

MHR Acquisitions, Inc., as Issuer's agent for BlueSky Asset Management, Inc.,  
with project development by Stedman Group, Inc. - German Branch Office  
Project: Stedman Properties Investments - S.E.C. one pager  
JOBS ACT - Form Reg. D - Rule 506(c) - convertible matching stocks/bond  
MATCHING STOCKS/BOND OFFERING ANNOUNCEMENT  
INSURED WITH A GOLD SAFEKEEPING RECEIPT, SKR.

**THIS CONVERTIBLE MATCHING STOCKS/BOND GOLD-INSURED ANNOUNCEMENT IS MADE PURSUANT TO JOBS Act STATUTES, RULES AND REGULATIONS, RULE 506(c). THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (S.E.C.) DOES NOT PASS UPON THE MERITS OF OR GIVE APPROVAL TO ANY ANNOUNCEMENT OR THE TERMS OF THE ANNOUNCEMENT, OR PASS UPON THE ACCURACY OR COMPLETENESS OF THIS ANNOUNCEMENT, OR ANY OTHER PROMOTIONAL LITERATURE. THIS ANNOUNCEMENT IS PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE S.E.C. THE S.E.C. HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE ANNOUNCEMENT HEREUNDER IS EXEMPT FROM REGISTRATION. THE S.E.C. DOES NOT ENDORSE ANNOUNCEMENTS. NOTHING IN THIS ANNOUNCEMENT MAY BE TAKEN AS IN ANY WAY, SHAPE, OR FORM, AS AN S.E.C. ENDORSEMENT OF THIS ANNOUNCEMENT.**



Amount to be financed: \$75,000,000.00  
Min./max: \$10,000,000.00/\$75,000,000.00

Date of this offering announcement: August 18, 2025

We are offering convertible Notes for the period August 18, 2025 to August 18, 2035.

There will be a full grace period from August 18, 2025 to August 18, 2027.

We are offering the Notes with a progressive interest rate as follows:

One or more Notes up to \$30 million: 3.131% interest

One or more Notes from \$30 million one cent to \$50 million: 4% interest

One or more Notes from \$50 million one cent to \$75 million: 5% interest

Per transaction.

Further details are inside this announcement.

We are offering convertible matching stocks of common/voting/diluted shares with immediate vesting with a progressive equity share as follows:

Matching shares purchase up to \$30 million: 3.131% equity

Matching shares purchaser from \$30 million one cent to \$50 million: 4% equity

Matching shares purchase from \$50 million one cent to \$75 million: 5% equity

Per transaction.

Further details are inside this announcement

**INVESTING CARRIES RISK.**

**U.S. INVESTORS MUST BE ACCREDITED.**

**U.S. INVESTORS WITH INSTITUTIONAL  
INVESTMENT ACCOUNTS,  
INCLUDING STOCKS PURCHASE  
ACCOUNTS, BOND PURCHASE  
ACCOUNTS, PENSION PLANS AND  
RETIREMENT PLANS, LIKE 401K,  
ARE ALREADY ACCREDITED.**

**CASH ON HAND ACCREDITATION IS NOT ACCEPTED.**

**WE DO NOT GIVE INVESTMENT ADVICE.**

**INVEST RESPONSIBLY.**

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I.

## ABOUT THIS CONVERTIBLE MATCHING STOCKS/BOND OFFERING ANNOUNCEMENT

This convertible matching stocks/bond offering announcement contains general information about our convertible matching stocks/ bond campaign.

We provide business and other financial information that is current as of the filing of the electronic Form Reg. D to this convertible matching stocks/bond offering announcement, which was uploaded onto EDGAR on August 18, 2025.

It is important for you to read and consider all information contained in this convertible matching stocks/bond offering announcement in making your investment decision.

Unless otherwise stated or the context otherwise requires, references in this matching stocks/ bond campaign to “MHR,” the “Company,” “we,” “us” and “our” and all similar references are to MHR Acquisitions, Inc.

