluctuations in the rate of exchange and, in the case of digital assets, the exchange valuations. Such fluctuations may have an adverse effect on the number of tokens to be received, as well as the value, price, or income of an investor's investment.

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### **Cautionary Information Regarding Forward-Looking Statements**

This Offering Memorandum contains forward-looking statements, including statements relating to the Company's operations, financial results, business, and products. Other statements in this Offering Memorandum, including words such as "anticipate," "may," "believe," "could," "should," "estimate," "expect," "intend," "plan," "predict," "potential," "forecasts," "project," and other similar expressions, also are forward-looking statements. Forward-looking statements are made based on management's current expectations and beliefs concerning future developments and their potential effects on the Company. Such forward-looking statements are not guarantees of future performance. The following important factors and those important factors described elsewhere in this Offering Memorandum, including the matters set forth under the section entitled "Risk Factors," could affect (and in some cases have affected) the Company's actual results and could cause such results to differ materially from estimates or expectations reflected in such forward-looking statements:

- The Company may be unsuccessful in creating a trading market for Tokens;
- The regulatory regime governing blockchain technologies, cryptocurrencies, digital assets, and offerings of digital assets is constantly evolving;
- The slowing or stopping of the development or acceptance of blockchain networks and blockchain assets would have an adverse material effect on the successful development and adoption of the Securities;
- The prices of blockchain assets are volatile and fluctuations in the price of digital assets could materially and adversely affect Securities and cause certain price volatility.
- The Company operates in an adverse competitive environment.
- The Company's model requires additional capital, which the Company might be unable to attract.
- There is no assurance that purchasers of the Securities will receive a return on or of their investment;
- There is no assurance that the Company will be able to continue as a going concern;
- Technology relied upon by the Company for its operation may not function properly;
- The existing Company's business has been and will be reliant on the continued availability of certain key employees;

All forward-looking statements in this Offering Memorandum speak only as of the date hereof.

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## **Notice to Investors**

### **Representations and Warranties**

Each investor that executes an STPA will be deemed to have acknowledged, represented, and warranted to, and agreed with, the Company on the following:

- 1.** It understands and acknowledges that (i) the Tokens have not been and will not be registered under the applicable securities law, (ii) the Tokens will be transferred in transactions not requiring registration under the Securities Act or any other applicable U.S. state securities law, (iv) the Tokens may not be offered, sold or otherwise transferred or disposed of, except in compliance with the registration requirements of the Securities Act and any other applicable securities law, or pursuant to an exemption therefrom.
- 2.** It acknowledges that this Memorandum relates to an offering that is exempt from registration under the Securities Act and may not comply in important respects with SEC rules that would apply to an offering document relating to a public offering of securities.
- 3.** It acknowledges that neither the Company nor any of its representatives or affiliates have made any statement, representation, or warranty, express or implied, to it other than the information contained in this Memorandum, which has been delivered to it and upon which it is solely relying in making its investment decision with respect to the Securities. It has had access to such financial and other information concerning the Company and the Securities as it has deemed necessary in connection with its decision to invest, including an opportunity to ask questions about and request information from the Company, and such information has been made available to it.
- 4.** It is acquiring the Tokens for its own account, or for one or more investor accounts for which it is acting as a fiduciary or agent, in each case for investment, and not with a view to, or for offer or sale in connection with, any distribution thereof in violation of the Securities Act or any other applicable securities laws, subject to any requirement of law that the disposition of its property or the property of such investor account or accounts be at all times within its or their control and subject to its or their ability to resell the Tokens pursuant to Rule 144 or any other exemption from registration available under the Securities Act, in each case, subject to the conditions set forth herein.
- 5.** Each holder of the Securities acknowledges that the Company is not making any representations as to the availability of the exemption provided by Rule 144 for resale of the Tokens.
- 6.** Each holder of a Token acknowledges that:

Each Token will contain a legend to the following effect:

THIS BITS PREFERRED SECURITY TOKEN, HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. NEITHER THIS SECURITY, NOR ANY INTEREST OR PARTICIPATION HEREIN, MAY BE OFFERED, SOLD, ASSIGNED, TRANSFERRED, PLEDGED, ENCUMBERED, OR OTHERWISE DISPOSED OF UNDER ANY CIRCUMSTANCES.

