

Name of Offeree

Copy Number

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

PYROCHILL SOLUTIONS, INC.

Up to 1,000,000 Shares of Common Stock at \$1.00 per share
Minimum Offering - 10,000 Shares
Maximum Offering - 1,000,000 Shares
Minimum Purchase Per Investor - 1,000 Shares
Maximum Purchase Per Investor - 1,000,000 Shares

This Confidential Private Placement Memorandum (the "Memorandum") has been prepared in connection with an offering (the "Offering") of up to 1,000,000 shares of Common Stock, \$1.00 par value (the "Shares") of PYROCHILL SOLUTIONS, INC. (the "Company").

The minimum offering amount is 10,000 ("Minimum Offering Amount"), and the maximum offering amount is 1,000,000 ("Maximum Offering Amount"). The minimum purchase per investor is 1,000 shares, or \$1,000.00, and the maximum purchase per investor is 1,000,000 shares, or \$1,000,000.00.

This offering is being made possible through the PYROCHILL Solutions, Inc. REG D 506(c) filing with the Securities and Exchange Commission as filed on EDGAR, the Electronic Data Gathering, Analysis, and Retrieval system that performs automated collection, validation, indexing, acceptance, and forwarding of submissions by companies and others who are required by law to file forms with the U.S. Securities and Exchange Commission ("SEC").

The Shares will be made available for purchase through the North Capital DirectInvest button which is integrated on the Company website <https://www.pyrochill.today> within an i frame, and or shared as a URL. The Company is utilizing the DirectInvest button which is a single-offering module intended for individual issuers. It is built with the same functionality as TransactAPI, and is a transactional technology platform. It enables broker-dealers, funding platforms, and issuers the capability to conduct online private securities offerings in a very secure setting. It can complete the entire investment process, from viewing documents, to including e-signing embedded subscription documents, to submitting payment information.

Officers and directors of the Company may, from time to time make offers and sales of the Shares; however, the Company retains the right to utilize any broker-dealers registered with the Financial Industry Regulatory Authority ("FINRA") and applicable state securities authorities to sell all or any portion of the Shares. If the Company so elects, it may pay such broker-dealers a commission in the amount of up to 10% and a non-accountable expense allowance of up to 3% of the proceeds they have

sold. Offers and sales of the Shares will be made only to "Accredited Investors" as such term is defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended (the "Act"), which includes the Company's officers, directors and affiliates.

The Offering is scheduled to terminate on June 3, 2024. The Company reserves the right, however, to extend the term of this Offering for a period of up to 30 days. See "The Offering." This Memorandum may not be reproduced in whole or in part without the express prior written consent of the Company.

The date of this Confidential Private Placement Memorandum is June 3, 2023.

THIS MEMORANDUM IS FOR CONFIDENTIAL USE AND MAY NOT BE REPRODUCED. DISTRIBUTION THAT IS NOT APPROVED BY THE COMPANY MAY RESULT IN A VIOLATION OF FEDERAL AND STATE SECURITIES REGULATIONS. THIS MEMORANDUM AND ALL ACCOMPANYING MATERIALS SHALL BE RETURNED TO AN AUTHORIZED OFFICER OF THE COMPANY UPON REQUEST.

THE SECURITIES HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT") OR THE SECURITIES LAWS OF ANY STATE, IN RELIANCE UPON ONE OR MORE SPECIFIC EXEMPTIONS FROM REGISTRATION OR QUALIFICATION REQUIREMENTS. SUCH EXEMPTIONS LIMIT THE NUMBER AND TYPES OF INVESTORS TO WHICH THE OFFERING WILL BE MADE. AS A RESULT, THE SECURITIES OFFERED HEREBY ARE OFFERED ONLY TO "ACCREDITED INVESTORS" AS SUCH TERM IS DEFINED IN RULE 501 OF REGULATION D OF THE SECURITIES ACT OF 1933, AS AMENDED.

THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK, AND SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT AFFORD THE LOSS OF HIS OR HER ENTIRE INVESTMENT. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS MEMORANDUM IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFER-ABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER FEDERAL AND APPLICABLE STATE SECURITIES LAWS. THERE IS CURRENTLY NO PUBLIC MARKET FOR THE SECURITIES, AND INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THE STATEMENTS CONTAINED HEREIN ARE BASED ON INFORMATION BELIEVED BY THE COMPANY TO BE RELIABLE. NO WARRANTY CAN BE MADE THAT CIRCUMSTANCES HAVE NOT CHANGED SINCE THE DATE SUCH INFORMATION WAS SUPPLIED. THERE CAN BE NO ASSURANCE THAT THE COMPANY WILL BE ABLE TO SUCCESSFULLY IMPLEMENT ANY OF ITS PLANS, OR THAT ACTUAL FUTURE PLANS AND PERFORMANCE WILL NOT BE MATERIALLY DIFFERENT FROM THE COMPANY'S PRESENT EXPECTATIONS.

ANY INFORMATION OR REPRESENTATIONS CONTAINED IN THE COMPANY'S PROMOTIONAL OR MARKETING SOURCES OTHER THAN THIS MEMORANDUM MAY NOT BE AS CURRENT OR ACCURATE AS INFORMATION OR REPRESENTATIONS CONTAINED IN THIS MEMORANDUM, AND THEIR CONTENTS ARE EXCLUDED FROM THIS MEMORANDUM.

THIS OFFERING IS SUBJECT TO WITHDRAWAL, CANCELLATION OR MODIFICATION BY THE COMPANY WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO REJECT ANY

SUBSCRIPTION IN WHOLE OR IN PART FOR ANY REASON OR TO ALLOT TO ANY SUBSCRIBER LESS THAN THE NUMBER OF SHARES SUBSCRIBED FOR OR TO WAIVE CONDITIONS TO THE PURCHASE OF THE SHARES.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, INVESTMENT OR TAX ADVICE. 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.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY OTHER THAN THE SECURITIES OFFERED HEREBY, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SUCH SECURITIES BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OF SOLICITATION IS NOT AUTHORIZED, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO. IN ADDITION, THE OFFERING MATERIALS CONSTITUTE AN OFFER ONLY IF A NAME AND IDENTIFICATION NUMBER APPEAR IN THE APPROPRIATE SPACES PROVIDED ON THE COVER PAGE AND CONSTITUTE AN OFFER ONLY TO THE PERSON WHOSE NAME APPEARS IN THOSE SPACES.

Forward Looking Statements

This Memorandum contains forward-looking statements that are based on our current expectations, assumptions, estimates, and projections about our business, our industry, and the industry of our clients. When used in this Memorandum, the words "expects," "anticipates," "estimates," "intends," "believes," and similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The cautionary statements made in this Memorandum should be read as being applicable to all related forward-looking statements wherever they appear in this Memorandum.

EXECUTIVE SUMMARY

PYROCHILL Solutions, Inc., (hereinafter "Company") is a Colorado C-Corporation located at 102 S. Tejon #1100, Colorado Springs, Colorado 80903, poised for rapid growth in the Fire Safety/ Fire Retardant industry. The Company seeks funding to take advantage of a window of opportunity for introducing a new PYROCHILL FIRE INHIBITOR product, which has the potential to dominate the market.

Mission Statement. Our mission is to provide top-quality fire-inhibiting products that help protect people, property, and the environment from the devastating effects of fire. We are committed to innovation and continuous improvement to ensure our products exceed industry standards, meet the evolving needs of our customers, and keeping in line with the United States Environmental Protection Agency's specific environmental and customer protection guidelines. Our focus on innovation, sustainability, and safety ensures that we will continue to be a leader in the industry and make the world a safer place.

Business Description. The Company is organized as a C-Corporation formed and authorized under the laws of the State of Colorado, and will be led by Jennifer Piniaha, who will serve as CEO.

Officers.

Jennifer Piniaha - Co-Founder/Director/CEO [LinkedIn - Jennifer Piniaha profile](#)

Key Non-Management Personnel.