INVESTING CARRIES RISK

MHR Acquisitions, Inc. has a material contract with the BlueSky Asset Management, Inc., for this convertible matching stocks/ bond campaign to acquire the assets as described in the below sections of this announcement, for the benefit of BlueSky Asset Management, Inc., and subsequently for the shareholders and bond purchasers of this offering.

BlueSky Asset Management, Inc. has a material contract for the development of the projects in this offering with Stedman Group, Inc.

MHR Acquisitions, Inc. has a material contract for the writing and filer support components of this convertible matching stocks/ bond campaign, including the uploads onto EDGAR, with OTC 251, Inc., a JOBS Act filer support company.

MHR Acquisitions, Inc. has a material contract for the promotions, stock certificates issuance, stock certificates ledger maintenance, bond coupon issuance and bond coupon ledger maintenance with STR Capital, Inc., a JOBS Act finder and promotions company.

## II.

## INTRODUCTION

The name of this offering campaign is 'Stedman Properties Investments.'

This offering is made, pursuant to the laws, rules and regulations governing Title II of the JOBS Act, Rule 506(c) of the United States Securities and Exchange Commission (S.E.C.).

MHR Acquisitions, Inc., is an American company with a focus of, among other things, providing JOBS Act issuer agent services.

MHR Acquisitions, Inc., is a New York corporation that is enrolled with the United States Securities and Exchange Commission (S.E.C.) The EDGAR CIK number is: 0001644516.

BlueSky Asset Management, Inc. is an active company that is registered in the British Virgin Islands pursuant to the BVI Business Companies Act, as a BVI Business Company, and bearing registration number 2127191.

The management and business teams of BlueSky Asset Management, Inc. are located in the countries of Cyprus, Germany and Monaco.

BlueSky Asset Management, Inc., has a material contract with Stedman Group, Inc., German Branch Office, for the development of the projects in this offering.

The BlueSky and Stedman teams specialize in acquiring prime land plots and distressed buildings and transforming them into high-yield investment opportunities through the development of premium real estate projects, including logistic parks, luxury resort developments and high end condominium buildings.

The experienced teams at BlueSky and Stedman have an expertise in identifying high-potential properties, optimizing their value, and delivering strong returns for investors through innovative, market-driven developments. Each project is tailored to meet diverse market demands, ensuring sustainable growth and long-term value for shareholders.

This convertible matching stocks/bond offering announcement is in the amount of \$75 million (\$75,000,000.00) U.S. dollars.

### III .

#### PROJECT DESCRIPTION & USE OF PROCEEDS

This convertible matching stocks/ bond campaign concerns the acquisition and development of three projects, described as:

1. Google Cloud Berlin. The project consists of the acquisition of the land and then the creation of a modern logistics and industrial park directly adjacent to the future Google Data Center, known as 'Google Cloud Region Berlin-Brandenburg,' in Germany. This component of this offering requires \$25M;

2 . Riviera Sweetwater North Cyprus. This project is located in North Cyprus, a self-declared Republic that is in the Mediterranean Sea and administered by the Turkish Republic of North Cyprus. This project is for the development of a premium villa on one of the fastest and most exclusive coastal regions of North Cyprus. The project features 13 fully

titled plots with planned contemporary Mediterranean architecture at this strategic location for strong capital growth. This project is designed for high returns through sales in the booming real estate market in the area. This component of this offering requires \$15M, and;

3. Golden Sands Bulgaria. This project consists of a 24,000 square meter partially completed apartment building complex in Varna, Bulgaria, in the Gold Sand area. The property can be purchased at a distressed price, finalized and then the apartments sold as condominiums. This component of this offering requires \$35M.

Each project will have different schedules for tasks to be completed. For this reason, the BlueSky and Stedman teams will be authorized to use the proceeds in a discretionary manner, consistent with the immediacy of each project need.