THE HOLDERS OF TOKENS AGREE NOT TO OFFER, SELL, OR OTHERWISE TRANSFER SUCH TOKENS PRIOR TO THE EXPIRATION OF THE APPLICABLE **12-MONTH** LOCK-UP PERIOD, AS SPECIFIED BY THE COMPANY'S POLICIES AND IN COMPLIANCE WITH THE RESTRICTED SECURITIES RULES AND REGULATORY REQUIREMENTS APPLICABLE IN THEIR RESPECTIVE JURISDICTIONS.

HEDGING TRANSACTIONS INVOLVING THE TOKENS MAY NOT BE CONDUCTED UNLESS IN COMPLIANCE WITH THE SECURITIES ACT.



THE HOLDER OF THIS SECURITY BY ITS ACCEPTANCE WILL BE DEEMED TO HAVE REPRESENTED AND WARRANTED THAT EITHER:

(A) THE ACQUISITION AND HOLDING OF THIS SECURITIES OR TOKEN WILL NOT CONSTITUTE A VIOLATION UNDER ANY APPLICABLE PROVISIONS UNDER ANY FEDERAL, STATE, LOCAL, NON-U.S. OR OTHER LAWS OR REGULATIONS THAT REGULATE SUCH PLAN'S INVESTMENTS.

Each investor of a Token acknowledges that by electing not to exercise withdrawal rights available, as described in this Memorandum, such investors agree to be bound by the legends notwithstanding any differences appearing in the legend appearing on the Tokens previously delivered to such investor. The legends set forth in this paragraph shall be deemed to be set forth on any such Tokens delivered prior to the date of this Memorandum.

7. It agrees that it will not transfer Tokens unless it is given reasonable assurance that each person to whom it transfers Tokens receives notice of any restrictions on the transfer of such Tokens.

8. It acknowledges that the Company or its Transfer Agent, if any, for the Tokens will not be required to accept for registration of transfer any Tokens.

9. It understands that no action has been taken in any jurisdiction in the U.S. or elsewhere by the Company that would result in a public offering of the Securities or the possession, circulation, or distribution of this Memorandum or any other material relating to the Company or the Securities in any jurisdiction where action for such purpose is required. Consequently, any transfer of the Tokens will be subject to the transfer restrictions set forth herein.

10. It (a) is able to act on its own behalf in the transactions contemplated by this Memorandum, (b) has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of its prospective investment in the Securities (or the account for which it is acting as a fiduciary or agent) and (c) has the ability to bear the economic risks of its prospective investment in the Securities, and can afford the complete loss of such investment.

11. It acknowledges that the Company will rely upon the truth and accuracy of the acknowledgments, representations, warranties, and agreements set forth herein and agrees that, if any acknowledgments, representations, warranties, and agreements are deemed to have been made by its participation in the Offering are no longer accurate, it will promptly notify the Company.

12. If it is acquiring the Securities as a fiduciary or agent for one or more investor accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the acknowledgments, representations, warranties, and agreements set forth herein. on behalf of each such account.

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## **Company Business**

### **Investment Overview**

The net proceeds from this Offering will be primarily allocated toward the acquisition and development of rental residential real estate assets. These properties will be digitized and made available as fractional ownership interests through security tokens. Strategically located in high-growth markets, the assets will be held for predetermined investment horizons with the objective of generating consistent rental income and long-term capital appreciation for investors.

### **Income and Capital Growth Potential**

Investors are expected to receive monthly income distributions derived from rental revenue, targeting a minimum annual yield of 7.5%. Any income generated in excess of this threshold will be retained in a liquidity reserve, designated for future distributions. Furthermore, the underlying real estate assets are projected to appreciate at an average annual rate of approximately 5%, potentially offering a hedge against inflation and enhancing overall investor returns.

### **Project Highlight: BITS PREFERRED**

BITS Preferred is a class of Preferred Shares denominated Series A 7.5% Convertible Preferred Shares of BitHouse, Inc., a Texas-based development company specializing in the establishment of mid-market rental communities. The first project of its kind initial has been launched under a separate Special Purpose Vehicle, a Wyoming LLC denominated BITS1001 Houston Heights, LLC, of residential homes located within the sought after Heights District in Houston, Texas.

The initial offering of BITS Preferred comprises one million security tokens priced at \$1.00 and structured to provide a fixed annual distribution of 7.5%, disbursed monthly. Proceeds will be used to acquire constructed residential properties developed by top-tier construction firms that maintain a proven track records of quality and timely development.

