

Roldfire Capital SPC

Acting as the operator of **Roldfire Private Investment Club SP**

www.RoldfirePrivateInvestmentClub.com

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Private Placement Memorandum (PPM)

Introduction

Roldfire Private Investment Club ("Roldfire PIC") is a closed, tokenized private investment structure operated under the strategic oversight of Roldfire Capital SPC, a segregated portfolio company registered in the Cayman Islands. Roldfire PIC is governed by professional capital allocation principles and provides qualified investors with access to diversified opportunities through NAV-linked tokenized participation.

This document applies to all token holders unless explicitly superseded by a token-specific supplement or strategy paper.

Purpose of the PPM

This PPM also incorporates a risk disclosure section and eligibility criteria for qualified investors.

This PPM outlines the structure, strategies, risk profile, governance principles, rights of token holders, and operational framework of Roldfire PIC. It is intended for prospective participants to fully understand the economic rights and responsibilities before committing capital.

Investment Strategy

Roldfire PIC is a discretionary investment club, utilizing a blend of:

Professional risk-adjusted day-trading of traditional markets, derivatives, and crypto.

Tactical allocations into Roldfire-affiliated projects.

Participation in external execution strategies via discretionary capital deployments.

Diversified NAV-backed asset exposure with active risk management.

Certain discretionary strategies may include the use of externally funded trading accounts operated by the management team in their individual capacity. This approach minimizes risk to investor capital while allowing access to substantially larger trading exposure. Profits generated through such strategies are transferred to the Roldfire PIC treasury and reflected in

NAV. This technique maximizes capital efficiency by risking only a small portion of internal resources while capturing amplified returns for the benefit of all token holders.

Token-Specific Strategy Clarification

Unless otherwise specified in this PPM or IMA, all references to the investment strategy of Roldfire PIC are to be understood as general principles applicable to the Club's discretionary operations. However, in the event that an investor subscribes to a specific token issued by Roldfire PIC, such as \$MULTIROLD, \$ROLDOM, or any other, the investment strategy, risk parameters, capital protection mechanisms, and profit distribution structure applicable to that investment shall be governed solely by the framework explicitly associated with that token. In case of any conflict between the general provisions of this document and the token-specific strategy, the latter shall prevail.

External Tactical Execution Attribution

Roldfire PIC may facilitate access to trading strategies operated by the Manager through capped-risk trading accounts provided by the Manager. In such cases, any profits generated are allocated to individual investors of the PIC proportionally to the size of their investment in relation to the total risk capital (segment) of the trading account provided by the Manager. "Net Allocable P&L" means gross trading results, less trading-level costs and reserves (including, without limitation, amounts payable under external execution arrangements and allocations to the Drawdown Reserve), and before any investor-level fees.

Drawdown Reserve; Target Trading Risk Capital; Profit Allocation

In connection with externally funded day-trading accounts, the Manager maintains a dedicated drawdown reserve (the "Drawdown Reserve") intended to absorb trading losses and drawdowns and to support continuity of the day-trading program. As a standing policy, 20% of gross day-trading profits generated within the relevant trading account(s) is retained and credited to the Drawdown Reserve prior to determining distributions (the "Distributable Trading Profit"). This policy shall apply notwithstanding any inconsistent provisions in any strategy description or related materials and is designed to support the continued operation of the day-trading program while ensuring that investor capital is not exposed to day-trading drawdown risk.

For the avoidance of doubt, the Drawdown Reserve allocation is not a management fee or a performance fee; it is a risk reserve maintained to support the day-trading program structured as extremely favorable to investors in this innovative way, without direct risk of their capital, and to help ensure that investor capital is not exposed to day-trading drawdown risk. Amounts held in the Drawdown Reserve may be deployed solely to offset trading losses/drawdowns and other trading-account obligations connected to the day-trading program.

Day-trading profit distributions to investors are calculated pro rata based on each investor's invested amount relative to the trading account's target risk capital (the "Target Trading Risk Capital"), which the Manager currently targets at USD 100,000 (subject to change in the Manager's discretion). The Manager contributes its own capital as needed to maintain the Target Trading Risk Capital and thereby provides meaningful skin in the game, irrespective of the investor participation level.

Any initial costs incurred by Roldfire PIC in connection with enabling access to trading capacity, including those required to operationalize the trading accounts provided by the Manager, are considered part of general operating expenses.