Investors will, however, be provided with the option of dedicating purchase funds to one or more projects, or of maintaining purchase funds as being applicable to all projects.

IV.  
ONE PAGER

MHR Acquisitions, Inc. - Project: Stedman Properties Investments - S.E.C. one pager  
 JOBS ACT - Form Reg. D - Rule 506(c) - convertible matching stocks/bond - MATCHING STOCKS/BOND OFFERING  
 ANNOUNCEMENT  
 INSURED WITH A GOLD SAFEKEEPING RECEIPT, SKR. August 18, 2025



This is a JOBS Act convertible matching stocks/bond gold-insured Reg. D announcement by MHR Acquisitions, Inc. a JOBS Act American company, as Issuer's agent for BlueSky Asset Management, Inc., in the amount of \$75 million dollars (\$75,000,000.00), by its project developer, Stedman Group, Inc., pursuant to Rule 506(c) of the rules and regulations of the United States Securities and Exchange Commission. The stocks and the bond will be converted from MHR to Blue Sky upon completion of the purchase transactions. The stocks will be diluted according to the dilution formula of Blue Sky. The stocks and bonds qualify as investment property, pursuant to Article 9 (46) of the Uniform Commercial Code in the United States. The bond component is insured with a Safekeeping Receipt, SKR, of gold in the amount of the bond. The gold collateral is drawn down as the use of proceeds are expended for project items. Once those items are purchased, the bond buyer is provided with a lien on those items, and the collateral assignment is, therefore, released back to the owner in stages. The name of the bond buyer will appear on the SKR as a contingent owner of the gold. The min./max on the stocks and bonds is \$10M/\$75M. The bond payment interest schedule progressive, depending on the amount and number of coupons purchased, per transaction. The stocks equity is also progressive, depending on the amount and number of shares purchased, per transaction. Rule 144, and 144A, one year, and thereafter applies to any resales of the stocks or the bonds at face value, discount, or premium. Blue Sky retains the discretion to utilize the proceeds according to the acquisition and construction schedules of the three projects included in this announcement. The investor, however, will be provided with the right to designate both the shares distribution and the bond coupon amounts over the three projects. The first project campaign, named for discussion purposes 'Google Cloud Berlin,' consists of the acquisition of the land and then the creation of a modern logistics and industrial park directly adjacent to the future Google Data Center, known as 'Google Cloud Region Berlin-Brandenburg,' in Germany. This component of this offering requires \$25M. The second project campaign, named for discussion purposes 'Riviera Sweetwater North Cyprus,' is located in North Cyprus, a self-declared Republic that is in the Mediterranean Sea and administered by the Turkish Republic of North Cyprus. This project is for the development of a premium villa on one of the fastest and most exclusive coastal regions of North Cyprus. The project features 13 fully titled plots with planned contemporary Mediterranean architecture at this strategic location for strong capital growth. This project is designed for high returns through sales in the booming real estate market in the area. This component of this offering requires \$15M. The third project campaign, named for discussion purposes 'Golden Sands Bulgaria,' consists of a 24,000 square meter partially completed apartment building complex in Varna, Bulgaria, in the Gold Sand area. The property can be purchased at a distressed price, finalized and then the apartments sold as condominiums. This component of this offering requires \$35M.