### **Tokenized Ownership Structure**

Ownership of the securities will be represented by 1,000,000 security tokens priced at \$1.00 each yielding a 7.5% annual return paid monthly with a conversion/redemption right of the holders, to be exercised on September 1, 2027. On such redemption date, the BITS Preferred may be redeemed for cash at a price of \$1.10 per share/token or converted into common shares of BitHouse at a rate of 1 BITS Preferred for 10 Common Shares of BitHouse.

### **Liquidity and Secondary Market Access**

In accordance with applicable SEC regulations, all tokens will be subject to a one-year lock-up period. Following this regulatory holding period, tokens may be freely traded on decentralized exchanges such as Uniswap, providing investors with liquidity based on prevailing market conditions. BitHouse, Inc. will facilitate market operations through a dedicated Liquidity Pool and may offer investors the opportunity to contribute their tokens or digital assets to the pool in exchange for potential yield-enhancing incentives

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## **Directors and Management**

BitHouse, Inc serves as the Managing Member of each BITS residential community and is the sole Manager responsible for each community's governance and operational oversight.

BitHouse, Inc., a Texas Corporation, is governed by a Board of Directors responsible for establishing strategic direction, approving major corporate initiatives, and ensuring compliance with all applicable laws and regulations. The Board provides oversight and guidance to executive leadership and bears fiduciary responsibility to the stakeholders of both BitHouse, Inc. and its affiliated entities. BitHouse, Inc. was founded by William G. Wydler, who serves as Chief Executive Officer. Mr. Wydler brings experience in finance, construction, and business development, both domestically and internationally.

The day-to-day operations of BitHouse, Inc., including project development, asset acquisition, and investor relations, are conducted by a team of seasoned officers. The management team brings a multidisciplinary background spanning real estate development, financial structuring, capital markets, and blockchain-based asset tokenization. Their collective expertise supports the effective execution of the Company's strategic initiatives and long-term investment objectives.

BitHouse, Inc. also partners with a network of external professional service providers, including legal advisors, accounting firms, property managers, and licensed real estate brokers, to ensure operational excellence and adherence to industry's best practices.

Together, the Directors and Management of BitHouse, Inc. are committed to upholding principles of transparency, integrity, and value creation for all investors in BitHouse and in all BITS residential communities.

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### **Summary of the Offering and the Token Holders Rights**

This section sets forth the rights, preferences, powers, and restrictions and limitations thereon to be attached to the Company's Tokens (the "Tokens").

Issuer	BITHOUSE, INC
Securities	Preferred Shares
Denomination	BITHOUSE Series A 7.5% Convertible Preferred Shares
The type of tokens	Security token
Ticker	BITS
Security Token Name	BITHOUSE (BITS)
Minimal investment	10,000 US dollars
Investors	US accredited and non-US accredited and non-accredited investors. The eligibility of investors from third countries is determined based on promotion restrictions and Prospectus exemptions in said countries. The Company does not intend to register this Memorandum in any jurisdiction.
Form of Payment under STPA	The token purchase price under the STPA will be designated in US dollars. Payment will be accepted in U.S. dollars, Euros, USDT and USDC.
Total number of tokens	10,000,000
Tokens allocated for sale	1,000,000
Tokens allocated to liquidity pool	100,000
Token Duration	The Tokens have no predefined expiration or termination date
Start sale period	09-01-2025
End sale period	03-31-2026
Pre-Sale round	Token Price: \$0.75 US dollars Number of Tokens: 200,000 Fundraising target: 150,000 US dollars
Main Sale round	Token Price: \$1.00 US dollars Number of Tokens: 800,000 Fundraising target: \$800,000 US dollars
Total Fundraising Amount	\$950,000 US dollars
Share of Economic Ownership	Token holders are collectively entitled to 50.0% of the ownership of the Company. Therefore, 50.0% of all liquidation proceeds will be distributed among token holders' pro-rata to the number of tokens held.
The Blockchain	Binance Smart Chain
Income on Tokens	Holders of Tokens are entitled to monthly dividend payments equal to 7.5% per annum of face value of the Tokens.