Peter Steyn Director [LinkedIn - Peter Steyn Profile](#)

Rob Morris Director [LinkedIn - Bob Morris Profile](#)

Jerry Gallegos Board Advisor [LinkedIn - Jerry Gallegos Profile](#)

Legal Counsel:

Pearson Butler

c/o Paden Hanson and Kyle Hampton

1802 South Jordan Parkway,

Suite 200

South Jordan, UT 84095

New Product. The Company has developed a PYROCHILL FIRE INHIBITOR product which has the following specifications:

PYROCHILL Fire Inhibitor is the only Green Seal verified fire inhibitor, retardant, and fire extinguishing compound. Unlike most harmful flame retardants that merely delay the amount of time before something catches on fire, PYROCHILL is a fire inhibiting product. When used as directed, PYROCHILL prevents any treated material from combusting into flames and extinguishes fire safely and effectively.

The Company has a window of opportunity to introduce its products and gain a significant piece of the market share.

Funding Request. The total funding request is for a \$1,000,000.00 capital investment in return for a 2.5% equity ownership interest in the Company. The funding proceeds will be used as follows:

\$250,000.00 for Marketing

This amount is earmarked for effectively marketing the products as described below in the Marketing Summary section of the business plan.

\$250,000.00 for Administrative

This portion of funding is intended for salaries to produce the products and assist marketing and sales efforts.

\$200,000.00 for Inventory

Currently, the Company has over ten SKUs and will need inventory as demand will suggest.

\$300,000.00

To be held in reserve for legal expenses to go public by filing an S-1 registration statement with the SEC and making application for quotation on the OTC Market as well as legal costs for various agreements, patent completions, and liability assessments.

The Company is looking for equity funding. Financial projections forecast a break-even point in less than 12 months after product introduction.

The Company was initially capitalized by an investment of \$210,000.00 of which a sum of \$125,000.00 is

from the founder. The Company's first product "PYROCHILL" was introduced to the market in 2022 and has not been marketed at the election of the board of directors' desire to pursue a Green Seal certification for its formulation known as PYROCHILL.

The Company is also developing new and innovative products that are nearing the beta test stage, which can be expected to produce revenue before the end of the financing period. The Company is also gearing up for introduction of its products into international markets.

1. THE OFFERING

The Company intends to raise a minimum of \$10,000.00 and a maximum of \$1,000,000.00 in this Offering to fund the continued growth of our Company. The Common Stock will be offered in a private placement offering pursuant to an exemption from registration under Rule 506 of Regulation D promulgated under the Securities Act of 1933, as amended, under exemptions under applicable state securities laws, and in reliance upon the representations and warranties of each of the purchasers that they are purchasing the Common Stock for investment purposes and not with a view to any resale or distribution thereof.

The Offering is being made on an "all or none" basis until the Minimum Offering Amount of \$10,000.00 is raised. Proceeds received prior to raising the Minimum Offering Amount will be held in an escrow account with the Company's bank. Upon raising the Minimum Offering Amount, these proceeds will be released for use by the Company and, thereafter, 100% of the proceeds raised in the Offering, up to the Maximum Offering Amount of \$1,000,000.00, will be immediately available for use by the Company without impound or escrow.

Use of Proceeds

The proceeds from the sale of the Shares offered hereby will be approximately \$1,000,000.00 if all 1,000,000 Shares are sold. The net proceeds from this offering will be used to expand marketing, sales and distribution capabilities and provide working capital. The following itemizes the intended use of proceeds:

\$250,000.00 for Marketing

This amount is earmarked for effectively marketing the products as described below in the Marketing Summary section of the business plan.

\$250,000.00 for Administrative

This portion of funding is intended for salaries to produce the products and assist marketing and sales efforts.

\$200,000.00 for Inventory

Currently, the Company has over ten SKUs and will need inventory as demand will suggest.

\$300,000.00 Legal Reserve

To be held in reserve for legal expenses to go public by filing an S-1 registration statement with the SEC and making application for quotation on the OTC Market as well as legal costs for various agreements, patent completions, and liability assessments.