Everything said in this summary is contained within the four corners of the offering statement that is made a part of this Rule 506(c) offering. There is nothing in the entire announcement, including in this summary, that can be considered as anything more than an announcement. There is no offer to sell anything throughout this entire announcement. There is nothing in this announcement, including in this summary, that, in any way, shape or form, constitutes an endorsement by the United States Securities and Exchange Commission (S.E.C.) of anything in this announcement, in the offering circular, this summary, any uploads onto EDGAR, or in any announcement media presentations, whether pictorial, by motions ad, videos or multimedia. Any investor, or potential investor, must not rely on the contents of this summary. Instead, such persons must rely solely on the contents of the offering circular and the electronic EDGAR upload as far as this offering is concerned. The investor, or potential investor may rely on other sources of information, attorneys and accountants for example. Any interpretation by the members of those professions as to this offering is between the investor or potential investor and the professional. No professionals are giving advice on behalf of the Issuer in this offering, to any investor or potential investor. **THIS CONVERTIBLE MATCHING STOCKS/BOND GOLD-INSURED ANNOUNCEMENT IS MADE PURSUANT TO JOBS ACT STATUTES, RULES AND REGULATIONS, RULE 506(c). THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (S.E.C.) DOES NOT PASS UPON THE MERITS OF OR GIVE APPROVAL TO ANY ANNOUNCEMENT OR THE TERMS OF THE ANNOUNCEMENT, OR PASS UPON THE ACCURACY OR COMPLETENESS OF THIS ANNOUNCEMENT, OR ANY OTHER PROMOTIONAL LITERATURE. THIS ANNOUNCEMENT IS PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE S.E.C. THE S.E.C. HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE ANNOUNCEMENT HEREUNDER IS EXEMPT FROM REGISTRATION. THE S.E.C. DOES NOT ENDORSE ANNOUNCEMENTS. NOTHING IN THIS ANNOUNCEMENT MAY BE TAKEN AS IN ANY WAY, SHAPE, OR FORM, AS AN S.E.C. ENDORSEMENT OF THIS ANNOUNCEMENT.**

INVESTING CARRIES RISK.

U.S. INVESTORS MUST BE ACCREDITED.

U.S. INVESTORS WITH INSTITUTIONAL INVESTMENT ACCOUNTS, INCLUDING STOCKS PURCHASE ACCOUNTS, BOND PURCHASE ACCOUNTS, PENSION PLANS AND RETIREMENT PLANS, LIKE 401K, ARE ALREADY ACCREDITED.

CASH ON HAND ACCREDITATION IS NOT ACCEPTED.

WE DO NOT GIVE INVESTMENT ADVICE.

INVEST RESPONSIBLY.

INVESTING CARRIES RISK

## V.

ABOUT THIS CONVERTIBLE MATCHING  
STOCKS/BOND CAMPAIGN

This convertible matching stocks/bond campaign is made pursuant to JOBS Act, S.E.C. Rule 506(c). Pursuant to said legislation, persons may view this offering on the Internet.

Further, there are no brokers or other sellers on this convertible matching stocks/ bond campaign, as Rule 506(c) permits the investor to self-serve for purchases.

This most recently amended electronic Reg. D convertible matching stocks/ bond campaign is posted on the S.E.C. EDGAR file here: [August 18, 2025 - Stedman Properties Investments Reg. D EDGAR link.](#)

## VI .

DESCRIPTION OF NOTES<sup>1</sup>

We are offering convertible Notes for the period August 18, 2025 to August 18, 2035.

There will be a full grace period from August 18, 2025 to August 18, 2027.

We are offering the Notes with a progressive interest rate as follows:

One or more Notes up to \$30 million: 3.131% interest;

One or more Notes from \$30 million one cent to \$50 million: 4% interest;

One or more Notes from \$50 million one cent to \$75 million: 5% interest.

Per transaction.

U.S. investors must be accredited. U.S. INVESTORS ARE DEEMED ACCREDITED UPON A SHOWING OF A FINANCIAL SERVICES ACCOUNT, SUCH AS A STOCKS PURCHASE , BOND PURCHASE,

INVESTING CARRIES RISK

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<sup>1</sup> **RESTRICTED SECURITY STATUS:** Rule 144 & 144A, 17 CFR § 230.144 - "Persons deemed not to be engaged in a distribution and therefore not underwriters," defining 'debt securities,' applies as this bond does not meet the criteria of the applicable provisions. The bond is deemed a 'restricted security.' There are no 'affiliates' in the program. Private holders must hold the instrument for one year prior to any sale. Any such sale must be a private sale. Thus, any private resale may take place on or after the 366th day of each note, or on February 9, or thereafter, of each year. We will disburse on February 9 of each year, to the current holder, unless the holder informs of a sale, in which case, we will complete the transaction as between the holder and the buyer, and then disburse.