Consideration	Rights to acquire Tokens will be sold pursuant to an STPA at a price indicated at the Company's platform available at the Company's website <a href="https://bithouse.ai/">https://bithouse.ai/</a>
Secondary Trading and Transfer of Tokens	<p>Token holders will be subject to a <b>12-month lock-up period</b>, during which the Tokens will be entirely non-transferable or re-sellable. The lock-up period applies to all jurisdictions, including the USA and Singapore, in accordance with the Company's trading policies and regulatory compliance requirements.</p> <p>Token transactability is subject to local transfer restrictions in countries of Token buyer and seller. Buyers and sellers must verify whether such restrictions exist and take all necessary precautions to comply with such restrictions. Company does not bear responsibility for violation of transfer restrictions by holders of Tokens. The Company does not act as legal advisor or tax agent for holders of Tokens and cannot advise of legal and tax implications of Token transfer.</p> <p>Following the expiration of the lock-up period, Token holders will be able to transfer their Tokens.</p> <p>All potential Purchasers of the Tokens will need to verify their status and complete requisite know-your-customer and anti-money laundering checks before they are permitted to acquire Tokens.</p>
Termination of Offering	When this Offering Memorandum expires the unsold Tokens shall remain outstanding in perpetuity unless earlier repurchased or redeemed.
Token Conversion/Redemption	On September 1, 2017, the Token Holders have the right to redeem their tokens for \$1.10 each, or to convert them into common shares/tokens of the Company at a rate of 1 Preferred Share/Token for 10 Common Shares/Tokens of BitHouse, Inc.
Token Voting Rights	There are no voting rights attached to the tokens, except upon conversion into common shares/tokens of the Company.
Taxes	All payments and distributions (or deemed distributions) on the Tokens shall be subject to withholding and backup withholding of tax to the extent required by law. The Company is not an investor's tax agent, and it is the responsibility of investors or their authorized representatives to pay the respective taxes.
Information right	The holders of the Tokens have the right to receive all reports, notices and other information delivered to the holders of Securities at the same time and in the same manner as the holders of the common shares and have such other information rights as are provided by the laws of the State of Texas.
Token Liquidation Rights	In the event of any liquidation, dissolution, or winding up of the Company (a "Liquidation Event"), Token holders shall be entitled to compensation of the par value of Tokens they hold.

Effect of Change of Control. Merger Consolidation and Sale of Assets of Token	The merger or consolidation of the Company with any other company, including a merger in which Token holders receive cash or property for their Tokens, or the sale of all or substantially all of the assets of the Company, or any other change of control of the Company, shall constitute a Liquidation Event and Token holders shall have the right to receive their pro rata share of the liquidation proceeds based on their units.
Ranking of Tokens	Each Token shall be identical in all respects to every other Token.
Amendments	The Company reserves the right to amend the terms of the Offering at any time during the Offering.
General Withdrawal Rights	<p>Generally, if the Company amends the terms of the Offering subsequent to the date of this Memorandum in any material respect, it will provide purchasers that have previously funded their commitment at least three (3) business days to withdraw from the Offering.</p> <p>Upon any such withdrawal, the STPA will terminate, and all funds received in connection with the Offering from such purchasers will be promptly returned to the respective purchasers without interest. Such refund will be paid in the same currency and in the same amount, but the Company will not cover any transaction fees.</p>
Notices	Except as otherwise set forth herein, to the fullest extent permitted by law all notices provided by the Company to holders of the Tokens hereunder shall be delivered by a notice sent to the holders of Tokens by posting such notice to the Company's website: <a href="https://bithouse.ai/">https://bithouse.ai/</a> or by such other manner as may be permitted in the Company's statutory documents.
Documentation	To invest, each purchaser will be required to complete such documentation as may be requested by or on behalf of the Company.
Governing Law	The Tokens will be governed by the law of the State of Texas, USA.
Severability of Provisions	If any rights, preferences, powers or restrictions or limitations of the Tokens set forth herein are found to be invalid, unlawful, or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences, powers and restrictions and limitations of the Tokens set forth herein which can be given effect without the invalid, unlawful or unenforceable rights, preferences, powers and restrictions and limitations thereof shall, nevertheless, remain in full force and effect and no rights, preferences, powers, restrictions, and limitations of the Tokens set forth shall be deemed dependent upon any other rights, preferences, powers or restrictions and limitations of the Tokens unless so expressed herein.

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## **Risk Factors**

An investment in the Securities involves a high degree of risk. You should consider carefully the risks described below, together with all of the other information contained in this Memorandum, and the STPA, before making an investment decision. The following risks entail circumstances under which the Company's business, financial condition, results of operations, and prospects could suffer.

### **Risks related to an investment in the securities are as follows:**

#### **Payment of income on Tokens can be disrupted**

Though the Company is revenue generating, adverse market conditions or other risks might lead to the Company's inability to pay dividends in the amount expected by investors or at all. Such disruption might have indefinite duration.