The expenditures projected in the foregoing list are estimates based on management projections of the operating needs of the Company. Although the amounts set forth represent our present intentions with respect to proposed expenditures, actual expenditures may vary substantially, depending upon future developments such as marketing decisions, sales activity, and certain other factors.

Capitalization

The following sets forth the actual capitalization of the Company prior to the Offering and as adjusted to reflect receipt of the Maximum Offering Amount proceeds from the issuance and sale of all 1,000,000 Shares in the Offering.

The total shareholder's equity is \$679,323.76 with a total Company capitalization of \$878,125.30.

The following description of certain matters relating to the securities of the Company does not purport to be complete and is subject in all respects to applicable Colorado law and to the provisions of the Company's articles of incorporation ("Articles of Incorporation") and bylaws (the "Bylaws").

Each share of Common Stock entitles the holder thereof to one vote on all matters submitted to a vote of the shareholders. The holders of Common Stock do not have preemptive rights or rights to convert their Common Stock into other securities. Holders of Common Stock are entitled to receive, pro rata, such dividends as may be declared by our Board of Directors out of legally available funds. Upon liquidation, dissolution or winding up of the Company, and after payment of creditors and the liquidated preference to preferred stockholders, if any, the assets will be divided pro-rata on a share-for-share basis among the holders of the shares of Common Stock. All shares of Common Stock now outstanding are fully paid, validly issued and non-assessable.

The certificates representing the Shares being offered hereby will bear a legend to the effect that the Shares represented by the certificate are not registered under the Act, or under the securities laws of any state, and therefore cannot be transferred unless properly registered under the Act or pursuant to an opinion of counsel satisfactory to counsel to the Company that an exemption from the Act is available.

The following sets forth certain information, as of June 3, 2023 and as adjusted to give effect to the Offering, regarding the beneficial ownership of the Common Stock by (i) each beneficial owner of more than 5% of the outstanding shares of Common Stock and (ii) all executive officers, directors, and employees of the Company as a group.

Name of Shareholder: Jennifer Piniaha
Number of Shares Owned: 28,250,000
Percentage Owned Before Offering: 47.50233%
Percentage Owned After Minimum Raised: 47.50154%
Percentage Owned After Maximum Raised: 46.71679%

Name of Shareholder: Aaron Moguel
Number of Shares Owned: 10,000,000
Percentage Owned Before Offering: 16.81499%
Percentage Owned After Minimum Raised: 16.81470%
Percentage Owned After Maximum Raised: 16.53692%

Name of Shareholder: Carl Burton
Number of Shares Owned: 7,500,000
Percentage Owned Before Offering: 12.61124%
Percentage Owned After Minimum Raised: 12.61103
Percentage Owned After Maximum Raised: 12.40269%

All officers, directors, and employees as a group
Number of Shares Owned: 32,250,000
Percentage Owned Before Offering: 54.22833%
Percentage Owned After Minimum Raised: 54.22742%
Percentage Owned After Maximum Raised: 53.33156%

The Company currently intends to retain its earnings for future growth and, therefore, do not anticipate declaring any dividends in the foreseeable future. The Company would expect that determinations to pay dividends on its shares would be based primarily upon the financial condition, results of operations, regulatory and business capital requirements, any restrictions contained in financing or other agreements binding upon the Company, and other factors that the board of directors deems relevant.

2. BUSINESS PLAN

I. OVERVIEW:

The Company is a start-up business, providing clients with PYROCHILL Fire Inhibitor, currently available in 4 different formulations and as part of 3 Fire Extinguishing devices. Our formulations are available in various sizes/volumes. It is noteworthy to mention that our base formulation that is used in all our products (excluding our Non-Aqueous Coating Additive) is the same and is both a Fire Extinguishing Agent and a powerful Fire Retardant/Inhibitor.

Industry Overview.

In terms of industry/uses, our products fall into three categories:

Wildfire extinguishing, fire breaks and perimeters
Fire-proof coatings for industry and manufacturing
Fire extinguishing devices for home, community, and business

The global TAM for fire retardants is estimated at \$7 Billion.

