

INVESTOR OVERVIEW

Guide

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What Is Crowdfunding

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Risk & Suitability

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Disclaimer

Investment in film, television, virtual reality or new media equity is highly speculative and inherently risky. There can be no assurance of the economic success of any motion picture, television, or new media endeavor. You may sustain a total loss of the funds you have invested.



+1 310.461.1676



info@indiecrowdfunder.com



www.indiecrowdfunder.com

IndieCrowdFunder.com is a disruptive 'one stop shop' financial conduit for Hollywood to raise money from accredited and unaccredited investors.

What Is Crowdfunding?

Crowdfunding is the practice of funding a project or venture by raising many small amounts of money from a large number of people, typically via the Internet. Crowdfunding can take several different forms, but over the past few years, the most common kind of crowdfunding has been reward-based. Crowdfunding sites like Kickstarter, allow individuals to provide financial donations to projects or ideas, typically in exchange for a reward.



“This is the future of crowdfunding, with the ability to broker equity for films in a professional, seamless manner.”

Schuyler M. Moore



Equity Crowdfunding

While in reward-Based Crowdfunding, funds are collected from a community, but there is no financial return to the individuals putting up funding. In contrast, equity-based crowdfunding individuals purchase ownership and become shareholders in the company or

Four Categories of Crowdfunding:

Rewards-based

In exchange for some type of reward, individuals contribute money to a project or company.

Lending-based

Individuals loan money to individuals or businesses in need of cash. These loans are usually a few thousand dollars with competitive interest rates, providing a favorable alternative to bank loans for borrowers.

Donation-based

Individuals donate money to a person, project or company – usually someone in need or a charitable cause.

Equity-based

Individuals invest money in exchange for small pieces of ownership in the entity raising funds.





project being funded. This means you may have a right to vote on certain company decisions, you may be entitled to dividends out of the company's revenue. Note: you also run the risk that the company may fail and you lose your entire investment

Investing Overview

IndieCrowdFunder.com (ICF) offers, Title III crowdfunding private equity securities through our platform. Given that investing in the film industry is highly speculative and inherently risky, IndieCrowdFunder makes it easy to take advantage of film, television and new media private equity investment opportunities. Becoming an active investor in the offerings on our platform is simple.

1. Sign Up

Create a free IndieCrowdFunder unaccredited or accredited investor account and user Profile. You can even link your Facebook or Twitter profile to your account. If you wish to have a accredited investor account, IndieCrowdFunder will need to determine your eligibility upon your first investment. Or you may wish to complete an accredited investor certification form to determine your investor status. A fee of \$50 US Dollars will be required to certify you as an accredited investor. This fee is yearly.

2. Educate

As a member you have access to a wealth of entertainment industry educational videos, articles, and third-party material that can quickly get you up to speed on how to intelligently invest in the content you want to see.

3. Browse & Research

Each investor can access information about a film project, by using the "Browse" page. Filter by project type, genre or location. Then select the film project that interest you the most. Once you find a film project that you like, you should:

- Study the projects - Review the projects cast, crew, production dates, shooting locations as well as other important project information. While ICF and our partner vendors, verify all project and issuer information prior to the placement of the film project offering on our site, **YOU ARE STILL RESPONSIBLE FOR YOUR OWN DUE DILIGENCE.** If you do not understand or want more information on performing your own due diligence, please visit our investor university.



4. Invest

As an investor on the ICF platform, you are required to certify that you have read and are familiar with basic investment principals as well as foundational film financing practices. The ICF University will educate you on these topics.

According to the Securities and Exchange Commission (SEC), before you engage an investment professional or purchase securities, make sure you research and verify all information. There are several tools available.

Broker/Dealer and Investment Advisers

1. BrokerCheck, <http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/> - it is a free tool to help investors research the professional backgrounds of current and former FINRA-registered brokerage firms and brokers, as well as investment adviser firms and representatives. It should be the first resource investors turn to when choosing whether to do business or continue to do business with a particular firm or individual.

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Film Industry Investment Risk and Suitability

Investment in the film industry is highly speculative and inherently risky. There can be no assurance of the economic success of any motion picture since the revenues derived from the production and distribution of a motion picture depend primarily upon its acceptance by the public, which cannot be predicted.

The commercial success of a motion picture also depends upon the quality and acceptance of other competing films released into the marketplace at or near the same time, general economic factors, and other tangible and intangible factors, all of which can change and cannot be predicted with certainty.

The entertainment industry in general, and the motion picture industry in particular, are continuing to undergo significant changes, primarily due to technological developments. Although these developments have resulted in the availability of alternative and competing forms of leisure time entertainment, such technological developments have also resulted in the creation of additional revenue sources through licensing of rights to such new media, and potentially could lead to future reductions in the costs of producing and distributing motion pictures. In addition, the theatrical success of a motion picture remains a crucial factor in generating revenues in other ancillary media such as but not limited to DVD's and television. Due to the rapid growth of technology, shifting consumer tastes, and the popularity and availability of other

forms of entertainment, it is impossible to predict the overall effect these factors will have on the potential revenue from and profitability of feature-length motion pictures.

