Offering Memorandum: Part II of Offering Document (Exhibit A to Form C)

BuildClub, Inc.
66 W Flagler Street, Suite 900,
Miami, FL 33130
https://www.buildclub.com/

Up to $4,077,332.00 in Series A Preferred Stock at $4.00
Minimum Target Amount: $9,996.00

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

In the event that we become a reporting company under the Securities Exchange Act of 1934, we intend to take advantage of the provisions that relate to "Emerging Growth Companies" under the JOBS Act of 2012, including electing to delay compliance with certain new and revised accounting standards under the Sarbanes-Oxley Act of 2002.

Company:

Company: BuildClub, Inc.
Address: 66 W Flagler Street, Suite 900,, Miami, FL 33130
State of Incorporation: DE
Date Incorporated: August 29, 2016

Terms:

Equity

Offering Minimum: $9,996.00 | 2,499 shares of Series A Preferred Stock
Offering Maximum: $4,077,332.00 | 1,019,333 shares of Series A Preferred Stock
Type of Security Offered: Series A Preferred Stock
Purchase Price of Security Offered: $4.00
Minimum Investment Amount (per investor): $500.00

*Maximum number of shares offered subject to adjustment for bonus shares. See Bonus info below.

Investment Incentives

Loyalty Bonus: Receive 10% bonus shares in BuildClub's current offering on StartEngine if you've (i) previously invested in this issuer, (ii) have previously purchased from BuildClub as a customer; or (iii) indicated interest by signing up to receive news regarding the offering on BuildClubs's domain (iiii) are a member of YPO. Note: Loyalty Bonus is awarded via investor email address and investors who qualify for this bonus in multiple ways will receive maximum 10% bonus shares from the Loyalty Bonus.

Time-Based Perks

Friends and Family: First 72 hours | 15% bonus shares

Super Early Bird: Next 72 hours | 10% bonus shares

Early Bird Bonus: Next 7 days | 5% bonus shares

Volume-Based Perks

Tier 1: Invest $500+ and receive 5% off first order

Tier 2: Invest $1,000+ and receive 10% off first order

Tier 3: Invest $5,000+ and receive 10% off first order + BuildClub swag

Tier 4: Invest $10,000+ and receive 15% off first order + BuildClub swag + 5% bonus shares

Tier 5: Invest $25,000+ and receive 20% off first order + Zoom call with founder + BuildClub swag + 10% bonus shares

Tier 6: Invest $50,000+ and receive 10% off all orders for 1 year + BuildClub swag + dinner with founder + 15% bonus shares

*In order to receive perks from an investment, one must submit a single investment in the same offering that meets the minimum perk requirement. Bonus shares from perks will not be granted if an investor submits multiple investments that, when combined, meet the perk requirement. All perks occur when the offering is completed.

Crowdfunding investments made through a self-directed IRA cannot receive perks due to tax laws. The Internal Revenue Service (IRS) prohibits self-dealing transactions in which the investor receives an immediate, personal financial gain on investments owned by their retirement account. As a result, an investor must refuse those perks because they would be receiving a benefit from their IRA account.

The 10% StartEngine Venture Club Bonus

BuildClub, Inc. will offer 10% additional bonus shares for all investments that are committed by investors that are eligible for the StartEngine Venture Club.

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Series A Preferred Stock at $4.00 / share, you will receive 110 shares of Series A Preferred Stock, meaning you'll own 110 shares for $400. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% Bonus is only valid during the investor's eligibility period. Investors eligible for this bonus will also have priority if they are on a waitlist to invest and the company surpasses its maximum funding goal. They will have the first opportunity to invest should room in the offering become available if prior investments are canceled or fail.

Investors will receive the highest single bonus they are eligible for among the bonuses based on the amount invested and the time of offering elapsed (if any). Eligible investors will also receive the Venture Club bonus and the Loyalty Bonus in addition to the aforementioned bonus.

The Company and its Business

Company Overview

Company Overview

BuildClub, Inc. is a pioneering technology company specializing in the creation and deployment of advanced browser extensions and professional services that enhance retail pricing transparency and business analytics. Our proprietary browser extension technology delivers real-time competitive pricing insights directly to consumers and businesses, helping them quickly identify optimal purchasing and procurement opportunities. Originally founded as an on-demand delivery service for building materials, the company rapidly scaled, achieving millions in sales and delivering over 200,000 items nationwide. However, recognizing the greater market potential in our underlying technology amidst shifts in startup capital markets post-Covid, we strategically pivoted in 2024 to emphasize our cutting-edge software tools and professional service offerings.

Today, our browser extensions, including consumer-focused tools such as PriceFinder and professional solutions like PriceFinder Pro, empower users in the $250 billion home improvement sector. Our professional services division will further support enterprise clients and independent retailers with tailored pricing analytics, market intelligence, and custom-developed software solutions. As we leverage this scalable technology and industry expertise, we plan expansion into additional sectors including auto parts, apparel, and groceries, unlocking further growth and value creation opportunities.

Business Model

BuildClub generates revenue through a diverse mix of affiliate commissions, subscription services, professional services, data licensing, and advertising:

—Affiliate Commissions: Earned when consumers purchase through our platform from partners like Amazon, Home Depot, and Lowe's.

—Subscription Services: Retailers, contractors, and businesses pay for advanced pricing analytics, tools like PriceFinder Pro for wholesale platforms such as Orgill and AceNet, and access to our AI-powered browser extension builder.

—Professional Services: Enterprise clients and independent retailers will engage our expert team for customized software solutions, tailored analytics, and workflow optimization.

—Data Licensing: Bulk data access and API integrations sold to hedge funds, retailers, and consultants.

—Advertising Revenue: Brands and retailers pay to feature their products within BuildClub's interface.

Corporate Structure

BuildClub, Inc. is a Delaware corporation, originally organized as Collar.Tech, Inc., on August 29, 2016. The company underwent name changes to AI Motion, Inc. on May 25, 2018, and to BuildClub, Inc. on January 7, 2021. BuildClub wholly owns a subsidiary, GSC Development LLC, which supports the company's operations.

Intellectual Property

BuildClub holds one granted patent and has five additional provisional patent applications filed. These patents cover innovative technologies related to pricing intelligence, AI-driven data analytics, and retail tools. Stephen Forte, CEO, has signed over all relevant inventions to BuildClub under an intellectual property agreement, securing the company's technological foundation.

Competitors and Industry

Competitors

BuildClub operates in the rapidly growing pricing intelligence, retail analytics, and no-code software development spaces. We face competition from companies such as Honey (acquired by PayPal for $4 billion) and Rakuten ($15 billion in annual sales) in consumer-focused browser extensions. In retail analytics, our competitors include Intelligence Node, RetailNext, and CARTO. Additionally, we compete indirectly with no-code development platforms like Cursor, Replit, and Bubble, which enable faster creation and deployment of web-based software tools and could influence market adoption and competition in browser-based customization solutions.

Industry

The global retail analytics market is projected to grow significantly, with increasing demand for tools that optimize pricing strategies and consumer decision-making. The home improvement industry alone represents a $250 billion market, while BuildClub's scalable technology opens opportunities in sectors like auto parts, apparel, and groceries.

Current Stage and Roadmap

Current Stage

BuildClub has successfully transitioned from an on-demand delivery company to a software-focused business, delivering powerful digital tools and analytics solutions. We have launched PriceFinder Pro, a browser extension providing real-time pricing insights for wholesale platforms such as Orgill and AceNet, and have actively onboarded beta customers. Our consumer-facing PriceFinder extension is also live, empowering over 300 million customers of The Home Depot, Lowe's, Ace Hardware, and Amazon to identify the best home improvement deals nationwide. Additionally, we are currently beta-testing our innovative AI-powered browser extension builder, set to enable effortless customization and enhanced functionality for users across any website or web-based platform.

Future Roadmap

Key upcoming developments include:Full Commercial Launch: Expand PriceFinder Pro to a broader audience of independent retailers.Enhanced Consumer Adoption: Accelerate consumer adoption of the PriceFinder browser extension.Price Scout (Launching Soon): Unveil a new website designed to detect significant pricing anomalies (20% or more below regional averages) at Home Depot and Lowe's stores nationwide.AI Extension Builder Launch: Fully launch our revolutionary no-code AI browser extension builder, empowering users to modify and enhance web applications without technical expertise.PriceConnect: Enable retailers to upload extensive product inventories for real-time pricing updates and inventory management insights.Big Data Analytics: Provide expanded data licensing opportunities and API access for third-party applications, hedge funds, and predictive analytics.With these initiatives, BuildClub is positioned to revolutionize digital customization, pricing intelligence, and real-time data analytics, capitalizing on growing market demand and empowering smarter, data-driven decision-making across industries.