LISTED PENSION PLANS AND RETIREMENT PLANS, LIKE 401K, AND ANY OTHER LISTED FINANCIAL SERVICES ACCOUNT.

The number of the bond, the relevant names and the date of issue of that bond will be shown on each coupon. We will calculate the maturity date, except as to the first issue bond, as the 366th day after the date on the certificate.

The notes will constitute a separate series of debt instruments. The notes will be issued in minimum denominations of \$10M.

We reserve the right, from time to time and without the consent of any holders of the notes, to re-open each series of notes on terms identical in all respects to the outstanding notes of such series, except for the date of issuance, the date interest begins to accrue and, in certain circumstances, the first interest payment date, so that such additional notes will be consolidated with, form a single series with and increase the aggregate principal amount of the notes of such series.

The notes constitute our only unsecured indebtedness as of the date of first issue shown on the cover to this convertible matching stocks/ bond campaign, and will rank equally with each other.

INVESTING CARRIES RISK

However, the notes will be structurally subordinated to any prior indebtedness, and will be effectively subordinated to any secured indebtedness to the extent of the value of the assets securing such indebtedness.

Claims of the creditors will generally have priority with respect to the assets and earnings of the company, including holders of the notes.

Accordingly, the notes will be effectively subordinated to creditors, including trade creditors and preferred stockholders, if any, of our company.

Prior to the maturity date, we may redeem such series of notes at our option, at any time in whole or from time to time in part, at a redemption price as calculated by us, equal to the greater of:

100% of the principal amount of the notes being redeemed;

or,

the sum of the present values of the remaining scheduled payments of

principal and interest on the notes being redeemed, exclusive of interest accrued to, but excluding the date of redemption, discounted to the date of redemption on an annual basis, plus one day, equal to the interest rate on the notes.

## VII .

### DESCRIPTION OF STOCKS

We are offering convertible matching stocks of common/voting/diluted shares with immediate vesting with a progressive equity share as follows:

Matching shares purchase up to \$30 million: 3.131% equity.

Matching shares purchaser from \$30 million one cent to \$50 million: 4% equity.

Matching shares purchase from \$50 million one cent to \$75 million: 5% equity.

Per transaction.

## VIII.

### THIS CONVERTIBLE MATCHING STOCKS/ BOND OFFERING ANNOUNCEMENT IS CONSIDERED TO BE 'INVESTMENT PROPERTY' UNDER U.C.C. Article 9(46)

The convertible matching stocks/ bond campaign is considered to be 'investment property' under U.C.C. Article 9(46). Thus, the bond may be recorded in any U.S. courthouse that accepts U.C.C. filings.

## IX .

### CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain U.S. federal income tax considerations of the ownership and disposition of the notes. This summary is based upon provisions of the Internal Revenue Code of 1986, as amended, or the "Code," applicable U.S. Treasury regulations, administrative rulings and judicial decisions in effect as of the date of this convertible matching stocks/ bond campaign, any of which may be subsequently be changed,

possibly retroactively, or interpreted differently by the Internal Revenue Service, or the “IRS,” so as to result in U.S. federal income tax consequences different from those discussed below. Except where noted, this summary deals only with a note held as a capital asset upon issuance at the first price at which a substantial portion of the notes of the applicable series is sold for cash to persons other than bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers.