#### **The tax treatment of the Securities is uncertain and there may be adverse tax consequences for purchasers upon certain future events.**

The tax characterization of the Securities is uncertain, and each purchaser must seek its own tax advice in connection with an investment in the Securities. An investment in the Securities may result in adverse tax consequences to purchasers, including withholding taxes, income taxes, and tax reporting requirements.

Investors should consult their professional advisers on the potential tax consequences of subscribing for, purchasing, holding of tokens under the laws of their country of citizenship, domicile, or residence.

As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment in will endure indefinitely.

#### **There is no assurance that Investors of the Securities will receive a return on their investment.**

The Securities are highly speculative and any return on an investment in the Securities is contingent upon numerous circumstances, many of which (including legal and regulatory conditions) are beyond the Company's control. There is no assurance that investors will realize any return on their investments or that their entire investments will not be lost. For this reason, each purchaser should carefully read this Offering Memorandum and should consult with their own attorney, financial and tax advisors prior to making any investment decision with respect to the Securities. Investors should only make an investment in the Securities if they are prepared to lose the entirety of such investment.

#### **The Company's management will have broad discretion over the use of the net proceeds from this Offering.**

At present, the net proceeds of the Offering are expected to be used primarily for general corporate purposes, which may include cybersecurity upgrades, augmenting technology, infrastructure and personnel, development of products and services, particularly in regard to securities tokens, and offering, legal and accounting expenses. The failure by the Company's management to apply these funds effectively could have a material adverse effect on the Company and the value of the Securities.

#### **Only certain persons and entities are able to acquire Securities.**

Only limited categories of persons and entities may purchase Securities. The Company expects that these limitations will limit liquidity in the Securities, and the limitations may have a material adverse effect on the development of any trading market in the Securities.

#### **The Securities are not legal tender, are not backed by the government**

#### **The Company does not expect there to be any market makers to develop a trading market in the Tokens.**

Most securities that are publicly traded in the United States have one or more broker-dealers acting as “market makers” for the security. A market maker is a firm that stands ready to buy and sell the security on a regular and continuous basis at publicly quoted prices. In the event that such a platform is created or developed, the Company does not believe that the Securities will have any market makers, which could contribute to a lack of liquidity in the Securities and could have a material adverse effect on holders’ ability to trade the Securities.

**Risks related to blockchain technology are as follows:**

The regulatory regime governing blockchain technologies, cryptocurrencies, digital assets, and offerings of digital assets, such as the Tokens, is uncertain, and new regulations or policies may adversely affect the development and the value of the Tokens.

Regulation of digital assets like the Tokens is currently undeveloped and likely to rapidly evolve as government agencies take greater interest in them. Regulation varies significantly among international, federal, state, and local jurisdictions and is subject to significant uncertainty.

Failure by the Company or certain users of the Securities to comply with any laws, rules, and regulations, some of which may not exist yet or that are subject to interpretations that may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines.

The further development and acceptance of blockchain networks, which are part of a new and rapidly changing industry, are subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of blockchain networks and blockchain assets would have an adverse material effect on the successful development and adoption of the Tokens.

The growth of the blockchain industry in general, as well as the blockchain networks on which the Tokens will rely, is subject to a high degree of uncertainty. The factors affecting the further development of the cryptocurrency and crypto security industry, as well as blockchain networks, include, without limitation:

- worldwide growth in the adoption and use of cryptocurrencies, crypto securities and other blockchain technologies;
- government and quasi-government regulation of cryptocurrencies, crypto securities and other blockchain assets and their use, or restrictions on or regulation of access to and operation of blockchain networks or similar systems;
- the maintenance and development of the open-source software protocol of cryptocurrency or crypto securities networks;
- changes in consumer demographics and public tastes and preferences;
- the availability and popularity of other forms or methods of buying and selling goods and services, or trading assets including new means of using government-backed currencies or existing networks;
- general economic conditions and the regulatory environment relating to cryptocurrencies and crypto securities; and
- a decline in the popularity or acceptance of cryptocurrencies or other blockchain-based tokens would adversely affect the Company’s results of operations.

The cryptocurrency and crypto securities industries as a whole have been characterized by rapid changes and innovations and are constantly evolving. Although they have experienced significant growth in recent years, the slowing or stopping of the development, general acceptance and adoption and usage of blockchain networks and blockchain assets may deter or delay the acceptance and adoption of the Tokens.



The prices of digital assets are extremely volatile. Fluctuations in the price of digital assets could materially and adversely affect the Company's business, and the Tokens may also be subject to significant price volatility.