[Fortune Business Insights - Flame Retardant Market](#)

The global TAM for fireproof coatings market is estimated at \$4 Billion.

[Market Insights by Global Newswire - Fire Retardant Coatings Market](#)

The global TAM for fire extinguishers is estimated at \$5 Billion.

[Zion Insights by Global Newswire - Fire Extinguishers Market](#)

Seasonal Factors. The Company would only be influenced by the seasonal factors that affect our customers. Since the demand for our services crosses many different businesses and industries, seasonal fluctuations are expected to be limited to the typical downturn in the dull period months and annual holiday schedules.

Position in the Industry. Over the last seventy years, people, wildlife, and eco-systems, have unwittingly been exposed to and/or contaminated by toxic chemicals that are found in current fire retardant and extinguishing agents. These fire retardants and extinguishing agents pose health risks, particularly when they accumulate in the environment or in the human body over time. Studies have linked exposure to these chemicals with adverse health effects, including developmental problems, reproductive issues, immune system compromise, and cancer.

In response to these concerns, governmental agencies have taken steps to regulate and or ban the use of existing fire retardants containing toxic chemicals. The Environmental Protection Agency (EPA) has banned the use of flame retardants containing polybrominated diphenyl ethers (PBDEs), which were widely used in firefighting retardants and extinguishing agents, as well as furniture foam, electronics, and other products. The primary manufacturers of fire retardants substituted the PBDE's with another class of effective fire retarding chemicals called Per- and Polyfluorinated Substances (PFAS). However, PFAS have also been classified as a "Forever Chemical" and current test results link PFAS to a handful of health problems, including high cholesterol, a decreased immune response to vaccines in adults and children, and an increased risk of kidney cancer, and a suggested link of increased risk of ulcerative colitis, thyroid disease, and breast and testicular cancer, according to a 2022 report published by the National Academies of Science, Engineering and Medicine.

Overall, while there are deep concerns about the potential health risks associated with past and current flame retardants, it is important to balance these risks against the benefits of fire prevention until "Safe" retardants are developed. PYROCHILL is the brand name for a non-toxic, water-based fire-retardant product that will be marketed as a safer alternative to traditional flame retardants.

Legal Issues. The Company has secured the required provisional patents, patents pending, patents, and trademarks for the products and processes of the Company in accordance with the statutory requirements. The Company is not now, nor has ever been, a party to any lawsuits or legal action, as either plaintiff or defendant.

II. MARKETING SUMMARY

Target Markets.

PYROCHILL Fire Inhibitor and Fire Safety Devices can be used in a variety of markets and applications. The primary target markets for PYROCHILL Fire Inhibitor fall into 3 categories:

1. Wildfire Applications:

- PYROCHILL Fire Extinguishing agent – direct extinguishment or control of wildfires via air drop or mixed into traditional fire hose sprayers to supplement water spraying.
- PYROCHILL Fire Inhibitor/Prevention – sprayed through backpack sprayer or industrial apparatus to act as a fire break for a wildfire or to create a perimeter to prevent fires around railroads, roads, utilities, homes, communities, etc.

2. Industrial applications:

- PYROCHILL Fire Inhibitor - can be used in industrial applications in the manufacturing process as a fire-inhibiting coating for a wide range of products.

- PYROCHILL Fire Inhibitor and Extinguisher – to be used in industrial settings to protect against or extinguish fires that happen in fire-prone industries such as oil and gas refineries, airports/aircraft, rail yards, military and defense, ships, chemical plants, mining and manufacturing facilities.

3. Fire Detection/Extinguishing Devices:

(PYROCHILL Snuff Bomb, PYROCHILL Ancillary Device and (coming soon) PYROCHILL Propel)

- PYROCHILL Snuff Bomb and Ancillary Device can be used in commercial and residential buildings, including condos, townhouses, high rise structures, hotels, hospitals, schools, and homes.
- PYROCHILL Ancillary Device is a self-contained fire extinguishing ancillary unit that easily mounts on flat ceilings, providing a low-cost, effective alternative for homes and structures that do not have a sprinkler system.
- PYROCHILL Propel will put a valuable tool into the hands of our first responders to increase the potential to preserve the safety of our first responders in the course of them saving the lives of living things in their communities.