Each project listed on ICF may or may not be in the organizational stage and is subject to all the risks incident to the creation and development of a new business, including the absence of a history of operations and minimal net worth. In order to prosper, the success of each project listed on the ICF site may or may not depend partly upon the ability of management to produce a film of exceptional quality at a lower cost, which can compete in appeal with higher-budgeted films of the same genre. In order to minimize this risk, their management team may or may not participate as much as possible throughout the process and will aim to mitigate financial risks where possible. Fulfilling this goal depends on the timing of investor financing, the ability to obtain distribution contracts with satisfactory terms, and the continued participation of the current management.

Not every investment is suitable for every investor and you will consider and determine whether investing in a security offered on the ICF site is suitable for you.

Following the completion of any equity-based offerings on the ICF site, there may or may not be any ongoing relationship between the issuer, entertainment professional and ICF.



Through BrokerCheck, investors can

- Search for information about brokers and brokerage firms
- Search for information about investment adviser firms and representatives
- Obtain online background reports, if available.

Investment Adviser Public Disclosure (IAPD)

http://www.adviserinfo.sec.gov/IAPD/Content/lapdMain/iapd_SiteMap.aspx Enables you to search for an individual investment adviser representative and also to find out about an investment adviser firm and whether it is properly registered, read its registration form, called "Form ADV." Form ADV has two parts.

- Part 1 contains information about the adviser's business and whether the adviser has had problems with regulators or clients.
- Part 2 referred to as the "brochure," which advisers must provide to prospective clients initially and to existing clients annually. The brochure describes, in a narrative format, the adviser's business practices, fees, conflicts of interest, and disciplinary information.

Professional Designations Database - <http://apps.finra.org/DataDirectory/1/prodesignations.aspx> before you engage an investment professional, make sure you research—and understand—the professional designations they use.

State Securities Regulators - <http://www.nasaa.org/about-us/contact-us/contact-your-regulator/> You can obtain additional information on investment professionals from your state securities regulator.

Securities Investor Protection Corporation (SIPC) - <http://www.sipc.com/Who/Database.aspx> If you plan to do business with a brokerage firm, you should find out whether the brokerage firm and its clearing firm are members of the Securities Investor Protection Corporation (SIPC). SIPC provides limited customer protection if a brokerage firm becomes insolvent — although it does not insure against losses attributable

to a decline in the market value of your securities. If you've placed your cash or securities in the hands of a non-SIPC member, you may not be eligible for SIPC coverage if the firm goes out of business.

Securities

- **EDGAR** (Electronic Data Gathering, Analysis and Retrieval) - <http://sec.gov/edgar/searchedgar/webusers.htm> The SEC's database provides free public access to corporate information. The system allows you to research a company's activities, registration statements, prospectuses, and periodic reports, which include financial statements

Now that you're ready to invest click the "Purchase Equity" button on the project of your choice. By doing so, you are purchasing direct ownership interests in the project, according to the terms and proportionate to your investment amount.

It is important to note; the Securities Exchange Commission (SEC) limits the amounts that can be invested by a single individual under the Title III regulations; per 12 month period. Those limitations are:

Title III

1. Investors making <\$107,000 per year can invest the greater of \$2,200 or 5% of annual income
2. Investors with income or net worth equal or greater than \$107,000 per year can invest up to 10% of their income or net worth, whichever is less.

Possible Benefits

While there are substantial risks when investing, there can also be rewards as well. Possible benefits include but are not limited to:

- Visiting the movie production set
- Meeting the key cast and celebrities
- Invitations to red carpet events and premier parties.
- Executive Producer credits
- Profit participation

Transfer Funds

Now that you've placed your commitment, your funds are transferred into an escrow bank account set up specifically for the film project. ICF currently accepts investments via wire transfer or paper checks.

Restrictions on Resale of Securities

Securities purchased may not be transferred for one year after the date of purchase, except when transferred to: (1) the issuer of the securities; (2) to an accredited investor; (3) as part of an offering registered with the Commission; or (4) to a family member.

5. Track

Once you've invested, relax, there is nothing else you need to do. You will be notified when the film project of your choice successfully hits the 50% and 100% mark of its funding goal. Further, you will receive a notice 48 hours before the film project you invested in closes. You may cancel your investment and receive a refund at anytime before 48 hours prior to the scheduled funding close. No investment cancellations will be accepted within 48 hours prior to a project's funding close date. All cancelled investment funds are mailed by check and may take 7 to 14 business days.

After the project's successful funding period closes, you will receive a confirmation message detailing your completed investment, including your ownership amount and your profile will display an electronic temporary ownership certificate.

On the unlikely chance that there isn't enough interest in the film project and it does not meet the fundraising target, or the issuer cancels the equity offering, your money will be returned to you upon expiration of the funding period. All cancelled investment funds are mailed by check and may take 7 to 14 business days.