This summary does not address all aspects of U.S. federal income taxes, including the impact of the Medicare contribution tax on net investment income, and does not deal with all tax consequences that may be relevant to holders in light of their personal circumstances or particular situations, such as:

a ) tax consequences to U.S. holders whose ‘functional currency’ is not the U.S. dollar;

b ) tax consequences to ‘controlled foreign corporations,’ ‘passive foreign investment companies,’ and corporations that accumulate earnings to avoid U.S. federal income tax;

c ) tax consequences to persons subject to special tax accounting rules as a result of any item of gross income with respect to the notes being taken into account in an applicable financial statement;

d ) tax consequences to entities treated as partnerships for U.S. federal income tax purposes and investors therein;

e ) tax consequences to certain former citizens or residents of the United States;

f ) alternative minimum tax consequences, if any;

g ) any state local or foreign tax consequences, if any, and;

h ) estate or gift taxes.

If an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes holds notes, the tax treatment of a partner or member generally will depend upon the status of the partner or member and the

activities of the entity. If you are a partner or member in such an entity, you should consult your tax advisors.

If you are considering the purchase of notes, you should consult your tax advisors concerning the U.S. federal income tax consequences to you in light of your own specific situation, as well as consequences arising under the U.S. federal estate or gift tax laws or under the laws of any other taxing jurisdiction.

In this discussion, we use the term “U.S. holder” to refer to a beneficial owner of notes that is, for U.S. federal income tax purposes:

a ) an individual citizen or resident of the United States;  
b ) a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;

c ) an estate, the income of which is subject to U.S. federal income taxation, regardless of its source;

d ) a trust, if it:

1 ) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust, or;

2 ) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

We use the term “non-U.S. holder” to describe a beneficial owner of notes that is neither a U.S. holder nor a partnership or other entity that is treated as a partnership for U.S. federal income tax purposes.

YOU SHOULD CONSULT WITH YOUR TAX ADVISORS REGARDING THE FEDERAL, STATE, LOCAL AND FOREIGN INCOME, FRANCHISE, PERSONAL PROPERTY AND ANY OTHER TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF THE STOCKS AND NOTES.

INVESTING CARRIES RISK

It is anticipated, subject to any exceptions which your tax attorney or advisor may indicate, that interest paid on the notes generally will be taxable to a U.S. holder as ordinary interest income at the time such payments are accrued or received in accordance with the holder's regular method of tax accounting.

Subject to any exceptions which your tax attorney or advisor may indicate, a U.S. holder will generally recognize gain or loss equal to the difference between the amount realized on the sale, exchange, redemption, repurchase by us or

other taxable disposition of a note (except to the extent the amount realized is attributable to accrued and unpaid interest, which will be taxable as ordinary interest income to the extent not previously included in income) and the U.S. holder's adjusted tax basis in such note.

A U.S. holder's adjusted tax basis in the note generally will be the initial purchase price for such note. Any gain or loss recognized on a sale, exchange, redemption, repurchase by us or other taxable disposition of the note will be capital gain or loss. If, at the time of the sale, exchange, redemption, repurchase by us or other taxable disposition of the note, a

U.S. holder is treated as holding the note for more than one year, such capital gain or loss will be a long-term capital gain or loss. Otherwise, such capital gain or loss will be a short-term capital gain or loss. In the case of certain non-corporate U.S. holders (including individuals), long-term capital gains are generally eligible for reduced rates of U.S. federal income taxation. A U.S. holder's ability to deduct capital losses may be limited.

Information reporting requirements generally will apply to interest on the notes and the proceeds of a sale, exchange, redemption, repurchase by us or other taxable disposition of a note paid to a U.S. holder unless the U.S. holder is an exempt recipient (such as a corporation).

Backup withholding will apply to those payments if the U.S. holder fails to provide its correct taxpayer identification number, or certification of exempt status, or if the U.S. holder is notified by the IRS that it has failed to report in full payments of interest and dividend income. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a U.S. holder's U.S. federal income tax liability provided the required information is furnished to the IRS in a timely manner.

X .

