Tab 1

PRIVATE PLACEMENT MEMORANDUM
LUNARBITS , INC.
June 20th,2026

Reg D – Rule 506(c) Offering
LunarBits Equity Fund Tokens
(Representing Class of Preferred Shares/Tokens)

Date: April 15th, 2026

Issuer: LunarBits,Inc. (the “Company” or “Fund”)

Principal Office: 8383 Wilshire Blvd, 8th Floor, Beverly Hills, CA 90211
Mailing Address: 8549 Wilshire Blvd #5041, Beverly Hills, CA 90211

Email: director@lunarbits222.com
Website: www.lunarbits222.com

Investor Portal: https://lunarbits222.com/growth-fund/

THIS PRIVATE PLACEMENT MEMORANDUM (PPM) IS BEING FURNISHED TO ACCREDITED INVESTORS ONLY ON A CONFIDENTIAL BASIS SOLELY FOR THE PURPOSE OF CONSIDERING THE PURCHASE OF LUNARBITS EQUITY FUND TOKENS. THIS PPM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OTHER THAN TO PERSONS WHOM THE ISSUER REASONABLY BELIEVES ARE ACCREDITED INVESTORS UNDER RULE 501 OF REGULATION D. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS, AND ARE BEING OFFERED IN RELIANCE UPON RULE 506(c) OF REGULATION D.
NO SECURITIES REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.
INVESTING IN THESE SECURITIES INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS" BELOW.

SUMMARY OF THE OFFERING

Issuer: LunarBits, Inc. (the "Company" or "Fund"), a physical shareless entity that issues LunarBits Equity Fund Tokens representing a class of Preferred Shares.

Securities Offered: Up to 10,00,000 LunarBits Equity Fund Tokens (the "Tokens"), each representing one (1) Share in the Company at a purchase price of $1.00 per Token.

Total Authorized Lunarbits Equity Tokens: 222.222 Million representing 222.222 million preferred shares

Initial Raise: $10,000,000 USD (10,000,000 Tokens). No minimum amount is required to close the offering and is at the discretion of the company .

Offering Type: Private placement pursuant to Rule 506(c) of Regulation D under the Securities Act of 1933. Offered only to accredited investors, with the issuer taking reasonable steps to verify accredited investor status. Certain Sophisticated investors may be allowed to swap Lunarbits Bitcoin Runes (and Lunarbits Solana) 1:1 for Lunarbits Equity Tokens.

Closing Date: September 15th, 2026 at 5:00 p.m. PST, unless extended by the Company in its sole discretion.

Use of Proceeds: To fund the Company's operations, investments in Real World Assets (RWA), partnerships in space, entertainment, music, art, blockchain, and related ventures, working capital, marketing, and general corporate purposes.

The Lunarbits Equity Tokens are subject to transfer restrictions under securities laws. They are not voting shares, nor do they convey any ownership in IP (intellectual property) or physical and intangible assets, but carry economic rights as described. The Company retains full management and control. **The Lunarbits Equity Tokens shall not be transferred or traded on any public exchange or listed for trading on any DeFi (decentralized finance) exchange ever without the written consent of the company.**

Initial Beneficial Owners (pre-offering):

SI Blue Foundation 10,000,000 Lunarbits Equity Tokens

Lunarbits Foundation (Reserves): 193,222,222 Lunarbits Equity Tokens. Tokens are reserved for issuing new rounds of funding, strategic partnerships, swaps or grants to prior Lunarbits Ecosystem participants (LBITS Solana, Lunarbits Bitcoin Runes Qualified Stakeholders) and allocations for advisors.

Lunar Records Fund 1, LLC: 2,000,000 Lunarbits Equity Tokens.

HWAL, Inc Lunarbits Equity Fund Tokens. 300,000 Lunarbits Equity Fund

Momentum Media Fund 4.0 million Lunarbits Equity Fund Tokens.

Onami Media LLC 10.0 Million Lunarbits Equity Fund Tokens

2911 Consultants, LLC 10.660 Million Lunarbits Equity Tokens

Advent Entertainment, LLC 1.0 Million Lunarbits Equity Tokens.

