

BSLA, LLC (Big Star Land Acquisition)

Senior Convertible Promissory Note Offering – Term Sheet

Investment Overview

BSLA, LLC ("Big Star Land Acquisition" or the "Company") is a wholly owned subsidiary of Big Star Blockchain Inc. (the "Parent"), formed to identify, secure, and de-risk land assets with substantial power availability suitable for Bitcoin mining, AI/HPC, and high-density data-center development.

Investment Thesis: Value creation through site de-risking and monetization—not long-term land holding. BSLA sells power-ready land parcels to strategic buyers seeking accelerated deployment timelines.

Offering Terms

| Item | Details |
|-------------------------------------|---|
| Instrument | Senior Convertible Promissory Notes (the "Notes") |
| Total Offering | Up to \$7,500,000 |
| Minimum Investment | \$50,000 per investor |
| Investor Eligibility | Accredited Investors Only |
| Issuer | BSLA, LLC (Texas limited liability company) |
| Parent Company | Big Star Blockchain Inc. |
| Seniority | Senior indebtedness; ranks ahead of all equity interests |
| Interest Rate | 0% (return generated through profit participation and conversion) |
| Security/Structural Priority | Senior unsecured obligations of the Company, ranking ahead of all equity interests. Notes benefit from structural seniority, contractual profit participation, and priority distribution rights without encumbering land assets, preserving transactional flexibility and clean title |

Economic Structure

1. Profit Participation

- **25% of Net Profits** from qualifying land sale transactions distributed pro-rata to Noteholders
- **Quarterly Distributions** following the end of each fiscal quarter in which profits are realized
- **Net Profits Defined:** Gross proceeds less direct transaction costs only (acquisition price, power studies, engineering, escrow, legal fees directly attributable to the transaction)
 - *No deductions for G&A, overhead, corporate salaries, or unrelated operating expenses*
- Profit participation payments:
 - Are contractual cash payments
 - Do not reduce principal
 - Are independent of conversion mechanics

2. Mandatory Conversion (Sunset Events)

The Notes **automatically convert** upon the earliest of:

1. **120% Return Threshold:** Noteholder receives aggregate cash proceeds equal to 120% of original principal (from profit participation and/or other company distributions)
2. **Public Listing Event:** Big Star Blockchain Inc. lists securities on a national exchange approved by the Board
3. **Time-Based Conversion:** 36 months from issuance date

Conversion Mechanics:

- **100% of original principal of the Note** converts into common stock of Big Star Blockchain Inc.
 - **Fixed Conversion Price:** \$1.50 per share
 - **Prior profit participation payments are retained by investor** (not offset against conversion)
 - **Share Reservation:** Up to 5,000,000 shares reserved to satisfy conversion obligations
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Investor Protections

Senior Priority in Liquidation/Wind-Down

Noteholders have priority over all equity interests in any liquidation, dissolution, or wind-down scenario across all company assets.

Pending Transaction Protection

If BSLA enters into a binding purchase and sale agreement for a land asset prior to a conversion or Sunset Event, Noteholders remain entitled to receive profit participation payments attributable to that transaction—even if conversion occurs before closing.

No Dilution from Profit Participation

Profit distributions do not reduce principal or affect conversion share count—investors receive both cash distributions and full equity conversion.

Use of Proceeds

Net proceeds will be deployed for:

- Land acquisition with substantial power potential
- Power studies, engineering, and electrical feasibility analysis
- Utility coordination and infrastructure site de-risking
- Marketing and sale of de-risked land assets to strategic buyers
- Supporting parent company operations and product commercialization

Exact allocation determined by management based on transaction pipeline and market opportunities.

Investment Highlights

- ✓ **Senior downside protection** – Priority over equity in all scenarios
- ✓ **Recurring profit participation** – 25% of Net Profits distributed quarterly
- ✓ **Equity upside** – 1:1 note conversion into Big Star Blockchain Inc. at \$1.50/share
- ✓ **Clean transaction structure** – Unsecured notes preserve operational flexibility and transaction speed
- ✓ **Multiple exit paths** – 120% cash return, time-based conversion, or pre-IPO conversion
- ✓ **Minimal investor risk from overhead** – No G&A deductions from profit distributions

Contact & Next Steps

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To Subscribe: Review Private Placement Memorandum, complete Subscription Agreement and Accredited Investor Questionnaire, and remit minimum investment of \$50,000.

This term sheet is a summary only and is qualified in its entirety by the Private Placement Memorandum, Convertible Promissory Note, and Subscription Agreement. Prospective investors should review all offering documents and consult their legal, tax, and financial advisors before investing.

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR STATE SECURITIES LAWS AND MAY NOT BE TRANSFERRED EXCEPT IN COMPLIANCE WITH APPLICABLE EXEMPTIONS. INVESTORS MUST BE ACCREDITED INVESTORS AND ABLE TO BEAR A COMPLETE LOSS OF INVESTMENT.