With these initiatives, BuildClub is well-positioned to revolutionize pricing intelligence and capitalize on the growing demand for real-time data insights across industries.

By focusing on technology-driven innovation, BuildClub is redefining how businesses and consumers approach pricing, empowering smarter decisions, and unlocking new opportunities in retail and beyond.

The Team

Officers and Directors

Name: Stephen Forte

Stephen Forte's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: Founder, Chief Executive Officer, and sole member of the Board of Directors
  Dates of Service: August, 2016 - Present
  Responsibilities: Stephen is leading the effort. He receives $120,000 in annual salary.

Risk Factors

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

These are the risks that relate to the Company:

Uncertain Risk
An investment in the Company (also referred to as "we", "us", "our", or "Company") involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the Series A Preferred Stock should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company's Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.

Our business projections are only projections
There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it's a better option than a competing product, or that we will able to provide the service at a level that allows the Company to make a profit and still attract business.

Any valuation is difficult to assess
The valuation for the offering was established by the Company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.

The transferability of the Securities you are buying is limited
Any Series A Preferred Stock purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock/note that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an "accredited investor," as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce.

Your investment could be illiquid for a long time
You should be prepared to hold this investment for several years or longer. For the 12 months following your investment there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. However, that may never happen or it may happen at a price that results in you losing money on this investment.

We may not have enough capital as needed and may be required to raise more capital.
We anticipate needing access to credit in order to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult environment for obtaining credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your investment.

Terms of subsequent financings may adversely impact your investment
We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share.

Management's Discretion as to Use of Proceeds
Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

Projections: Forward Looking Information
Any projections or forward looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions which management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

The amount raised in this offering may include investments from company insiders or immediate family members
Officers, directors, executives, and existing owners with a controlling stake in the company (or their immediate family members) may make investments in this offering. Any such investments will be included in the raised amount reflected on the campaign page.

Minority Holder; Securities with No Voting Rights
The Series A Preferred Stock that an investor is buying has no voting rights attached to them. This means that you will have no rights in dictating on how the Company will be run. You are trusting in management discretion in making good business

decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

You are trusting that management will make the best decision for the company
You are trusting in management discretion. You are buying securities as a minority holder, and therefore must trust the management of the Company to make good business decisions that grow your investment.

This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have.
Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans or prospects, sometimes on short notice. When such changes happen during the course of an offering, we must file an amended to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

Our new product could fail to achieve the sales projections we expect
Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

We face significant market competition
We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

We are an early stage company and have not yet generated any profits
BuildClub, Inc., was formed on August 29th, 2016. Accordingly, the Company has a limited history upon which an evaluation of its performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth and the entry of competitors into the market. We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. BuildClub, Inc., has incurred a net loss and has had limited revenues generated since inception. There is no assurance that we will be profitable in the next 3 years or generate sufficient revenues to pay dividends to the holders of the shares.

We have existing patents that we might not be able to protect properly
One of the Company's most valuable assets is its intellectual property. The Company's owns trademarks, copyrights, Internet domain names, and trade secrets. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company.

We have pending patent approval's that might be vulnerable
One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company due to its unregistered intellectual property.

Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective
Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

The cost of enforcing our trademarks and copyrights could prevent us from enforcing them
Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on

one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business
To be successful, the Company requires capable people to run its day to day operations. As the Company grows, it will need to attract and hire additional employees in sales, marketing, design, development, operations, finance, legal, human resources and other areas. Depending on the economic environment and the Company's performance, we may not be able to locate or attract qualified individuals for such positions when we need them. We may also make hiring mistakes, which can be costly in terms of resources spent in recruiting, hiring and investing in the incorrect individual and in the time delay in locating the right employee fit. If we are unable to attract, hire and retain the right talent or make too many hiring mistakes, it is likely our business will suffer from not having the right employees in the right positions at the right time. This would likely adversely impact the value of your investment.

We rely on third parties to provide services essential to the success of our business
We rely on third parties to provide a variety of essential business functions for us, including manufacturing, shipping, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. A disruption in these key or other suppliers' operations could materially and adversely affect our business. As a result, your investment could be adversely impacted by our reliance on third parties and their performance.

The Company is vulnerable to hackers and cyber-attacks
As an internet-based business, we may be vulnerable to hackers who may access the data of our investors and the issuer companies that utilize our platform. Further, any significant disruption in service on The BuildClub or in its computer systems could reduce the attractiveness of the platform and result in a loss of investors and companies interested in using our platform. Further, we rely on a third-party technology provider to provide some of our back-up technology. Any disruptions of services or cyber-attacks either on our technology provider or on The BuildClub could harm our reputation and materially negatively impact our financial condition and business.

Dependence on Capital Raising to Continue Operations
The Company is highly dependent on its ability to raise additional capital in order to continue operations and execute its business plan. In particular, the Company is reliant on the proceeds from this Regulation Crowdfunding ("Reg CF") offering to fund working capital and growth initiatives. While the Company may seek to secure additional financing from other sources such as venture capital firms, strategic investors, or commercial lenders, there can be no assurance that such financing will be available to the Company on favorable terms, or at all. If the Company is unable to raise sufficient funds in this Reg CF offering, it may not have adequate capital to sustain operations or pursue its planned business activities. Investors should understand that the Company's continued viability is subject to its ability to raise capital, including but not limited to the proceeds of this offering, and that any failure to obtain necessary financing could materially and adversely affect the Company's financial condition, results of operations, and ability to achieve its business objectives.

Ownership and Capital Structure; Rights of the Securities

Ownership

The following table sets forth information regarding beneficial ownership of the company's holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Stephen Forte	6,000,000	Common Stock	52.46%

The Company's Securities

The Company has authorized Common Stock, and Series A Preferred Stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 1,019,333 of Series A Preferred Stock.

Common Stock

The amount of security authorized is 15,000,000 with a total of 9,514,207 outstanding.

Voting Rights

1 vote per share.

Material Rights

The total amount outstanding includes 293,750 shares to be issued pursuant to stock options, reserved but unissued.

The total amount outstanding includes 906,250 shares to be issued pursuant to stock options issued.

Dividend Rights. Any dividends (other than dividends on Common Stock payable solely in Common Stock) set aside or paid in any fiscal year shall be set aside or paid on a pro rata, pari passu basis among the holders of the Series A Preferred Stock and Common Stock then outstanding in proportion to the greatest whole number of shares of Common Stock which would be held by each such holder if all shares of Series A Preferred Stock were converted at the then-effective Conversion Rate.

Series A Preferred Stock

The amount of security authorized is 5,000,000 with a total of 1,878,572 outstanding.

Voting Rights

There are no voting rights associated with Series A Preferred Stock.

Material Rights

The total amount outstanding of Series A Preferred Stock does not include 27,604 shares that may be issued in connection with the Company's recently closed Regulation Crowdfunding offering.

Dividend Rights. Any dividends (other than dividends on Common Stock payable solely in Common Stock) set aside or paid in any fiscal year shall be set aside or paid on a pro rata, pari passu basis among the holders of the Series A Preferred Stock and Common Stock then outstanding in proportion to the greatest whole number of shares of Common Stock which would be held by each such holder if all shares of Series A Preferred Stock were converted at the then-effective Conversion Rate.

Series A Liquidation Preference. In the event of any Deemed Liquidation Event, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution to the holders of the Common Stock, by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them equal to the Series A Liquidation Preference.

Conversion Rights. Holders of Series A Preferred Stock have certain conversion rights. See exhibit F for additional information.

What it means to be a minority holder

As a minority holder of Series A Preferred Stock of the company, you will have limited rights in regards to the corporate actions of the company, including additional issuances of securities, company repurchases of securities, a sale of the company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the company.