## TAXATION OF NON-U.S. HOLDERS

Subject to advice by your tax attorney and financial advisor, and applicable regulations, if you are a non-U.S. holder, U.S. federal withholding tax will not be applied to any payment of interest on a note to a non-U.S. holder.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, if you are a non-U.S. holder, gain recognized by a non-U.S. holder on the sale, exchange, redemption, repurchase by us or other taxable disposition of a note will not be subject to U.S. federal income tax.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, if a non-U.S. holder is an individual or foreign corporation, he, she or it may be subject to tax on the net gain derived from the sale, exchange, redemption, repurchase by us or other taxable disposition under regular graduated U.S. federal income tax rates and in the same manner as if the non-U.S. holder were a U.S. holder.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, if a non-U.S. holder is a foreign corporation, under certain conditions, it may be subject to the branch profits tax.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, if a non-U.S. holder is eligible for the benefits of an income tax treaty between the United States and its country of residence, any such gain will be subject to U.S. federal income tax in the manner specified by the treaty and generally will only be subject to U.S. federal income tax if such gain is attributable to a permanent establishment maintained by the non-U.S. holder in the United States.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, generally, the amount of interest paid to non-U.S. holders and the amount of tax, if any, withheld with respect to those payments must be reported annually to the IRS and to non-U.S. holders. Copies of the information returns reporting such interest and withholding may also be made available to the tax authorities in the country in which a non-U.S. holder resides under the provisions of an applicable income tax treaty.

INVESTING CARRIES RISK

Subject to advice by your tax attorney and financial advisor, and applicable regulations, in general, a non-U.S. holder will not be subject to backup withholding with respect to payments of interest that we make.

Subject to advice by your tax attorney and financial advisor, and applicable regulations, the Foreign Account Tax Compliance Act (FATCA) may apply.

## XI .

### UNDERWRITING

There are no underwriters in this convertible matching stocks/bond offering announcement, because JOBS Act does now require underwriters.

## XII .

### RISKS RELATED TO THE OFFERING

Future uncertainties may include the inability to maintain a credit rating, and the impact on funding costs and competitive position if the company

INVESTING CARRIES RISK

does not do so, the inadequacy of cash flows and earnings, and other conditions which may affect the ability of the company to pay a dividend or to repurchase Note certificate or any listed denomination, which may be affected by their cash flows and earnings, and other factors.

Further, future uncertainties described throughout this document may limit the success of the company with regard to: integrating acquired businesses and operating joint ventures; the ability to realize anticipated earnings and savings from transactions; the ability to acquire businesses and joint ventures; the impact of potential information technology or data security breaches; and other factors, which are shown in this convertible matching stocks/bond offering announcement. These or other uncertainties may cause actual future results of the company to be materially different than those expressed in these forward-looking statements. The company does not undertake to update its forward-looking statements.

INVESTING CARRIES RISK

The securities offered herein are highly speculative securities. Rule 144 and 144A applies to purchasers, who may immediately resell 30% of the Note certificate or any listed denomination during the first year of ownership. The investor should purchase these securities only if the investor can afford a complete loss of the investment.

No Federal or State securities commission has approved, disapproved, endorsed, or recommended this offering. Any representation to the contrary is a criminal offense.

The investor should make an independent decision whether this offering meets the investment objectives and financial risk tolerance level of the investor. No independent person has confirmed the accuracy or truthfulness of this disclosure, nor whether it is complete. Any representation to the contrary is illegal. Furthermore, these authorities have not passed upon the accuracy or adequacy of this convertible matching stocks/bond offering announcement.

INVESTING CARRIES RISK

The Form Reg. D on EDGAR and this convertible matching stocks/bond offering announcement contain all of the representations by the company concerning this offering. No person shall make different or broader statements than those contained herein. Investors are cautioned not to rely upon any information, not expressly set forth in this convertible matching stocks/bond offering announcement, or in the electronic Form Reg. D uploaded onto EDGAR on August 18, 2025.

In making an investment decision, investors must rely on their own examination of the company and the terms of the offering, including the merits and risks involved.

No person has been authorized to give any information or to make any representations other than those contained in the uploaded Reg. convertible matching stocks/bond offering announcement onto EDGAR and this Offering Circular, and, if given or made, such information or representations must not be relied upon as having been authorized by the company.