The overall fire-retardant market that PYROCHILL products address is broad and includes a wide range of industries including community safety, forest management, first responder tools, construction, automotive, aerospace, textiles, etc.

Given the current regulations that are in place and the urgent timeline to find alternatives, the wildfire and firefighting areas will be the first tier of focus for go-to-market efforts. Also included in first tier will be our PYROCHILL Ancillary Device and PYROCHILL Propel. Our PYROCHILL Ancillary device addresses a dangerously under-protected category of buildings and structures with a low-cost, effective solution for fire detection and fire extinguishing. Our vision is to focus our philanthropic efforts to apply a percentage of sales of this item to outfit underserved, under-protected segments.

The PYROCHILL Propel delivers a much-needed supplemental tool to assist first responders in firefighting and exit clearing in urgent situations where other methods are not immediately available or unable to respond quickly.

Other potential areas of focus for PYROCHILL Fire Inhibitor could include industry-specific marketing to industries that have strict fire safety regulations, such as the aviation and transportation industries, or targeting regions of the world that are prone to wildfires, such as California or Australia.

Ultimately, the specific areas of focus for PYROCHILL Fire Inhibitor will depend upon the company's initial awards and a prioritization of these initial demands. The company will be structured to support the 3 unique categories that we serve and we will expand based on the specific demand seen in that market segment.

Sales Model.

PYROCHILL will distribute and sell our products based on a Distributor and Licensing model. We currently have a distributor agreement for the EU signed with AZ Servizi Generali in Italy, whose sales efforts are focused on the industrial segment. Our model is to focus on our Company as a manufacturer and work closely with key distributors and licensees in each business area. As such, various distributorships and licenses will be available for purchase based on industry, product and geography.

Competition.

Competition needs to be addressed based on the 3 categories – wildfire, industrial and devices, but with the overarching theme that in each case, PYROCHILL will be bringing to market a uniquely green product that has not yet been available.

The businesses that PYROCHILL may compete against include manufacturers and suppliers of traditional fire retardants such as ammonium phosphate, ammonium sulfate, aluminum trihydrate, and various halogenated compounds, these businesses are typically large and well-established corporations that have well-funded research & development arms that may be able to deliver competitive products quickly. PYROCHILL may also compete against companies that offer alternative fire protection solutions, such as fire-resistant coatings and sprays, fire blankets, and fire suppression systems.

The specific competitors will depend on the application and industry in which PYROCHILL is being used. However, as the only non-toxic fire retardant on the market, PYROCHILL may be well-positioned to capture market share especially during this window where government regulations are bearing down and consumers of these chemicals are preparing new requests and RFP's to reflect the new requirements.

PYROCHILL intends to be equipped to respond to these requests now and to deliver product timely and reliably to support these efforts.

Services. Our sales model is based on selling our products through our valued business partners - distributors and licensed businesses. To this end, it is imperative that we choose business partners that have a strong history of great results and service. And that we, PYROCHILL, deliver industry-leading service to our business partners in the form of account management, training/education, sales/marketing/technical information, profitable business models, continued innovation and world-class customer support. For our largest customers, we will be maintaining direct contact also, and in these cases, our goal is to provide exceptional, personalized service, which will be the crucial factor in building and protecting our brand within the community. The Company intends to handle customer concerns and issues with a customer-oriented focus with the intent of providing timely resolution and preventing the loss of customers.

III. STRATEGY AND IMPLEMENTATION SUMMARY

Company Goals and Objectives.

PYROCHILL Fire Inhibitor is a fire suppression technology that has the potential to play a significant role in protecting people and property from the devastating effects of fires. To set future goals and objectives for PYROCHILL Fire Inhibitor, it's important to consider its current limitations and potential areas for improvement.