Dilution

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares, the percentage of the company that you own will go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock. If the company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the company offers dividends, and most early stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

Recent Offerings of Securities

We have made the following issuances of securities within the last three years:

- Type of security sold: Convertible Note
  Final amount sold: $250,000.00
  Use of proceeds: Software development, operations
  Date: March 30, 2022
  Offering exemption relied upon: Section 4(a)(2)

- Type of security sold: Convertible Note
  Final amount sold: $775,000.00
  Use of proceeds: Software development, operations
  Date: May 07, 2022
  Offering exemption relied upon: Section 4(a)(2)

- Type of security sold: Convertible Note
  Final amount sold: $550,000.00
  Use of proceeds: Software development, operations
  Date: May 09, 2022
  Offering exemption relied upon: Section 4(a)(2)

- Type of security sold: Convertible Note
  Final amount sold: $100,000.00
  Use of proceeds: Software development, operations
  Date: August 11, 2022
  Offering exemption relied upon: Section 4(a)(2)

- Type of security sold: Convertible Note
  Final amount sold: $50,000.00
  Use of proceeds: Software development, operations
  Date: September 28, 2022
  Offering exemption relied upon: Section 4(a)(2)

- Type of security sold: Convertible Note
  Final amount sold: $50,000.00
  Use of proceeds: Software development, operations
  Date: October 25, 2022
  Offering exemption relied upon: Section 4(a)(2)

- Type of security sold: Convertible Note
  Final amount sold: $150,000.00

Use of proceeds: Software development, operations
Date: October 18, 2022
Offering exemption relied upon: Section 4(a)(2)

- Type of security sold: Convertible Note
Final amount sold: $75,000.00
Use of proceeds: Software development, operations
Date: October 24, 2022
Offering exemption relied upon: Section 4(a)(2)

- Name: Series A Preferred Stock
Type of security sold: Equity
Final amount sold: $1,929,459.54
Number of Securities Sold: 554,914
Use of proceeds: Marketing, Research & Development, Company Employment, Operations, and Working Capital
Date: January 22, 2025
Offering exemption relied upon: Regulation CF

- Name: Common Stock
Type of security sold: Equity
Final amount sold: $150,000.00
Number of Securities Sold: 75,000
Use of proceeds: Members added to the advisory board
Date: November 17, 2024
Offering exemption relied upon: Section 4(a)(2)

- Name: Series A Preferred Stock
Type of security sold: Equity
Final amount sold: $220,000.00
Number of Securities Sold: 38,196
Use of proceeds: General Operations
Date: March 24, 2024
Offering exemption relied upon: Section 4(a)(2)

- Name: Series A Preferred Stock
Type of security sold: Equity
Final amount sold: $42,285.00
Number of Securities Sold: 14,095
Use of proceeds: N/a
Date: January 22, 2025
Offering exemption relied upon: Section 4(a)(2)

Financial Condition and Results of Operations

Financial Condition

You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.

Results of Operations

Circumstances which led to the performance of financial statements:

Revenue

In 2024, the Company fully transitioned its primary focus to the creation and sale of software and digital tools for the building materials industry, spending the year developing new software products like a browser extension, deal site, and price comparison tool. This strategic pivot from a logistics-driven service model to a digital-first platform involved phasing out the physical delivery service. Consequently, net revenue decreased significantly from $1,365,031 in 2023 to $119,998 in 2024. While this transition reduced short-term revenue compared to prior physical operations, it positions the company for stronger scalability, higher margins, and recurring revenue through digital subscriptions, software licensing, data analytics, and affiliate partnerships.

Cost of Sales

Consistent with the shift away from physical product sales and the reduction in revenue, the cost of goods sold decreased dramatically from $1,187,109 in 2023 to $64,846 in 2024. This reduction reflects the lower costs associated with delivering digital products compared to physical materials.

Gross Margins

The company's gross profit was $55,152 in 2024, compared to $177,922 in 2023. The gross margin percentage increased significantly in 2024, rising to approximately 46% ($55,152 / $119,998) from about 13% ($177,922 / $1,365,031) in 2023. This improvement reflects the higher margin nature of software and digital products compared to the sale of hardware products. The company expects gross margins to strengthen further as digital product sales grow.

Expenses

The net loss for 2024 was $1,399,990, compared to a net loss of $1,553,085 in 2023. This represents a reduction in losses of approximately 10%. The decrease is primarily due to significantly lower cost of goods sold and reduced sales and marketing expenses ($65,663 in 2024 vs $106,243 in 2023), reflecting the scaling back of the direct material delivery business and a focus on more efficient software operations. While personnel costs also decreased, general and administrative expenses remained relatively high, and the company recorded an impairment charge on intangible assets ($149,550) and incurred costs related to software development. The company anticipates further improvements as it fully realizes the benefits of its software-focused model.

Historical results and cash flows:

As a growing technology company, BuildClub will continue to raise capital in the near future to support product development, growth initiatives, and expansion into new markets. In 2024, the Company fully completed its pivot from a logistics and delivery-based business model to a software-focused enterprise, centered around AI-powered pricing intelligence and big data analytics.

Following the strategic decision made in late 2022, BuildClub has continued to operate without owning any delivery assets. All deliveries remain fully outsourced, allowing the Company to operate with greater agility and lower overhead. During 2024, BuildClub made no further investments in physical infrastructure or hard assets.

The Company's capital expenditures are now directed almost entirely toward software development, data acquisition, and AI infrastructure. This includes the launch of several digital products such as its consumer and commercial browser extensions, the competitive deal site, and new backend pricing analytics platforms. These products represent scalable revenue streams that require minimal capital expense compared to physical logistics.

Looking ahead, BuildClub plans to continue investing in its technology and software teams while minimizing fixed operational costs. Future capital raised will be directed primarily toward talent acquisition, cloud infrastructure, and sales and marketing to accelerate adoption of its SaaS products and data licensing services.

Liquidity and Capital Resources

What capital resources are currently available to the Company? (Cash on hand, existing lines of credit, shareholder loans, etc...)

As of September 23, 2025, the Company had approximately $20,000 in cash and cash equivalents on hand. In addition, the Company has potential access of up to $100,000 in loan funding from the founder, which may be used, at the founder's discretion, to support short-term operational needs. While these resources provide a limited buffer, they may not be sufficient to fund the Company's operations for an extended period of time.

The Company's continued operations are dependent upon its ability to raise additional capital, including the proceeds of this Regulation Crowdfunding offering. Although the Company may pursue other potential sources of financing—such as additional equity offerings, venture capital investment, strategic partnerships, or commercial borrowing—there can be no assurance that such funding will be available when needed, or on terms acceptable to the Company. If the Company is unable to secure adequate financing, it may be required to reduce, delay, or suspend its business activities, which could materially and adversely affect its financial condition and prospects.

In order to preserve cash and extend runway, the Company has substantially reduced its operating expenses. These reductions include lower costs related to servers, proxies, and other backend services previously used to collect large-scale retail pricing data from Home Depot, Lowe's, and other sources. In addition, the founder has reduced his salary almost 80% during 2025 and has implemented significant cuts to general and administrative expenses. These measures have materially reduced the Company's burn rate while management continues to focus on securing new capital.

How do the funds of this campaign factor into your financial resources? (Are these funds critical to your company operations? Or do you have other funds or capital resources available?)

The funds raised through this Regulation Crowdfunding ("Reg CF") campaign are critical to the Company's ongoing financial requirements and cash flow. The proceeds are expected to fund essential operating expenses, support product development, and provide working capital necessary to sustain day-to-day operations. Without the successful completion of this Reg CF offering, the Company may not have sufficient liquidity to meet its near-term obligations or execute its business strategy.

To date, the Company has raised over $6 million from a combination of individual investors, venture capital firms, and strategic partners, as well as non-dilutive grants from companies such as Microsoft, Google, and Amazon. While these prior financings have been instrumental in supporting product development and growth, additional capital will be required to continue operations and scale the business. The Company may pursue other sources of funding in the future, including additional equity offerings or strategic partnerships; however, such financing is not guaranteed and will depend on market conditions and the Company's ability to secure capital on acceptable terms.

As such, the Company's ability to remain a going concern is substantially dependent upon the success of this Reg CF campaign and its ability to raise additional capital as needed.

Are the funds from this campaign necessary to the viability of the company? (Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)

The capital raised from this crowdfunding campaign is necessary to the Company's viability. The proceeds are expected to represent a significant portion of the Company's near-term financial resources and will be critical in supporting operating expenses, product development, and working capital needs.

While the Company may also seek to access additional capital from other sources—such as high net worth individuals, venture capital firms, strategic partners, or institutional investors—there can be no assurance that such financing will be available when needed or on acceptable terms. As such, the Company's ability to continue operations and pursue its growth objectives is substantially dependent upon the successful completion of this crowdfunding campaign.