The prices of cryptocurrencies, such as Bitcoin and Ether, and other digital assets have historically been subject to dramatic fluctuations and are highly volatile, and the market price of the Tokens may also be highly volatile. Several factors may influence the market price, if any, of the Tokens, including, but not limited to:

- the ability of the Tokens to trade in a secondary market, if at all;
- global digital asset and security token supply;
- global digital asset and security token demand, which can be influenced by the growth of retail merchants' and commercial businesses' acceptance of digital assets like cryptocurrencies as payment for goods and services, the security of online digital asset exchanges and digital wallets that hold digital assets, the perception that the use and holding of digital assets is secure, and the regulatory restrictions on their use;
- purchasers' expectations with respect to the rate of inflation;
- changes in the software, software requirements or hardware requirements underlying the Tokens;
- changes in the rights, obligations, incentives, or rewards for the various holders of the Tokens;
- interest rates;
- currency exchange rates, including the rates at which digital assets may be exchanged for fiat currencies;
- government-backed currency withdrawal and deposit policies of digital asset exchanges;
- interruptions in service from or failures of major digital asset and security token exchange on which digital assets and security tokens are traded;
- investment and trading activities of large purchasers, including private and registered funds, which may directly or indirectly invest in securities tokens or other digital assets;
- monetary policies of governments, trade restrictions, currency devaluations, and revaluations;
- regulatory measures, if any, that affect the use of digital assets and security tokens such as the Tokens;
- global or regional political, economic, or financial events and situations; and
- expectations among digital assets participants that the value of security tokens or other digital assets will soon change.

A decrease in the price of a single digital asset may cause volatility in the entire digital asset and security token industry and may affect other digital assets including the Tokens. For example, a security breach that affects purchaser or user confidence in Bitcoin or Ether may affect the industry as a whole and may also cause the price of the Tokens and other digital assets to fluctuate. Such volatility in the price of the Tokens may result in significant loss over a short period of time.

The nature of the Tokens means that any technological difficulties experienced by the Binance Smart Chain blockchain, or other services such as crypto wallets may prevent the access or use of a purchaser's Tokens. Any trading system, if developed, will be subject to the risk of technical difficulties that may impact on the trading of the Tokens, which include, without limitation, failures of any blockchain on which the Tokens rely or the failure of smart contracts to function properly. Trading in the Tokens will depend on the operation

and functionality of the applicable P2P protocol and if such a system were to fail for any reason, trading in the Tokens could be impossible until such failure was corrected, and full functionality was restored and tested. Any such technological difficulties may prevent the access or use of the Tokens. This could have a material impact on the applicable system's ability to execute or settle trades of the Tokens, maintain accurate records of the ownership of the Tokens, and comply with obligations relating to records of the ownership of the Tokens and could have a material adverse effect on the holders of the Tokens.

**Risks related to the company's business are as follows:**

The Company has limited operating history, which makes it hard to evaluate its ability to generate revenue through operations.

The Company has encountered, and will continue to encounter, risks and difficulties in rapidly developing and changing industries, including challenges in forecasting accuracy, determining appropriate investments of its limited resources, and gaining market acceptance.

There is no assurance that the Company will be able to continue as a going concern.

Although the Company anticipates the proceeds from the Offering will provide sufficient return to meet its obligations to Token holders, there is no guarantee the Company will be successful in achieving this objective.

We depend upon key personnel who may terminate their employment with us at any time, and we may need to hire additional qualified personnel

Our success will depend to a significant degree upon the continued services of key management, technical and financial personnel. In addition, our success will depend on our ability to attract and retain other highly skilled personnel, particularly as we develop and expand our website and services. Competition for qualified personnel is intense, and the process of hiring and integrating such qualified personnel is often lengthy. We may be unable to recruit such personnel on a timely basis, if at all. Our management and other employees may voluntarily terminate their employment with us at any time. The loss of the services of key personnel, or the inability to attract and retain additional qualified personnel, could result in delays with product development or approval, loss of sales and diversion of management resources.

Income made pursuant to the terms of the Tokens may detract from the capital of the Company and could otherwise be deployed to improve its business.

Any capital used to pay income on Tokens detracts from the capital available for the Company to deploy in developing its business. Diverting the funds from the Company's operations may put the Company at a significant disadvantage in comparison to its competitors who do not make similar payments. This disadvantage may have an adverse impact on the operations and financial conditions of the Company.