Officers and Key Personnel:
Brandon Kenji Claudio – President and Fund Manager

Roxy Green – Secretary and Fund Manager

Lee Baker – President of AI and Motion Picture Content Production

Edward Kim – Hedge Fund Investment Manager Asian Entertainment Markets

Sir Chad Warren – Media/Publishing Content Industry Advisor

Dallas Santana – Strategic Advisor, Space and Entertainment Ventures
s, Tokenomics and Blockchain/Advisor

Token Features: The Lunarbits Equity Fund Tokens are authorized under same rules as Preferred Shares, and are authorized as RWA (real world asset)-backed (the RWA represents revenue sharing, not IP i.e., Intellectual property rights, nor fixed assets) security tokens that provide quarterly profit-sharing distributions for five (5) years after the closing of the fund. They are designed long-term growth and profit sharing.

Token Protocol: The Lunarbits Equity Token is inscribed on the bitcoin network as Bitcoin Runes. The company may seek at a later date to swap with token holders, their tokens on this Bitcoin Runes protocol, for Tokens of the same tokenomics par value, but on a different protocol that may be ideal for public listings, institutional investors , or have optimal programmable features.

Recommended Non Custodial Wallet. UniSat.io (often called UniSat Wallet) is a popular non-custodial, open-source Bitcoin wallet designed specifically for Bitcoin's native ecosystems. It serves as the go-to tool for managing BTC, Ordinals (Bitcoin NFTs/inscriptions), BRC-20 tokens, Runes, and Alkanes (newer Bitcoin metaprotocols) in one unified interface.

Key Features

Non-custodial and open-source — Your private keys, seed phrases, and passwords stay on your device; UniSat never stores or controls them. The code is public on GitHub, allowing community review and contributions. The Company cannot guarantee the performance or suitability or security of the non custodial wallet. BE SURE TO SECURE YOUR PASSPHRASE(S) IN A SAFE PRIVATE PLACE, LOOSING IT MAY RESULT IN TOTAL LOSS OF YOUR TOKENS. There is no insurance offered on the loss of the Tokens

DESCRIPTION OF BUSINESS

The Company operates the LunarBits Equity Fund, an RWA-backed security token project within the LunarBits ecosystem. LunarBits is a “Made in USA” cryptocurrency project of space, art, music, and Bitcoin enthusiasts. Its genesis traces to February 22, 2024, when QR code-embedded digital artifacts were launched via SpaceX Falcon 9 (Lunaprise Payload on IM-1 Mission) and landed in a time capsule on the Moon’s south pole.

(Full business description remains as previously provided, referencing www.lunarbits222.com, partnerships at https://lunarbits222.com/partnership/, etc.)

Lunarbits dies not own or manage the nor have any partnerships or affiliations with space companies and organizations SpaceX, NASA, Space Blue, Lunaprise.

PROFIT PROJECTS

Projects Contributing to Profit Sharing:

The following projects are currently being managed by the Fund as of February 1, 2026 (subject to change, addition, or removal at the discretion of management. Upon the closing of Round 1 of the LunarBits Equity Fund, calculations and profit-sharing distributions to Token holders shall commence according to the rules below. Distributions are generally calculated as 10 to 25% of net revenues from the listed revenue streams (after direct costs, platform fees, and applicable taxes), unless otherwise noted. Profit-sharing is paid quarterly for a period of five (5) years from the initial closing, subject to the terms of the Subscription Agreement and Token Purchase Agreement.

Multiverse: All art sales, NFTs, digital skins, event ticketing, and merchandise. 20% of net sales

Excluded: Art held solely for exhibition purposes (no revenue share on exhibition-only art).

Feature Films to be announced – 10% of net revenues.

KPOP Partnerships: Concerts, multiverse ticketing, and merchandise – 10% of net sales.

Soundtracks & Music Related Revenue: Retail sales, NFTs, and licensing for “The 9th Raider” and “Stan Lee’s Legion of 5” – 10% of net revenues.