How long will you be able to operate the company if you raise your minimum? What expenses is this estimate based on?

If the Company raises only the minimum amount in this crowdfunding campaign, those proceeds will not be sufficient to sustain ongoing operations for an extended period of time without additional funding. The capital from a minimum raise would provide limited support for short-term expenses, such as payroll, basic operating costs, and essential product development activities. However, these funds alone would not cover the Company's longer-term financial requirements.

To continue operations beyond the short-term, the Company would need to secure additional financing from other sources. These may include equity financings, loans, venture capital investment, or support from strategic partners. While the Company has relationships with potential funding sources, there can be no assurance that such financing will be available on acceptable terms, or at all. Accordingly, the viability of the Company is substantially dependent upon its ability to raise capital in excess of the minimum offering amount.

How long will you be able to operate the company if you raise your maximum funding goal?

If the Company raises the maximum target of $5 million in this campaign, we estimate having at least 24 months of operational runway. This estimate is based on the Company's current cost structure, which includes continued investment in software development, customer acquisition, product marketing, data infrastructure, and general administrative expenses.

With our new SaaS-focused model, minimal capital expenditures, and an outsourced development structure, the Company expects to operate with high efficiency. This level of funding would also support our commercial rollout of PriceFinder Pro and PriceConnect, accelerate enterprise partnerships, and bring the Company to cash flow break-even or profitability within that time frame.

Are there any additional future sources of capital available to your company? (Required capital contributions, lines of credit, contemplated future capital raises, etc...)

The Company anticipates that additional future sources of capital may be available; however, there can be no assurance that such capital will be obtained on favorable terms or at all. In addition to the current Regulation Crowdfunding campaign, the Company is in discussions with venture capital firms, strategic investors, and industry partners regarding potential future financings. The Company has previously raised capital from angel investors, family offices, and institutional backers, and may seek to access these channels again in the future.

The Company may also consider other forms of financing, including debt arrangements, grants, or strategic partnerships, as opportunities arise. While these avenues represent potential sources of capital, none are guaranteed, and the Company's ability to secure additional funding will depend on market conditions, investor interest, and the Company's operating performance.

Indebtedness

- Creditor: SBA
  Amount Owed: $47,341.00
  Interest Rate: 3.75%
  Maturity Date: May 22, 2050

- Creditor: Various Shareholders
  Amount Owed: $40,897.00
  Interest Rate: 0.0%
  These shareholder loans are non-interest bearing and carry no fixed repayment schedule. They are callable by the lender at any time, providing flexible capital support for the Company's operations.

Related Party Transactions

- Name of Person: Various Shareholders
  Relationship to Company: Shareholders
  Nature / amount of interest in the transaction: These shareholder loans are non-interest bearing and carry no fixed repayment schedule. They are callable by the lender at any time, providing flexible capital support for the Company's operations.
  Material Terms: Amount: $40,897, 0% Interest Rate, Due On-Demand

Valuation

Pre-Money Valuation: $45,571,116.00

Valuation Details:

Our pre-money valuation is based on the assumption that the opportunity, total addressable market, financial projections, and the makeup of the founders and team can achieve the growth and expansion goals as set out in this offering.

This pre-money valuation was calculated internally by the company without the use of any formal independent third-party evaluation.

The pre-money valuation has been calculated on a fully diluted basis. The Company has no convertible debt outstanding. In making this calculation, we have assumed:

(i) all outstanding options and warrants are exercised; and

(ii) any shares reserved for issuance under a stock plan are issued.

The pre-money valuation does not take into account 27,604 shares of Series A Preferred Stock that may be issued in connection with the Company's recently closed Regulation Crowdfunding offering.

Use of Proceeds

If we raise the Target Offering Amount of $9,996.00 we plan to use these proceeds as follows:

- StartEngine Platform Fees
  5.5%

- Research & Development
  94.5%
  We are going to further develop our big data, AI/machine learning, data science, ecommerce website and mobile apps to be leaders in the industry

If we raise the over allotment amount of $4,077,332.00, we plan to use these proceeds as follows:

- StartEngine Platform Fees

5.5%

- Marketing
  8.5%
  We plan to continue marketing our services through online and other methods as we open new markets throughout the U.S.

- Research & Development
  39.0%
  We are going to further develop our big data, AI/machine learning, data science, ecommerce website and mobile apps to be leaders in the industry

- Company Employment
  9.0%
  We plan to expand our back office operations and customer service teams to manage the growing sales and new markets.

- Operations
  19.0%
  We need to grow our operational capability as we expand to new markets in the U.S.

- Working Capital
  18.0%
  We plan to use a portion of the capital for working capital necessary as we have an increase in corporate accounts that will be purchasing on terms rather than paying immediately on credit card.

- StartEngine Service Fees
  1.0%
  Fees for certain services provided by StartEngine

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

Regulatory Information

Disqualification

No disqualifying event has been recorded in respect to the company or its officers or directors.

Compliance Failure

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

Ongoing Reporting

The Company will file a report electronically with the SEC annually and post the report on its website no later than April 30 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at https://www.buildclub.com/ (BuildClub.com/investors).

The Company must continue to comply with the ongoing reporting requirements until:

(1) it is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;

(2) it has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record and has total assets that do not exceed $10,000,000;

(3) it has filed at least three (3) annual reports pursuant to Regulation Crowdfunding;

(4) it or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or

(5) it liquidates or dissolves its business in accordance with state law.

Updates

Updates on the status of this Offering may be found at: www.startengine.com/buildclub

Investing Process

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

EXHIBIT B TO FORM C

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW OR AUDIT (AS APPLICABLE) FOR BuildClub, Inc.

[See attached]

BUILDCLUB INC.

AUDITED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2024, AND 2023

(Expressed in United States Dollars)

INDEX TO FINANCIAL STATEMENTS

Page

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
BuildClub, Inc.
Miami, Florida

Opinion

We have audited the accompanying financial statements of BuildClub, Inc. (the "Company,"), which comprise the balance sheets as of December 31, 2024, and 2023, and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024, and 2023, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Going Concern

As discussed in Note 12, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

The Company's management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the date of issuance of these financial statements.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.

SetApart Accountancy Corp.

April 15, 2025
Los Angeles, California

BUILDCLUB, INC.
BALANCE SHEETS
FOR YEARS ENDED TO DECEMBER 31, 2024 AND DECEMBER 31, 2023

As of December 31,		**2024**		**2023**
(USD $ in Dollars)				
ASSETS				
Current Assets:				
Cash & Cash Equivalents	$	375,132	$	245,186
Acccounts Receivable, net		-		5,883
Prepaids and Other Current Assets		80		25,811
Total current assets		**375,212**		**276,880**
Intangible Assets		-		333,406
Total assets	**$**	**375,212**	**$**	**610,286**
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities:				
Accounts Payable	$	-	$	59,666
Credit Cards		45,127		19,029
Due to Related Parties		40,897		-
Current Portion of Loan		2,928		3,352
Accrued Interest		-		11,706
Other Current Liabilities		7,036		25,422
Total current liabilities		**95,988**		**119,175**
Long term debt less current maturities		44,413		42,500
Total liabilities	**$**	**140,401**	**$**	**161,675**
STOCKHOLDERS' EQUITY				
Common Stock, $0.0001 par, 15,000,000 shares authorized, 8,314,207 and 8,239,207 shares issued and outstanding as of December 31, 2024 and 2023	$	832	$	824
Preferred Stock, $0.0001 par, 5,000,000 shares authorized, 1,860,910 and 1,466,630 shares issued and outstanding as of December 31, 2024 and 2023		185		146
Equity Issuance Costs		(142,375)		(83,097)
Additional Paid In Capital		7,706,968		6,461,547
Accumulated Deficit		(7,330,799)		(5,930,809)
Total Stockholders' Equity		**234,811**		**448,611**
Total Liabilities and Stockholders' Equity	**$**	**375,212**	**$**	**610,286**

See accompanying notes to financial statements.

For Fiscal Year Ended December 31,	**2024**	**2023**
(USD $ in Dollars)		
Net Revenue	$ 119,998	$ 1,365,031
Cost of Goods Sold	64,846	1,187,109
Gross Profit	**55,152**	**177,922**
Operating Expenses		
Personnel	185,984	312,379
Professional Services	78,386	241,059
General and Administrative	995,330	1,056,442
Sales and Marketing	65,663	106,243
Total Operating Expenses	**1,325,363**	**1,716,123**
Net Operating Loss	**(1,270,211)**	**(1,538,201)**
Interest Expense	(2,725)	(24,500)
Other Income/(Loss)	(127,054)	9,616
Loss before provision for income taxes	**(1,399,990)**	**(1,553,085)**
Benefit/(Provision) for income taxes	-	-
Net Loss	**$ (1,399,990)**	**$ (1,553,085)**

See accompanying notes to financial statements.