This structure enables access to substantial trading capital while risking only minimal internal funds. As a result, investor capital and the NAV of Roldfire PIC remain shielded from direct trading risk. This capital-efficient model significantly benefits investors by maximizing profit potential without exposing their principal to trading environments.

All profit shares attributable to investors under this model are included in the NAV calculation of the PIC and distributed accordingly. In addition, each investor will have the right to view all trades executed under such strategies, ensuring full transparency and reporting integrity.

Manager Alignment; \$ROLPIC Purchases and Lock-Up.

From the portion of day-trading profits economically attributable to the Manager's participation (the day-trading profit produced with its portion of total day-trading capital), the Manager will allocate at least 20% of its net profit share to public, on-market purchases of \$ROLPIC (the ecosystem utility token) and will lock such tokens in a publicly verifiable manner (e.g., via on-chain locking mechanisms), as evidenced by the relevant on-chain transactions, to support the growth of the \$ROLPIC market cap, on the benefit of all \$ROLPIC holders.

Token Structure

Each officially issued Roldfire PIC token that includes redemption rights represents a proportional, redeemable share in the Net Asset Value (NAV) allocated to the specific underlying strategy associated with that token.

Initial participation price and token value: \$1.00 per token.

Minimum investment: \$1,000 for \$MULTIROLD, or \$300 for \$ROLDOM.

Tokens are freely transferable. All token-based rights transfer automatically to any holder without the need for additional onboarding.

Redemption rights remain valid regardless of whether the holder is the original subscriber (deemed acceptance by possession)

Investment Cycles & Circulating Supply Management

Investments are structured into discrete cycles, each corresponding to a specific token series.

Once an investment cycle is closed, no new tokens from that series will typically be issued.

However, Roldfire PIC reserves the right to optimize capital structure and maintain treasury integrity by selectively reissuing previously unallocated, redeemer, or treasury-held tokens, if required to reflect changes in the circulating supply due to redemptions or other structural adjustments.

Such measures, if applied, will not impact the Net Asset Value (NAV) per token, as NAV calculations are based exclusively on tokens in active external circulation. Treasury-held or unallocated tokens do not participate in profit sharing and have no bearing on NAV computations.

Where appropriate, unallocated tokens may be permanently burned to ensure alignment with the capital deployment strategy and to preserve value for active participants.

Lock-Up and Redemption

Lock-up period: Until July 01, 2026.

Investments placed after March 31, 2026, may have a 90 days lock-up period.

Redemption requests are accepted anytime thereafter, subject to minimum 7-day advance notice, allowing for orderly portfolio adjustments.

Redemption is calculated based on NAV per circulating token, not total supply.

Redemption is processed on request, in USDC (unless otherwise mutually agreed).

Profit Distribution

Monthly distributions may occur from January 01, 2026 onward.

Investments placed after December 31, 2025, may have a 60-90 days delay before eligible for monthly profit distributions.

Distributions are not dividends, but represent performance-based profit sharing.

Profit is distributed in USDC by default to the wallet address holding the tokens at the time of distribution.

If tokens are transferred to another wallet, sold, or gifted, future distributions will be made to the wallet currently holding the tokens.

The original investor (or the token holder) may request, via written email notice, an alternative payout method, such as payment in another cryptocurrency, or in fiat (EUR, USD, or GBP) to a designated account.

In cases where the current token holder is not the original subscriber (e.g., tokens were transferred, sold, or gifted), the new holder must contact Roldfire PIC via email if they wish to receive distributions in any form other than the default USDC to-wallet delivery. This also applies if the original investor had arranged an alternative payout method, and the tokens are later transferred to a third party.

Performance Fee Calculation

The performance fee is charged exclusively at the time of actual distributions or redemptions made to the investor.

For purposes of day-trading distributions, “net trading profit” refers to the Distributable Trading Profit (i.e., after trading-level costs and the Drawdown Reserve allocation).

For periodic profit distributions generated from day-trading activities, the performance fee applies to the net trading profit being distributed in that specific period. The fee is calculated and deducted as a percentage of the distributed profit amount to investors, at the moment of distribution to investors.