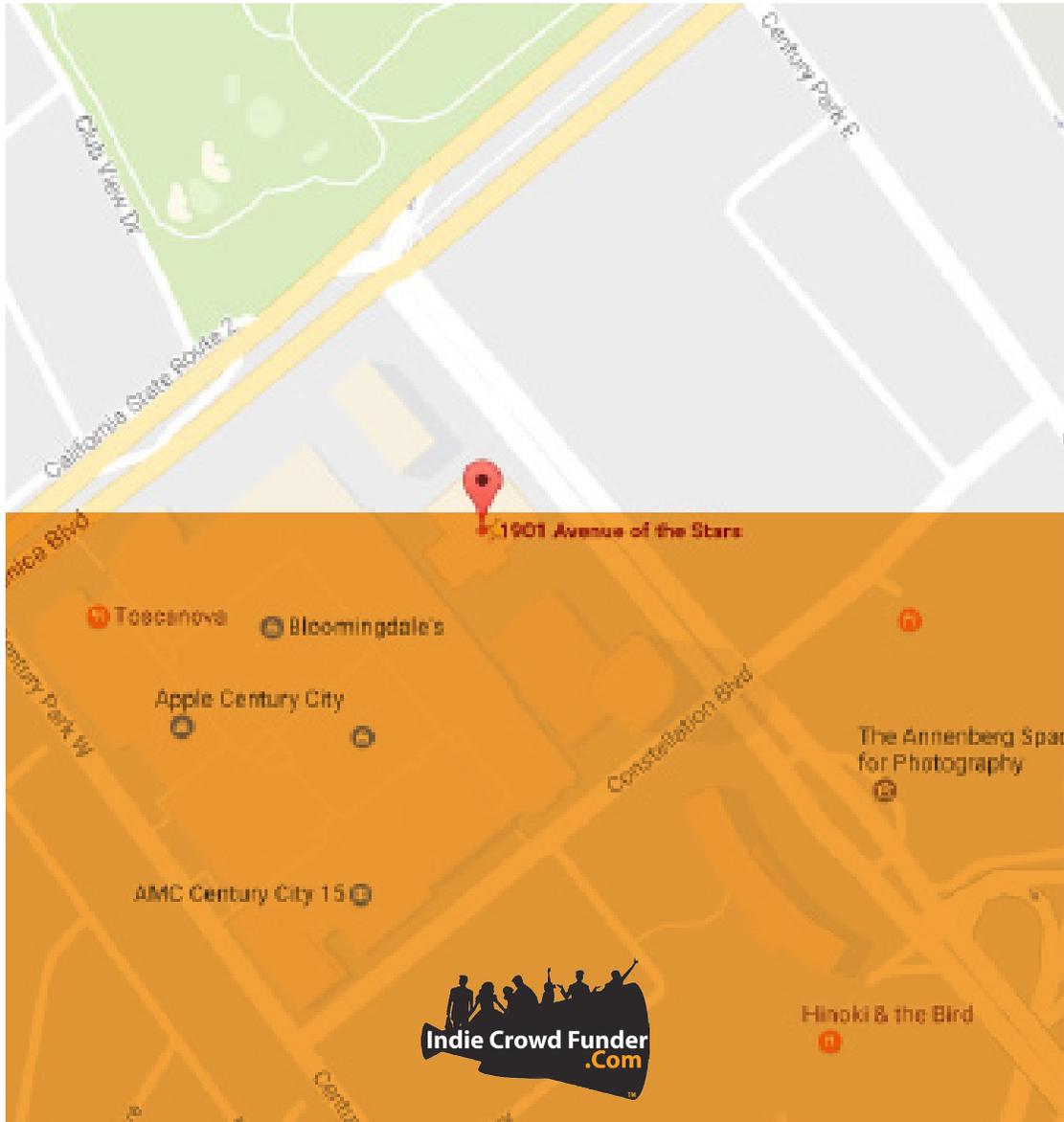
Keep Checking Back On Your Investments

Over time, the issuer may send and display updates,



to your profile, on the projects you've invested in. The issuer may allow you to have access to semi-annual and or annual reports, tax documents, financial statements and other relevant paperwork. Further, there is a possibility that the issuer's obligation to file annual reports may terminate at some point in the future. You will receive email updates when there is important news about projects you've invested in.

In most cases transfer agents or stock transfer companies will be employed by the equity issuer to handle these important updates. When this happens, ICF will display a logo and information stating the name of the transfer agent you need to contact for updated information on your ownership interest. It is important to note; there may be restrictions on the resale of securities offered and sold. Further, there may be a risk of having limited voting power as a result of dilution and or other shareholder ownership restrictions. Additionally, ICF is not responsible for maintaining communication between the equity issuer and investors, regarding updates after the funding period end. You are responsible for maintaining communication with the issuer.



Contact Us

1901 Avenue of the Stars
2nd Floor
Los Angeles, CA 90067

+1 310.461.1676

info@indiecrowdfunder.com
www.indiecrowdfunder.com