BUILDCLUB, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR YEARS ENDED TO DECEMBER 31, 2024 AND DECEMBER 31, 2023

	Common Stock		Preferred Stock		Equity Issuance	Additional Paid In	Accumulated	Total Shareholders'
(USD $ in Dollars, except per share data)	**Shares**	**Amount**	**Shares**	**Amount**	**Costs**	**Capital**	**Deficit**	**Equity**
Balance - December 31, 2022	**8,239,207**	**$ 824**	**$ -**	**$ -**	**$ -**	**$ 2,670,151**	**$ (4,372,852)**	**$ (1,701,877)**
Issuance of Stock	-	-	393,595	39	(83,097)	786,797	-	703,739
Owner's Personal Expenses	-	-	-	-	-	-	(4,872)	(4,872)
Convertible Notes Conversion	-	-	1,049,597	105	-	2,226,829	-	2,226,934
SAFE Conversion	-	-	23,438	2	-	74,998	-	75,000
Shareholder Loan Conversion	-	-	-	-	-	382,547	-	382,547
Share-Based Compensation	-	-	-	-	-	320,225	-	320,225
Net loss	-	-	-	-	-	-	(1,553,085)	(1,553,085)
Balance—December 31, 2023	**8,239,207**	**$ 824**	**1,466,630**	**$ 146**	**$ (83,097)**	**$ 6,461,547**	**$ (5,930,809)**	**$ 448,611**
Issuance of Stock	75,000	8	394,280	39	(59,278)	1,243,601	-	1,184,370
Share-Based Compensation	-	-	-	-	-	1,820	-	1,820
Net loss	-	-	-	-	-	-	(1,399,990)	(1,399,990)
Balance—December 31, 2024	**8,314,207**	**$ 832**	**1,860,910**	**$ 185**	**$ (142,375)**	**$ 7,706,968**	**$ (7,330,799)**	**$ 234,811**

See accompanying notes to financial statements.

BUILDCLUB, INC.
STATEMENTS OF CASH FLOWS
FOR YEARS ENDED TO DECEMBER 31, 2024 AND DECEMBER 31, 2023

For Fiscal Year Ended December 31,	2024	2023
(USD $ in Dollars)		
CASH FLOW FROM OPERATING ACTIVITIES		
Net Loss	$ (1,399,990)	$ (1,553,085)
Adjustments to reconcile net loss to net cash used by operating activities:		
Amortization of Intangibles	183,856	227,379
Depreciation of Property	-	5,564
Impairment of Intangibles	149,550	-
Share Based Compensation	1,820	320,226
Changes in operating assets and liabilities:		
Accounts Receivable	5,883	9,885
Inventory	-	900
Prepaids and Other Current Assets	25,731	(10,788)
Due to Related Parties	40,897	-
Accounts Payable	(58,177)	39,286
Credit Cards	26,098	16,866
Other Current Liabilities	(30,091)	(113,997)
Net cash used by operating activities	**(1,054,424)**	**(1,057,764)**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Intangibles, net	-	(174,471)
Sale of Property and Equipment, net	-	53,822
Net cash used in investing activities	**-**	**(120,649)**
CASH FLOW FROM FINANCING ACTIVITIES		
Capital Contribution	1,184,370	703,739
Convertible Note Conversion	-	2,226,934
SAFE Note Conversion	-	75,000
Shareholder Loans Conversion	-	382,547
Proceeds from capital lease, net	-	(69,250)
Borrowing on SAFE	-	(75,000)
Borrowing on Convertible Notes	-	(1,925,000)
Borrowing on Loans	-	(2,928)
Borrowing on Shareholder Loans	-	(382,547)
Net cash provided by financing activities	**1,184,370**	**933,495**
Change in Cash and cash equivalents	**129,946**	**(244,918)**
Cash and cash equivalents—beginning of year	245,186	490,104
Cash and cash equivalents—end of year	**$ 375,132**	**$ 245,186**
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the year for interest	$ 2,725	$ -

See accompanying notes to financial statements.

1. NATURE OF OPERATIONS

BuildClub, Inc. was incorporated in the state of Delaware on August 29, 2016. The financial statements of BuildClub, Inc. (which may be referred to as the "Company", "we", "us", or "our") are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company's headquarters are located in Miami, Florida.

The Company was originally founded in Silicon Valley as an on-demand supplier of building materials for contractors and homeowners across the United States. While the company successfully launched and operated a physical delivery service, its core technological advantage quickly became clear: its ability to harness AI, big data, and real-time pricing analytics to solve inefficiencies in the building materials industry.

As a result, BuildClub has strategically pivoted from a logistics-driven service model to a digital-first platform focused on software, data, and subscription-based tools. The company now develops and sells innovative digital products—including AI-powered browser extensions, pricing intelligence tools, and retail analytics platforms—that serve both consumers and independent retailers.

While this transition is expected to reduce short-term revenue compared to the prior physical operations, it positions BuildClub for stronger scalability, higher margins, and recurring revenue. The company expects the majority of future revenue to come from digital subscriptions, software licensing, data analytics, and affiliate partnerships.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies is presented to assist in understanding the Company's financial statements. The accounting policies conform to accounting principles generally accepted in the United States of America ("GAAP" and "US GAAP").

Basis of Presentation
The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with US GAAP and the Company has adopted the calendar year as its basis of reporting.

Use of Estimates
The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents
Cash and cash equivalents include all cash in banks, cash on hand and all highly liquid investments with original maturities of three months or less at the time of purchase. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of December 31, 2024, the Company's cash and cash equivalents exceeded FDIC insured limits by $106,672, while as of December 31, 2023, the Company's cash and cash equivalents did not exceed FDIC insured limits.

Concentration of Credit Risk
The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to $250,000. At times, the Company may maintain balances in excess of the federally insured limits.

The Company is subject to concentrations of credit risks primarily from cash, cash equivalents and accounts receivable. At various times during the years, the Company may have bank deposits in excess of Federal Deposit Insurance Corporation insurance limits. Management believes any credit risk is low due to the overall financial strength of the financial institutions. Accounts receivable consists of uncollateralized receivables from customers/clients primarily located throughout the United States of America.

Accounts Receivable

Accounts receivable are carried net of allowance for expected credit losses. The allowance for expected credit losses is increased by provision charged to expense and reduced by accounts charged off, net of recoveries. The allowance is maintained at a level considered adequate to provide for potential account losses based on management's evaluation of the anticipated impact on the balance of current economic conditions, changes in character and size of the balance, past and expected future loss experience and other pertinent factors.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instrument – Credit Losses.". This ASU, and the related ASUs issued subsequently by the FASB, introduce a new model for recognizing credit loss on financial assets not accounted for at fair values through net income, including loans, debt securities, trade receivables, net investment in leases and available-for-sale debt securities. The new ASU broadens the information that an entity must consider in developing estimates of expected credit losses and requires an entity to estimate credit losses over the life of an exposure based on historical information, current information and reasonable supportable forecasts.

The Company adopted this ASU on January 1, 2023, using the modified retrospective approach. The adoption of this ASU did not have a material impact on financial statements as the Company's customers are direct consumers and pay at the time of purchase. As of December 31, 2024, and December 31, 2023, the Company determined that no reserve was necessary.

Software Development Costs – Internal Use Software

For costs incurred in relation to the development of software for internal use, the Company divides each project into the following phases: (1) preliminary product stage, (2) application development stage, (3) post-implementation – operation stage, and (4) upgrade and enhancement stage. In accordance with ASC 350-40: Internal-Use Software, costs during the first phase are expenses, costs during the second phase are capitalized, costs during the third phase are expensed, and costs during the fourth phase are analyzed to determine whether they pertain to maintenance, in which case they are expensed, or improvements in functionality, in which case they are they are capitalized. Once the software is placed in use, it is amortized over the useful life of the software.