For redemption or capital withdrawal requests based on Net Asset Value (NAV) per token, the performance fee is calculated by comparing the NAV per token at the time of redemption with the original subscription token price applicable to the investor’s token series, or by comparing the NAV per token at the time of investment with the NAV per token at the time of redemption.. The fee is charged only on the portion of NAV per token growth exceeding the original subscription price (NAV per token) or the investment time price (NAV per token).

If no NAV per token growth has occurred relative to the original subscription price or the investment price, no performance fee is applied upon redemption. Unrealized NAV per token growth that is not redeemed remains free of performance fees until redemption or distribution occurs.

Each token series maintains its own subscription price reference point for the purposes of performance fee calculation.

The specific performance fee percentage is defined in the applicable subscription agreement or series-specific documentation.

Trading-level reserves (including the Drawdown Reserve) are operational risk reserves and do not constitute investor-level fees.

Share/Token Valuation & Redemption Pricing

The Net Asset Value (NAV) and corresponding price per share or token representing an investor's interest in Roldfire Private Investment Club is determined using established industry valuation practices and is based on the current fair value assessment of the fund's underlying investments and assets as of each valuation date. This fair value determination reflects the investment committee's professional analysis conducted in accordance with applicable valuation standards.

It is important to note that the current NAV per share/token represents a point-in-time valuation and does not constitute a guarantee or representation of future value or redemption price. Investors should understand that redemption pricing, particularly for early or non-scheduled redemptions, may differ materially from the displayed NAV per share/token. Several factors may influence redemption pricing, including, but not limited to:

Liquidity circumstances of underlying investments at the time of redemption
Development stage and lock-up periods of portfolio companies and alternative assets
Market conditions affecting valuation and asset liquidation timelines
Strategic positioning considerations for remaining fund investments
Transaction costs and potential market slippage during orderly liquidation of positions

The redemption price applied at the time of withdrawal may therefore be lower than the current NAV displayed on the platform. This reflects normal fund management practices and the inherent characteristics of alternative investments, which typically require longer investment periods for optimal value realization.

Capital Protection Through Put Options: Where Roldfire Private Investment Club has implemented protective put option strategies for specific investment allocations, investors in those strategies are provided with contractually guaranteed redemption protection. Such guarantees establish a floor redemption price at the specified percentage of the original investment protected by those options, regardless of underlying asset performance. This structural protection ensures that covered allocations maintain minimum redemption value, though the total fund valuation may fluctuate based on unhedged positions.

Risk Disclosure

Participation in Roldfire PIC involves financial risk. The value of investments may fluctuate, and there is no guarantee of returns. Investors may lose part or all of their invested capital. Asset values may be affected by market volatility, counterparty risk, liquidity constraints, operational risks, and other unforeseen variables. Participation should only be considered by individuals who understand these risks and are capable of bearing the potential loss.

Trade Name Disclosure

For purposes of branding, communication, and contractual documentation, the term "Roldfire Capital SPC" is used throughout this Private Placement Memorandum and associated investment agreements as a trade name. In general branding and communication materials (including websites, emails, and presentations), the terms "Roldfire", "Roldfire SPC", "Roldfire Capital", "Roldfire Capital SPC", "Roldfire PIC", "Roldfire PIC SP", "Roldfire Private Investment Club", and Roldfire Private Investment Club SP", may also be used for

simplicity and brand consistency. The legal entity operating the Roldfire PIC Segregated Portfolio is the Cayman Islands registered Segregated Portfolio Company (SPC), HWI SPC (shortened official name). The use of these trade names does not affect the legal validity or enforceability of any agreements, rights, or obligations. Investors acknowledge and agree to this designation as part of their subscription.

Qualified Investor Criteria

Access to Roldfire PIC is strictly limited to qualified investors. To participate, an individual must meet at least one of the following criteria:

Annual income exceeds \$200,000;

Net worth exceeds \$1,000,000;

Possession of significant investment experience.

Additional Support

While redemption is fulfilled by Roldfire PIC from its treasury, Roldfire Capital SPC, as the operator and manager, provides capital support and operational alignment to ensure redemption obligations are met, reinforcing investor confidence.

Investor funds may be initially received either by the Manager, Roldfire Capital SPC or by its parent company, the UK Ltd entity, acting on behalf of Roldfire PIC SP. All such funds will subsequently be allocated in accordance with the investment terms and applied to the segregated portfolio (Roldfire PIC SP) as appropriate.

In force from December 01, 2025