Our current goals and objectives for PYROCHILL Fire Inhibitor are:

1. Improve effectiveness: PYROCHILL Fire Inhibitor aims to improve its effectiveness in suppressing different types of fires, including those involving flammable liquids, electrical equipment, and combustible materials. The Company may invest in research and development to improve the formulation of its fire inhibitor, and conduct testing to validate its effectiveness.

2. Expand applications: PYROCHILL Fire Inhibitor may consider expanding its applications beyond traditional fire suppression systems, such as portable fire extinguishers and fixed sprinkler systems. For example, the Company may explore the use of PYROCHILL Fire Inhibitor in specialized applications, such as aircraft fire suppression, data center protection, and oil rig safety.

3. Increase market share: PYROCHILL Fire Inhibitor may aim to increase its market share by targeting new customers and expanding its distribution channels. The company may invest in marketing and advertising campaigns to raise awareness of its product and its benefits, and work with industry partners to promote its use.

4. Ensure safety and sustainability: PYROCHILL Fire Inhibitor strives to prioritize safety and sustainability in its product development and manufacturing processes. The Company may invest in eco-friendly and non-toxic formulations, and implement safe handling and storage protocols to ensure that its product does not pose a risk to human health or the environment.

5. Ensure compliance with regulations: PYROCHILL Fire Inhibitor strives to comply with relevant regulations and standards, such as UL, ISO, NSF, CE, NFPA, and the U.S. Forestry Service.

The Company will require both marketing and awareness aimed at the public sector. As a private Company, our marketing plans will focus on engaging business partners that already have relationships in the targeted segment that require alternative fire prevention and safety product options for their customers to satisfy upcoming governmental regulations or internal company standards. We have distributorships available that will be focused on firms that have established relationships, aligned services, or innovative business plans that dovetail with our innovation. We believe that strong relationships with key business partners is the fastest and most effective approach to ubiquity.

The Company plans the following as a potential part/supplement to our marketing strategy:

- Advertising directly through and with our business partners including internet and social media campaigns, bid responses, etc.
- Advertising through press releases, blogs and articles to industry publications and local newspapers.
- Direct business development through the education and awareness of key environmental and environmentally focused organizations, governmental agencies and individuals. This includes decision makers, program managers and key procurement personnel.
- Working through affiliated organizations such as Green Seal, the EPA and our fire testing firms to gain exposure and insights into potential opportunities where we would be a fit.
- Trade shows and conferences: Attend trade shows and conferences that focus on the industries that use fire inhibitors, such as firefighting, construction, and manufacturing.
- Collaborate with industry associations: Collaborate with industry associations that represent the industries that use fire inhibitors. Learn their challenges firsthand and work together to develop effective approaches for cost savings and safety. These associations often have strong relationships with government agencies and can help get our product in front of the right people.
- Develop case studies and testimonials: Develop case studies and testimonials that showcase the effectiveness of PYROCHILL in real-world applications. This can help demonstrate the value of PYROCHILL to government agencies.

- We have submitted PYROCHILL for GREEN SEAL certification and are following the steps to apply for the EPA Safer Choice certification.

Exit Strategy.

The Company anticipates exiting its operations through one of the following ways:

- Sale of Equity
- Public Offering
- Liquidate Assets

IV. FINANCIAL PLAN

The funding request in this Memorandum outlines the major start-up costs associated with this Company. Regular monthly expenses are estimated at \$25,000.00 for paying employee salaries and other regular business expenses. The Company is expected to generate \$500,000.00 in the first year, and gross profit is expected to be \$250,000.00. Our investor exit strategy is to go public by filing an S-1 registration statement with the SEC and making application for quotation on the OTC Market.

3. MANAGEMENT

The following sets forth each director, principal director, and other control person:

Name: Jennifer Piniaha

Position/Title: Co-Founder, Chairman of the Board, President/CEO

Name: Peter Steyn

Position/Title: Director

Name: Rob Morris

Position/Title: Director

Directors will hold office until their successors have been elected or qualified at an annual shareholders' meeting, or until their death, resignation, retirement, removal, or disqualification. Vacancies on the board will be filled by a majority vote of the remaining directors. Officers of the Company serve at the discretion of the Board of Directors.