Impairment of Long-Lived Assets

Long-lived assets, including property and equipment and intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. An impairment loss is recorded in the period in which it is determined that the carrying amount is not recoverable. The determination of recoverability is made based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. The measurement of the impairment for long-lived assets is based on the asset's estimated fair value. As a result of a substantial decrease in revenue, impairment of intangible assets in the amount of $149,550 was recorded for the year ended December 31, 2024, while no such impairment was recorded for the year ended December 31, 2023.

Revenue Recognition

The Company recognizes revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. In determining when and how revenue is to be recognized from contracts with customers, the Company performs the following five step analysis laid under Accounting Standard Codification ("ASC") 606, Revenue from Contracts with Customers: (1) identification of contract with customers, (2) determination of performance obligations, (3) measurement of the transaction price, (4) allocation of transaction price to the performance obligations, and (5) recognition of revenue when or as the company satisfies each performance obligation.
Revenue is recognized at the point in time when control of the goods is transferred to the customer, which typically occurs at the following times:

- Online Sales: Revenue is recognized at a point-in-time when the goods are delivered to the customer.
- Wholesale Transactions: Revenue is recognized at point-in-time when the goods are shipped or delivered to the wholesale customer.

The Company earns revenues from the sale of building materials.

Cost of sales

Costs of sales include hosting fees and other directly related expenses.

Income Taxes

BuildClub, Inc. is a C corporation for income tax purposes. The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the deferred tax asset will not be realized. The Company records interest, net of any applicable related income tax benefit, on potential income tax contingencies as a component of income tax expense. The Company records tax positions taken or expected to be taken in a tax return based upon the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, the Company recognizes liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority. The Company recognizes interest and/or penalties related to unrecognized tax benefits as a component of income tax expense.

Stock-Based Compensation

The Company accounts for stock-based compensation to both employees and non-employees in accordance with ASC 718, Compensation - Stock Compensation. Under the fair value recognition provisions of ASC 718, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as an expense ratably over the requisite service period, which is generally the option vesting period. The Company uses the Black-Scholes option pricing model to determine the fair value of stock options.

Fair Value of Financial Instruments

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable and accrued expenses) approximates fair value due to the short-term nature of such instruments.

The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

> ***Level 1*** — Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.
>
> ***Level 2*** — Observable prices that are based on inputs not quoted on active markets but corroborated by market data.
>
> ***Level 3*** — Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

Advertising and Promotion

Advertising and promotional costs are expensed as incurred. Advertising and promotional expenses for the years ended December 31, 2024, and December 31, 2023, amounted to $65,663 and $106,243, respectively and are included in sales and marketing expenses.

Subsequent Events

The Company considers events or transactions that occur after the balance sheet date, but prior to the issuance of the financial statements, to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through April 15, 2025, which is the date the financial statements were available to be issued.

3. DETAILS OF CERTAIN ASSETS AND LIABILITIES

Other current assets refer to prepaid expenses and security deposits, account receivables comprise trade receivables, while account payables consist primarily of trade payables. Credit card liabilities refer to short-term liabilities towards the bank due to credit card usage, while other current liabilities comprise primarily sales tax payable.

4. INTANGIBLE ASSETS

As of December 31, 2024, and December 31, 2023, intangible assets consist of:

As of Year Ended December 31,	2024	2023
Internal-use software	$ 1,600,390	$ 1,600,390
Intangible Assets, at Cost	**1,600,390**	**1,600,390**
Impairment	(149,550)	-
Accumulated amortization	(1,450,840)	(1,266,984)
Intangible Assets, net	**$ -**	**$ 333,406**

Amortization expenses for intangible assets for the fiscal year ended December 31, 2024, and 2023 were in the amount of $183,856 and $227,379 respectively. During the year ended December 31, 2024, the Company recorded an impairment charge of $149,550.

5. CAPITALIZATION AND EQUITY TRANSACTIONS

Common Stock

The Company is authorized to issue 15,000,000 shares designated as common stock with a par value of $0.0001. As of December 31, 2024, and December 31, 2023, 8,314,207 and 8,239,207 common shares have been issued and outstanding.

Preferred Stock

The Company is authorized to issue 5,000,000 shares designated as Series A preferred stock with a par value of $0.0001. As of December 31, 2024, and December 31, 2023, 1,860,910 and 1,466,630 Series A preferred shares have been issued and outstanding, respectively.

6. SHARE-BASED COMPENSATION

During 2019, the Company authorized the Stock Option Plan (which may be referred to as the "Plan"). The Company reserved 1,200,000 shares of its Common Stock pursuant to the Plan, which provides for the grant of shares of stock options, stock appreciation rights, and stock awards (performance shares) to employees, non-employee directors, and non-employee consultants.

The option exercise price generally may not be less than the underlying stock's fair market value at the date of the grant and generally has a term of three years. The amounts granted each calendar year to an employee or non-employee are limited depending on the type of award.

Total share-based compensation expenses recognized in the statement of operations were as follows:

As of Year Ended December 31,	2024	2023
Cost of goods sold	$ -	$ -
General and administrative	1,820	320,226
Total share-based compensation	**$ 1,820**	**$ 320,226**

Stock Options

The Company granted stock options. The stock options were valued using the Black-Scholes pricing model with a range of inputs indicated below:

As of Year Ended December 31,	2024	2023
Expected life (years)	10.00	10.00
Risk-free interest rate	4.23%	4.23%
Expected volatility	75%	75%
Annual dividend yield	0%	0%

The risk-free interest rate assumption for options granted is based upon observed interest rates on the United States government securities appropriate for the expected term of the Company's employee stock options. The expected term of employee stock options is calculated using a simplified method which takes into consideration the contractual life and vesting terms of the options.

The Company determined the expected volatility assumption for options granted using the historical volatility of a comparable public company's Common Stock. The Company will continue to monitor peer companies and other relevant factors used to measure expected volatility for future stock option grants until such time that the Company's common stock has enough market history to use historical volatility.

The dividend yield assumption for options granted is based on the Company's history and expectation of dividend payouts. The Company has never declared or paid any cash dividends on its Common Stock, and the Company does not anticipate paying any cash dividends in the foreseeable future.

Management estimated the fair value of common stock based on recent sales to third parties. Forfeitures are recognized as incurred.

A summary of the Company's stock options activity and related information is as follows:

	Number of Awards	Weighted Average Exercise	Weighted Average Remaining Contract Term
Outstanding at December 31, 2022	650,000	$ 0.98	8.58
Granted	391,250	$ 1.10	-
Exercised	-	$ -	-
Expired/Cancelled	(10,000)	$ (1.10)	-
Outstanding at December 31, 2023	1,031,250	$ 0.98	7.58
Granted	-	$ -	-
Exercised	-	$ -	-
Expired/Cancelled	(125,000)	$ (1.01)	-
Outstanding at December 31, 2024	906,250	$ 0.99	6.50

7. DEBT

Loans

During the years presented, the Company entered into loan agreements. The details of the Company's loans and the terms are as follows:

					As of December 2024			As of December 2023		
Debt Instrument Name	Principal Amount	Interest Rate	Borrowing Period	Maturity Date	Current Portion	Non-Current Portion	Total Indebtedness	Current Portion	Non-Current Portion	Total Indebtedness
SBA Loan	$ 50,000	3.75%	Fiscal year 2020	5-22-2050	2,928	44,413	47,341	3,352	42,500	45,852
Total					$ 2,928	$ 44,413	$ 47,341	$ 3,352	$ 42,500	$ 45,852

The summary of the future maturities is as follows:

As of December 31,	2024
2025	$2,928
2026	2,928
2027	2,928
2028	2,928
2029	2,928
Thereafter	32,701
Total	**$47,341**

8. RELATED PARTY TRANSACTIONS

The Company entered into various loans with shareholders, resulting in a liability of $40,897 as of December 31, 2024. The loans do not accrue interest and are due on demand.

9. INCOME TAXES

The provision for income taxes for the year ended December 31, 2024, and December 31, 2023, consists of the following:

As of Year Ended December 31,	2024	2023
Net Operating Loss	$ (415,797)	$ (461,266)
Valuation Allowance	415,797	461,266
Net Provision for income tax	**$ -**	**$ -**

Significant components of the Company's deferred tax assets and liabilities on December 31, 2024, and December 31, 2023, are as follows:

As of Year Ended December 31,	2024	2023
Net Operating Loss	$ (1,562,123)	$ (1,146,326)
Valuation Allowance	1,562,123	1,146,326
Total Deferred Tax Asset	**$ -**	**$ -**

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. On the basis of this evaluation, the Company has determined that it is more likely than not that the Company will not recognize the benefits of the federal and state net deferred tax assets, and, as a result, full valuation allowance has been set against its net deferred tax assets as of December 31, 2024, and December 31, 2023. The amount of the deferred tax asset to be realized could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased.