**Industry-Specific Risks**

**Operational and Structural Risks**

**General Real Estate Risks**

Real estate investments generally will be subject to the risks incident to the ownership and operation of income producing real estate, including (i) risks associated with the general economic climate; (ii) local real estate conditions; (iii) risks due to dependence on cash flow; (iv) risks and operating problems arising out of the absence of certain construction materials; (v) changes in supply of, or demand for, competing properties in an area (as a result, for instance, of over-building); (vi) the financial condition of tenants, buyers and sellers of properties; (vii) changes in availability of debt financing; (viii) energy and supply shortages; (ix) changes in tax, real estate, environmental laws and regulations; (x) various uninsured or uninsurable risks; (xi) natural disasters; and (xii) the ability of the Company or third-party borrowers to manage the real properties.

### Operational Risk

The company may receive less revenue from its operations than was forecast. The cost of the Company's real estate development projects is determined solely on the basis of assumptions, including assumptions about factors such as demand for residential or commercial real estate and average home sale prices. These assumptions may turn out to be inaccurate. There is no guarantee that the value of the Company's properties will reflect future prices.

Depending on the circumstances, the Company may have overestimated the potential revenue during development, underestimated the cost risks and, therefore, there is a risk of paying more for the property than it was actually worth. In addition, for several reasons, a company may misvalue a property, even if it has been valued based on appraisal reports and due diligence.

There is a possibility that delays or problems in the execution of these projects, changes in demand or changes in customer preferences could seriously affect the success of the Company's business, and the effect could be disproportionate.

In addition, the Company may be exposed to risks in connection with its construction projects, including the possibility of construction defects and delays, problems with contractors, unforeseen costs, and potential threats to health, safety, and the environment.

With respect to the construction of facilities, the Company is exposed to various risks associated with substandard construction work or the use of substandard construction materials supplied by third-party suppliers or installed by contractors.

This could result in higher costs than planned, as well as unexpected additional costs, which could adversely affect the Company's financial condition. Construction suppliers and contractors can be vulnerable to economic hardship, bankruptcy, and other risks inherent in the construction industry. This includes damage caused by extreme weather conditions, as well as construction delays due to labor shortages, strikes, safety issues at construction sites, permitting procedures and restrictions that apply to construction work, and material and transportation issues that may affect external circumstances. Each of these risks can lead to significant additional costs and delays in the implementation of the project.

### Structural problems

Our properties might be damaged or have existing hidden structural flaws. These structural problems might lead to the significant decline in the value of the property, even to a complete loss of value. It might also require significant investment in repairs that will detract from the operating capital and adversely affect our ability to pay income on Tokens. The Company's capacity to correct these flaws might depend on the availability of credit.

### **Market Risks**

The real estate sector is characterized by intense competition, with many suppliers operating. Factors such as pricing policy, quality of products and services, possibility of development and implementation, financing conditions, and the ability to quickly adapt to changes in market requirements play an important role in the conditions of high competition in the real estate market. Consequently, there is a risk that increased competition will increase pricing pressure and reduce margins.

A prolonged economic slowdown, a lengthy or severe recession or declining real estate values could harm our operations.

Our investments may be susceptible to economic slowdowns or recessions, which could lead to financial losses in our investments and a decrease in revenues, net income, and assets. An economic slowdown or recession, in addition to other non-economic factors such as an excess supply of properties, could have a material negative impact on the values of, and the cash flows from, residential real estate properties, which could significantly harm our revenues, results of operations, financial condition, business prospects and our ability to make distributions to our investors.

Deficiencies in our internal controls over financial reporting could adversely affect our ability to present accurately our financial statements and could materially and adversely affect us, including our business, reputation, results of operations, financial condition, and liquidity.

Effective internal controls over financial reporting are necessary for us to accurately report our financial results. There can be no guarantee that our internal controls will be effective in accomplishing all control objectives all of the time. As we grow our business, our internal controls will become more complex, and we may require significantly more resources to ensure our internal controls remain effective. Deficiencies, including any material weakness, in our internal control over financial reporting could result in misstatements of our results of operations that could require a restatement, failing to meet our reporting obligations and causing investors to lose confidence in our reported financial information. These events could materially and adversely affect us, including our business, reputation, results of operations, financial condition, and liquidity.

## **Financial Risks**

### Revenue Volatility

Since the Company's revenue is directly tied to real estate operations, fluctuations in income due to market cycles, changes in property demand, geopolitical events, or construction challenges could impact its financial stability. High revenue volatility may create challenges in covering fixed costs and meeting investor expectations.