INVESTING CARRIES RISK

The investor should consult with any attorneys, accountants, and other professional advisors as to the legal, tax, accounting, and any other consequences of an investment in the company.

Statements of future forecasts, projections and expectations are not statements of returns on investment.

Investors must rely solely on the information contained in the electronic Form Reg. D, as uploaded onto EDGAR, and in this convertible matching stocks/bond offering announcement.

### XIII.

#### RULE 144 & 144A - 'RESTRICTED' SECURITY LEGEND DESIGNATION

As to U.S. investors, pursuant to 17 CFR § 230.144 - "Persons deemed not to be engaged in a distribution and therefore not underwriters," this convertible matching stocks/bond offering announcement is a restricted security.

INVESTING CARRIES RISK

XIV .

**RULE 144 & 144A - ONE-YEAR RULE ON RESALES**

As to U.S. investors, pursuant to 17 CFR § 230.144 - "Persons deemed not to be engaged in a distribution and therefore not underwriters," this bond has a one-year holding period.

XV .

***PRO RATA FIRST MATURITY  
DATE, THEN PER SCHEDULE***

We will pay the interest from the first purchase date to the next annual maturity date on a *pro rata* basis.

Thereafter, we will pay the interest each year on the maturity date shown on the cover of this convertible matching stocks/bond offering announcement on a *pro rata* basis.

INVESTING CARRIES RISK

XVI .

401k & IRA ELIGIBLE

We will acknowledge and provide any information necessary to allow you to place your certificate into a 401k or IRA of your choice.

XVII .

WHERE YOU CAN FIND MORE INFORMATION

We will make any material changes to the offering circular in subsequent offering circulars.

We will provide a copy of any amended offering circular to you if you are a holder.

We will post any amended offering circulars onto the investor portal on the project website. We will post on that project website notices that the convertible matching stocks/bond offering announcement limit has been achieved.

INVESTING CARRIES RISK

## XVIII.

### FORWARD-LOOKING STATEMENTS

15 U.S. Code § 78u–5 - “Application of safe harbor for forward-looking statements,” exempts this convertible matching stocks/bond offering announcement from the requirement of forward-looking statements. This exemption notwithstanding, investors may review the section on “Risk Factors,’ above for information on the risks associated with the purchase of this convertible matching stocks/ bond campaign.

## XIX.

### COMPLIANCE WITH ANTI-MONEY LAUNDERING REGULATIONS OF THE UNITED STATES TREASURY FOR OVERSEAS INVESTORS

All overseas purchases of Note certificate or any listed denomination are subject to U.S. Department of the Treasury regulations. Company officials have retained the services of STR Capital, Inc., in order to

INVESTING CARRIES RISK

provide the necessary compliance with the regulations as promulgated by the Committee on Foreign Investment in the United States (CFIUS) U.S. Department of the Treasury.

XX.

## CONCLUSION

The information contained in this convertible matching stocks/bond offering announcement with the uploaded Form Reg. D onto EDGAR, constitutes the entire offering. Any other information, anywhere, must be discarded.

The investor should rely solely on the contents of the EDGAR filing, and this convertible matching stocks/bond offering announcement.

August 18, 2025

At: New York City

**ENTERED BY:**

/ s /

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Weston Willett, Voting Board Member

**ARCHIVE CERTIFICATE**

I HEREBY CERTIFY, that on the 18th day of August, 2025, I entered this convertible matching Stocks/Bond Offering Announcement JOBS ACT - Form Reg. D - Rule 506(c) - Bond - Offering Circular, into the corporate records of MHR Acquisitions, Inc., and that I provided a copy to the board members, and to Wolfgang Hahn, Project Principal, BlueSky Asset Management, Inc., and to Heather Ann Stedman, Project Manager, Stedman Group. Inc. - German Branch Office.

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Weston Willett, Archivist