For the fiscal year ending December 31, 2024, the Company had federal cumulative net operating loss ("NOL") carryforwards of $5,259,675. Utilization of some of the federal and state NOL carryforwards to reduce future income taxes will depend on the Company's ability to generate sufficient taxable income prior to the expiration of the carryforwards. The federal net operating loss carryforward is subject to an 80% limitation on taxable income, does not expire, and will carry on indefinitely.

The Company recognizes the impact of a tax position in the financial statements if that position is more likely than not to be sustained on a tax return upon examination by the relevant taxing authority, based on the technical merits of the position. As of December 31, 2024, and December 31, 2023, the Company had no unrecognized tax benefits.

The Company recognizes interest and penalties related to income tax matters in income tax expense. As of December 31, 2024, and December 31, 2023, the Company had no accrued interest and penalties related to uncertain tax positions.

10. COMMITMENTS AND CONTINGENCIES

Operating leases

The Company has no long-term leases in place, and all leases are on a short-term basis. Rent expenses were in the amount of $58,614 and $68,760 as of December 31, 2024, and December 31, 2023, respectively.

Contingencies

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations. Management of the Company believes that the Company is in compliance with applicable local and state regulations as of December 31, 2024, and December 31, 2023.

In 2024, the Company was charged $400,000 by Google for services rendered in a single transaction. The Company is currently in the process of disputing the charge with Google. As of December 31, 2024, no accrual has been made to recognize this charge or any potential liability in the financial statements due to the ongoing dispute with vendor.

Litigation and Claims

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2024, and December 31, 2023, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

11. SUBSEQUENT EVENTS

The Company has evaluated subsequent events that occurred after December 31, 2024, through April 15, 2025, which is the issuance date of these financial statements.

There have been no events or transactions during this time which would have a material effect on these financial statements.

12. GOING CONCERN

The Company has a net loss of $1,399,990, an accumulated deficit of $7,330,799 and operating cash flow loss of $1,054,424 and liquid assets in cash of $375,132. The Company's situation raises a substantial doubt on whether the entity can continue as a going concern in the next twelve months.

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued depends upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results.

Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. During the next twelve months, the Company intends to fund its operations through debt and/or equity financing.

There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain enough additional capital, it may be required to reduce the scope of its planned development, which could harm its business, financial condition, and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

It's only been two years since launching the BuildClub, yet we've booked over 5 million dollars in sales and have over 70,000 registered users. I'm Stephen Forte, founder of the BuildClub.

BuildClub solves the problem of finding the best prices on building materials, which can be a daunting task for contractors and homeowners alike. We leverage AI and big data so you can find the lowest prices on building materials in your area with just a few clicks. We scan millions of products from hundreds of stores every day to find the best deals. And we don't just show you the stores with the best prices, we also show you inventory details and last-mile delivery options.

If you have ever used Google Flights or Kayak to find the best prices on airline tickets, then you know what we do for building materials.

Thousands of items from home improvement stores, even from the same company, can have a price difference of 10% to 300% or even more. Yet, historically there has been no easy way to comparison shop... especially for items like lumber, plywood, and other bulk materials. The industry has deliberately made this difficult.... until now.

The small business contractors who make up 98 percent of the industry are leaving thousands of dollars on the table. Imagine a world where you can upload your bill of materials, or even a blueprint, and get back your material list priced out from multiple vendors in seconds. This is the world BuildClub is creating.

I've dedicated nearly three decades of my career to bringing high-tech to low-tech industries, and invested one million dollars of my own money to make the BuildClub the game changer in material sourcing. Saving our customers time and money is why we get out of bed in the morning, and this raise is our chance to partner with you.

We have big plans for our next stage of growth. We're planning on further expanding nationwide in the next several months by adding hundreds of new stores to our platform. We also plan to develop new features and services to make BuildClub even more valuable for our customers.

Join us in creating the future of shopping for construction and home improvement supplies. Become an investor in BuildClub today.

STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

Platform Compensation

- As compensation for the services provided by StartEngine Capital or StartEngine Primary, as identified in the Offering Statement filed on the SEC EDGAR filing system (the "Intermediary"), the issuer is required to pay to Intermediary a fee consisting of a 5.5-14% (five and one-half to fourteen) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of the Intermediary. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to the Intermediary, if any, will be of the same class and have the same terms, conditions, and rights as the securities being offered and sold by the issuer on StartEngine's platform.

- As compensation for the services provided by StartEngine, investors are also required to pay the Intermediary a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.

- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be canceled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- The Intermediary will notify investors by email when the target offering amount has hit 25%, 50%, and 100% of the funding goal. If the issuer hits its goal early, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before the new deadline.

- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach $5M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer, with priority given to StartEngine Venture Club members.

- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be canceled and committed funds will be returned.

- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, commit to an investment or communicate on our platform, users must open an account on StartEngine and provide certain personal and non-personal information including information related to income, net worth, and other investments.

- Investor Limitations: There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited investors are limited in how much they can invest in all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than $124,000, then during any 12-month period, they can invest either $2,500 or 5% of their annual income or net worth, whichever is greater. If both their annual income and net worth are equal to or more than $124,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is greater, but their investments cannot exceed $124,000.

EXHIBIT F TO FORM C

ADDITIONAL CORPORATE DOCUMENTS

[See attached]

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BUILDCLUB, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF FEBRUARY, A.D. 2024, AT 6:30 O`CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

6100887 8100
SR# 20240368267

Authentication: 202744892
Date: 02-05-24

AMENDMENT
TO AMENDED AND RESTATED CERTIFICATE
OF INCORPORATION
for
BuildClub, Inc.,
a Delaware corporation

The undersigned, Stephen Forte, hereby certifies as follows:

1. He is the duly elected, qualified and acting Chief Executive Officer of BuildClub, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "**Corporation**").

2. Article IV of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

> This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is 20,000,000 shares. The total number of shares of common stock authorized to be issued is 15,000,000, par value $0.0001 per share (the "**Common Stock**"). The total number of shares of preferred stock authorized to be issued is 5,000,000, par value $0.0001 per share, all of which are designated "**Series A Preferred Stock**."

3. The amendment set forth herein shall become effective immediately upon the filing of this Certificate of Amendment.

4. The amendment set forth herein has been duly approved and adopted by the Board of Directors of this Corporation.

5. The necessary number of issued and outstanding shares of capital stock of the Corporation required by statute was voted in favor of the amendment.

6. Such amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, BuildClub, Inc., has caused this certificate to be signed by Stephen Forte, its Chief Executive Officer, on October 1, 2023.

By: ______________________
Stephen Forte, Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:30 PM 02/05/2024
FILED 06:30 PM 02/05/2024
SR 20240368267 - File Number 6100887

Service Request# 20231612783

State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

04-25-2023

8003931
STEPHEN FORTE
4300 PARK GRANADA
SUITE 202
BEVERLY HILLS, CA 91302

DESCRIPTION	AMOUNT
6100887 - BUILDCLUB, INC.	
0245E Restated Stock	
Amendment Fee	$30.00
Receiving/Indexing	$115.00
Surcharge Assessment-New Castle County	$6.00
Page Assessment-New Castle County	$72.00
Data Entry Fee	$5.00
Court Municipality Fee, Wilm.	$20.00
Expedite Fee, Two Hour	$500.00
TOTAL CHARGES	$748.00
TOTAL PAYMENTS	$748.00
BALANCE	$0.00

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:25 AM 04/25/2023
FILED 11:25 AM 04/25/2023
SR 20231612783 - File Number 6100887

FIRST AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF BUILDCLUB, INC.

(Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware)

Buildclub, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), hereby certifies as follows:

A. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 30, 2016 as Collar.Tech Inc. All amendments to the Certificate of Incorporation reflected herein have been duly authorized and adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law.

B. The text of the Amended and Restated Certificate of Incorporation, as amended, is hereby amended and restated in its entirety to read as follows:

Article I

The name of the corporation is Buildclub, Inc. (the "**Corporation**").

Article II

The address of the registered office of the Corporation in the State of Delaware is 651 N. Broad St., Suite 201, City of Middletown, County of New Castle, 19709, and the name of its registered agent at such address is United States Corporation Agents, Inc.

