

## **Roldfire Capital SPC**

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

[www.RoldfirePrivateInvestmentClub.com](http://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This document applies to all token holders unless explicitly superseded by a token-specific supplement or strategy paper.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.

### **Multi-Series NAV Allocation Authority**

The Manager (Roldfire Capital SPC, acting as operator of Roldfire PIC SP) retains full discretionary authority to structure and allocate invested capital across multiple token series within the investment strategy selected by the investor.

Each token series may, at the Manager's discretion, either:

participate in a shared Net Asset Value (NAV) pool with other token series within the same strategy; or

be assigned to a separate, independently calculated NAV pool within the same segregated portfolio.

If a new NAV is implemented within an existing strategy, it shall be labeled and named accordingly, reflected in the Subscription Agreement with the investor, and thereafter tracked in the same manner as any previously existing NAV.

The determination of whether a token series participates in a shared or separate NAV structure shall be made at the time of issuance of such series, based on strategic, operational, or commercial considerations as determined solely by the Manager. Such designation shall not affect the rights, obligations, or fee structures applicable to any prior or subsequent token series, nor shall it require modification of existing agreements related to previously issued series.

Investors acknowledge and accept that their participation, valuation, and redemption rights will be calculated in accordance with the NAV structure applicable to their specific token series as designated at issuance.

The Manager may further issue series-specific supplements or strategy papers, which shall define the applicable subscription price, performance fee reference points, and NAV methodology for each token series.

### **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 \$ROLPIC1 or \$ROLPICDOM — 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 sponsor 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. For example, if such an account permits a maximum risk of \$10,000, and investors collectively contribute \$8,000 while the Manager provides the remaining \$2,000, then 80% of the net profit from that account will be allocated proportionally among the investors based on their share of the \$8,000 invested capital.

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.

## **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 \$ROLPIC1, or \$300 for \$ROLPICDOM.

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 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 September 15, 2025.

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 September 01, 2025 onward.

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 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. The fee is charged only on the portion of NAV per token growth exceeding the original subscription price.

If no NAV per token growth has occurred relative to the original subscription 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.

## **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 Offering Memorandum and associated investment agreements as a trade name. In general branding and communication materials (including websites, emails, and presentations), the terms "Roldfire" and "Roldfire Capital" 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 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.