Merchandise: Books, clothing, jackets, and related merchandise – 10% of net revenues.

Art Sales: 10% of net art sales (excluding exhibition-only art, which is not included in revenue sharing).

Space Flight Ticketing: 25% of net ticketing revenues.

Excluded from Profit Sharing:
Space Blue event ticketing and event sponsorship revenues are explicitly excluded from the profit-sharing pool.

Important Notes on Profit Sharing:
“Net revenues” means gross revenues minus direct third-party costs, transaction fees, and taxes directly attributable to the revenue stream.

Distributions are subject to the Company maintaining sufficient working capital and reserves as determined by management and the Board.

Profit sharing is pro rata distributed with all other token holders issued tokens, including tokens issued in future rounds and offerings if any

All profit-sharing projects, and percentages are governed by the terms of the company , but may be modified by the Company.

Investors should review the full Subscription Agreement and Token Purchase Agreement for complete distribution mechanics, tax implications, and risk disclosures.

REPORTING OF PROFIT SHARING

Profit sharing reporting and distributions shall commence within ninety (90) days following the completion of the "Closing" of the fundraising round of $10 million USD. Distributions shall be payable quarterly using compilation reports and a final audited report on the final reporting period. All reporting will be prepared in accordance with Generally Accepted Accounting Principles (GAAP) in the United States.

The Company may elect to pursue and modify alternative income-producing projects other than the ones listed in this PPM, subject to management discretion.

USE OF PROCEEDS

The Company intends to use the net proceeds from the $10 million raise primarily for:
Acquisition and management of RWA portfolio
Development and expansion of partnerships in space, entertainment, music, art, and Web3

Operational expenses, marketing, technology infrastructure, and legal/compliance

Working capital and general corporate purposes
Exact allocation will be at the discretion of management and may change based on business needs.

CAPITALIZATION

Pre-Offering (approximate):
Common Shares: 100,000,000 authorized.

Preferred Shares: 1 billion authorized 222.222 million Lunarbits Equity Fund Tokens Minted. The company reserves the right to redeem, swap for common, swap for another token classification on or before the 5 year anniversary , the preferred class of shares including those issued as security tokens. At the end of 5 years, but not before, following the initial reporting of dividends, the company may expire and cancel such preferred shares and burn such related tokens.

Post-Offering (assuming full $10M raise):

Tokens issued in this offering: up to 10,000,000 (representing 10,000,000 Preferred Shares)

Total Preferred Shares outstanding: up to 222,222,222

The Tokens rank as Preferred Shares with profit-sharing rights as described.

RISK FACTORS

Investing in the Tokens involves substantial risk. Key risks include (but are not limited to):

No liquidity; Tokens are restricted securities. The public listing or secondary market listing of the token may not be achieved.

Volatility of RWA, crypto, and entertainment markets.
Regulatory risk, including under Rule 506(c).

Profit-sharing is not guaranteed and depends on actual revenues generated and projects and us subject to dilution as increase of tokens occurs.

Execution risk tied to management and partnerships.

MANAGEMENT
Brandon Kenji Claudio – President and Fund Manager

Roxy Green – Secretary and Fund Manager

Lee Baker – President of AI and Content Production

Edward Kim – Executive Vice President, Asian Entertainment Markets

Chad Warren – Digital Asset/Art Manager and Banking Industry Advisor

Dallas Santana – Strategic Advisor, Space and Entertainment Ventures

Directors and officers will be compensated in accordance with standard agreements (details available upon requestNASA **6m006p696u0y6l5IPTION PROCEDURES5**
Complete the Investor Qualification Questionnaire at https://lunarbits222.com/lunarbits-investor-questionairre/.5.0 4
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Gain access to the security Investor Portal at https://lunarbits222.com/growth-fund/.
Complete KYC/AML verification and accredited investor status verification as required under Rule 506(c).

Review and execute the Subscription Agreement, Token Purchase/Swap Agreement, and related documents.

Wire funds or complete payment as instructed.

Subscriptions are subject to acceptance by the Company. The Company will take reasonable steps to verify that all purchasers are accredited investors.

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Tab 2