Article III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Article IV

This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is 12,160,000 shares. The total number of shares of common stock authorized to be issued is 10,700,000, par value $0.0001 per share (the "**Common Stock**"). The total number of shares of preferred stock authorized to be issued is 1,460,000, par value $0.0001 per share, all of which are designated "**Series A Preferred Stock**."

The relative rights, preferences, privileges and restrictions granted to or imposed upon the respective classes of the shares of capital stock or the holders thereof are as follows:

1. Definitions. For purposes of this ARTICLE IV, the following definitions shall apply:

(a) **"Conversion Price"** shall mean $4.00 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein, including, but not limited to, the adjustments set forth in Sections 3(d)-(f)).

(b) **"Deemed Liquidation Event"** shall be deemed to be occasioned by, or to include, (i) the acquisition of the Company by another entity by means of any transaction or series of related transactions to which the Company is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of related transactions in which the holders of the voting securities of the Company outstanding immediately prior to such transaction or series of related transactions retain, immediately after such transaction or series of related transactions, as a result of shares in the Company held by such holders prior to such transaction or series of related transactions, at least a majority of the total voting power represented by the outstanding voting securities of the Company or such other surviving or resulting entity (or if the Company or such other surviving or resulting entity is a wholly-owned subsidiary immediately following such acquisition, its parent); (ii) a sale, lease or other disposition of all or substantially all of the assets of the Company and its subsidiaries taken as a whole by means of any transaction or series of related transactions, except where such sale, lease or other disposition is to a wholly-owned subsidiary of the Company; or (iii) any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary. The treatment of any transaction or series of related transactions as a Deemed Liquidation Event pursuant to clause (i) or (ii) of the preceding sentence may be waived with respect to any series of Preferred Stock by the consent or vote of a majority of the outstanding shares of such series.

(c) **"Distribution"** shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise (other than dividends on Common Stock payable in Common Stock, or other securities of the Corporation) or the purchase or redemption of shares of the Corporation by the Corporation or its subsidiaries for cash or property, including, but not limited to, in connection with a Deemed Liquidation Event, other than (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchases of capital stock of the Corporation in connection with the settlement of disputes with any shareholder, and (iv) any other repurchase or redemption of capital stock of the Corporation approved by the Board of Directors.

(d) **"Original Issue Price"** shall mean $4.00 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth herein, including, but not limited to, the adjustments set forth in Sections 3(d)-(f)).

(e) **"Recapitalization"** shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

(f) **"Series A Liquidation Preference"** shall mean $1.00 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein, including, but not limited to, the adjustments set forth in Sections 3(d)-(f)).

2. Liquidation Rights.

(a) Series A Liquidation Preference. In the event of any Deemed Liquidation Event, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution to the holders of the Common Stock, by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them equal to the Series A Liquidation Preference. If upon a Deemed Liquidation Event, the assets of the Corporation legally available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 2(a), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 2(a).

(b) Remaining Assets. After the payment or setting aside for payment to the holders of Series A Preferred Stock of the full amounts specified in Section 2(a) above, the entire remaining assets of the Corporation legally available for distribution shall be distributed *pro rata* to holders of Common Stock in proportion to the number of shares of Common Stock held by them.

(c) Shares not Treated as Both Series A Preferred Stock and Common Stock in any Distribution. Shares of Series A Preferred Stock shall not be entitled to be converted into shares of Common Stock in order to participate in any Distribution, or series of Distributions, as shares of Common Stock, without first forgoing participation in the Distribution, or series of Distributions, as shares of Series A Preferred Stock.

(d) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to shareholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors.

3. Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows:

(a) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into a number of fully-paid, non-assessable shares of Common Stock as determined by dividing the Original Issue Price by the then effective Conversion Price for such share (the **"Conversion Rate"**): (i) immediately prior to the closing of a firm commitment underwritten initial public offering pursuant to an effective registration statement filed under the

Securities Act of 1933, as amended (the "**Securities Act**"), covering the offer and sale of the Common Stock, or (ii) upon the receipt by the Corporation of a written consent for such conversion from the holders of a majority of the Series A Preferred Stock then outstanding (voting as a single class and on an as-converted basis), or, if later, the effective date for conversion specified in such requests (each of the events referred to in (i) and (ii), are referred to herein as an "**Automatic Conversion Event**").

(b) Voluntary Conversion. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, into that number of fully-paid, nonassessable shares of Common Stock, at the then effective Conversion Rate.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Series A Preferred Stock held by each holder of Series A Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act or a Liquidation, the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing of such transaction or upon the occurrence of such event, in which case the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such transaction or the occurrence of such event.

(d) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Price in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Subdivisions or Combinations of Preferred Stock. In the event the outstanding shares of Series A Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Series A Preferred Stock, the Original Issue Price and Liquidation Preference in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Series A Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Series A Preferred Stock, the

Original Issue Price and Liquidation Preference in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 2 above, if the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, the Series A Preferred Stock shall thereafter be convertible into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of Series A Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(g) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

4. Voting.

(a) Preferred Stock. Except as otherwise mandated by law, the holders of Series A Preferred Stock shall have no voting rights.

(b) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

5. Dividend Rights. Any dividends (other than dividends on Common Stock payable solely in Common Stock) set aside or paid in any fiscal year shall be set aside or paid on a *pro rata, pari passu* basis among the holders of the Series A Preferred Stock and Common Stock then outstanding in proportion to the greatest whole number of shares of Common Stock which would be held by each such holder if all shares of Series A Preferred Stock were converted at the then-effective Conversion Rate.

Article V

A director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided that this Article V shall not eliminate or limit the liability of a director (i) for any breach of his duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derives an improper personal benefit. This Article V shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article V becomes effective.

Any repeal or modification of the foregoing provisions of this Article V by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article VI

The Corporation shall, to the broadest and maximum extent permitted by Delaware law, as the same exists from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

In addition, the Corporation shall, to the broadest and maximum extent permitted by Delaware law, as the same may exist from time to time, pay to such person any and all expenses (including attorneys' fees) incurred in defending or settling any such action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer, to repay such amount if it shall ultimately be determined by a final judgment or other final adjudication that he is not entitled to be indemnified by the Corporation as authorized in this Article. The rights to indemnification and to the advancement of expenses conferred in this Article VI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, the Bylaws of this Corporation, by agreement, vote of stockholders, or disinterested directors or otherwise.

Article VII

The duration of the Corporation shall be perpetual.

Article XIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

Article IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, this First Amended and Restated Certificate of Incorporation, which amends and restates the Certificate of Incorporation of this Corporation, and which has been duly adopted in accordance with Sections 242 and 245 of the Delaware General Corporation Law, has been executed by its duly authorized Chief Executive Officer, as of January 15, 2023.

Stephen Forte, Chief Executive Officer

2

Delaware Division of Corporations

Division of Corporations Survey

401 Federal Street, Suite 4
Dover, DE 19901
Fax: 302-739-7219

On a scale of 1 (unacceptable) to 10 (outstanding), please rate the following questions.

1. How would you rate the **overall quality** of service provided by the Division of Corporations?
   1 2 3 4 5 6 7 8 9 10 NA

2. How would you rate the **convenience** of our services?
   1 2 3 4 5 6 7 8 9 10 NA

3. How would you rate the **promptness** of service provided?
   1 2 3 4 5 6 7 8 9 10 NA

4. How would you rate the **accessibility** of the Division of Corporations staff?
   1 2 3 4 5 6 7 8 9 10 NA

5. How would you rate the **training** you received from the Division of Corporations staff?
   1 2 3 4 5 6 7 8 9 10 NA

6. How would you rate the **written materials** received from the Division of Corporations? (Were they easy to read and helpful? i.e., guidelines, forms, DCIS Manual.)
   1 2 3 4 5 6 7 8 9 10 NA

7. Were Division of Corporations **staff attentive and helpful** relative to your comments and concerns?
   1 2 3 4 5 6 7 8 9 10 NA

8. Did Division of Corporations staff display **professionalism & courtesy**?
   1 2 3 4 5 6 7 8 9 10 NA

9. Are Division of Corporations staff **knowledgeable**?
   1 2 3 4 5 6 7 8 9 10 NA

Please let us know about experiences and incidents with the Division of Corporations (i.e., staff, equipment, connectivity, customer service) that impressed or disappointed you.

Comments: ____

____

Company name and contact information: ______________________________

If you would prefer, you may take this survey online at
https://surveymonkey.com/r/corporationssurvey