### Currency Exchange Risk

Payments will be valued in Euros, USD, USDT and USDC, and/or other Stablecoins. Such currencies are subject to fluctuations in the rate of exchange and, in the case of digital assets, the exchange valuations. Such fluctuations may have an adverse effect on the number of tokens to be received, as well as the value, price, or income of an investor's investment.

This presents certain risks relating to currency or currency unit conversions if an investor's financial activities are denominated in a currency or a currency unit (the "Investor's Currency") other than Euros. These include the risk that exchange rates may change significantly (including changes due to revaluation of the Investor's Currency). A change in the value of the Investor's Currency relative to USD would change the number of tokens for the same amount of currency.

## **Regulatory and Legal Risks**

The company may become subject to the risk of liability due to non-compliance or implementation of new building regulations and environmental standards, standards of fire protection and environmental protection. This situation may lead to the need to conduct additional activities in the field of development, reconstruction, maintenance, and modernization, and may also affect the reduction of income from the sale of real estate.

The risk management systems applied by the Company may not be sufficient to ensure efficiency and proper control over its business operations, as well as to prevent or detect improper actions, fraud, and violations of the law by the Company, its employees or third parties acting on behalf of the Company.

All of this may result in legal action against the Company and additional costs in connection therewith.

In addition, the Company's activities will be able affected by legislative and regulatory conditions applicable to real estate in the State of Wyoming, USA, as well as to the sale of land. Adverse changes in applicable laws or administrative regulations, or changes in their interpretation or application, could have an adverse effect on the Company and/or its investments. In particular, it cannot be excluded that any changes in administrative or judicial practice, tax legislation, tax agreements, which may occur at any time, will be able lead to negative consequences for the Company.

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## **Aspects Relating to Description of Blockchain Technology and Digital Tokens**

### **What are blockchain tokens and how to hold them?**

Blockchain network is a distributed database used to store data about financial instruments and process transactions. Instead of a centralized server and manual transaction processing, it is completed by thousands of computers around the world.

A token is an accounting unit on the blockchain. Having 10 tokens in your wallet means that you are assigned 10 BITS Series A 7.5% Convertible Preferred Shares of BitHouse, Inc.

### **Benefits of tokenization**

#### **Fractional Ownership**

Tokens represent fractions of ownership in Company's profit.

This provides you with greater flexibility in choosing the investment amount. It also increases liquidity by facilitating small transactions and increasing the number of potential counterparties for a transaction by attracting diverse investors.

#### **Transparency**

Transactions with tokenized securities are easily auditable, and real-time data on tokens is always available.

#### **Blockchain Technology and Blockchain Assets**

Blockchain technology is a digital record or ledger of transaction data that is permanently recorded in files called "blocks." Each blockchain is founded upon software source code that establishes and governs its cryptographic system for verifying transactions.

In traditional blockchain networks, copies of the blockchain ledger are stored in a decentralized manner on computers across a peer-to-peer network. Users of the blockchain network maintain a copy of the ledger with all copies of the ledger synchronized through a consensus algorithm. Protocols included in the source code govern the rules, operations, and communications of the underlying blockchain network, including the validation of new blocks that contain an updated ledger reflecting new transactions.

Blockchain assets are assets that utilize blockchain ledgers to record their creation, ownership, and transfer of ownership. Blockchain assets have been created and used in two broad contexts: within blockchain protocol layers and application layers. Blockchain assets used at the protocol layer are intended to create financial incentives that drive the underlying blockchain network to verify and authorize the creation of a new block to update the ledger of ownership. Network participants may receive a fee, paid in the protocol's native blockchain asset, for validating the authenticity of a new block. A blockchain asset used at the application layer is not designed to incentivize the validation of new blocks on the blockchain. However, the ledger of ownership of an application blockchain asset, including the record of transfers of such blockchain assets, is recorded on blocks added to the underlying blockchain. For example, bitcoin and ether are protocol blockchain assets used on the Bitcoin and Ethereum blockchains, respectively. The Company's Token is recorded on the Binance Smart Chain blockchain.

Ownership of a blockchain asset is established by recording on the blockchain ledger the owner's unique identifier address, or "public address," and the amount of the asset held by such address. When a blockchain asset is transferred, the ledger records the sender's public address, the recipient's public address, and the number of digital assets transferred. Authorization of the transfer requires the sender's digital signature and a transfer fee.

#### **Contact Information**

For additional information, please contact: [support@bithouse.ai](mailto:support@bithouse.ai).

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