We may establish an informal Executive Advisory Board with appointments made by the Board of Directors. The role of the Executive Advisory Board will be to assist our management with general business and strategic planning. We intend to compensate Executive Advisory Board members with any combination of cash, common stock, or stock options.

Our Articles of Incorporation and bylaws provide blanket indemnification for our directors and officers to the fullest extent permissible under Colorado law. The Company has entered into indemnification agreements with members of the management team that indemnify, defend and hold harmless these

members from liability incurred in connection with their duties as officers and directors of the Company.

We maintain insurance policies under which the directors and officers of the Company will be insured, against certain losses arising from claims made against such directors and officers by reason of any acts or omissions in their respective capacities as directors or officers, including liabilities under the Securities Act.

4. HISTORICAL FINANCIAL INFORMATION

Any Offeree can request information and consult the Company's accountant and financial advisor's regarding the financial history of the Company. Upon request the Offeree will be provided with financial statements for the Company covering the previous 2 years.

5. REGISTRATION RIGHTS

Promptly following the completion of the Maximum Offering, we have agreed to file a registration statement on Form S-1 to register the resale of the Shares (the "Registration Statement"). Upon effectiveness of the Registration Statement, we further intend to seek a quotation of our common stock on OTCQB. There is no assurance that the SEC will declare our Registration Statement effective or that we can successfully complete our application to OTCQB. Until our application on OTCQB is approved, you will be required to offer and sell your shares in the Registration Statement at a fixed price, which will likely be \$1.00 per shares or more. After our application onto OTCQB is approved, you will likely be able to sell your Shares at market prices.

Each investor in this offering will be granted registration rights to register the resale of the Shares. Set forth below are the terms of the registration rights being granted to each investor herein:

(1) You will have the right, but not the obligation, to include some or all of your Shares (the "Registrable Shares") in the Registration Statement which will be filed for review by the SEC. You and others purchasing the Shares will be designated as a "Selling Stockholder" in the Registration Statement and certain information about you and your Shares will be included in the Selling Stockholder section of the Registration Statement. You will be required to furnish certain information to us at the time of your subscription for the Shares to be included in the Registration Statement.

(2) We will have the right to include any other securities in Registration Statement. The Registrable Shares identified in the subscription documents shall be included in the Registration Statement on the same terms and conditions as the other shares of our common stock included in the Registration Statement.

(3) Notwithstanding anything in this Term Sheet to the contrary, you will only have a one-time opportunity to include your Shares in this Registration Statement and will not have registration rights with respect to (i) a registration statement on Form S-4 or Form S-8 or any successor forms thereto, (ii) a registration statement filed in connection with an exchange offer, (iii) a registration statement filed in connection with an underwritten offering by the Company or of securities convertible into or exchangeable for common stock, and (iv) a registration statement filed in connection with a future private placement of securities of the Company (whether for cash or in connection with an acquisition by the Company or one of its subsidiaries).

(4) If the lead managing underwriter selected by the Company for an underwritten offering for which registration rights are requested determines that marketing or other factors require a limitation on the number of shares of common stock to be offered and sold in such offering, then (i) such underwriter shall provide written notice thereof to each of the Company and the Selling Shareholders in this Registration Statement, and (ii) there shall be included in the offering, first, all shares of common stock proposed by the Company to be sold for its account (or such lesser amount as shall equal the maximum number determined by the lead managing underwriter as aforesaid) and, second, only that number of Registerable Shares requested to be included in the Registration Statement by the Selling Shareholder that such lead managing underwriter reasonably and in good faith believes will not substantially interfere with (including, without limitation, adversely affect the pricing of) the offering of all the shares of common stock that the Company desires to sell for its own account.

(5) Nothing contained in this Memorandum shall create any liability on the part of the Company to any Selling Shareholder if the Company for any reason should be unable to file the Registration Statement or to withdraw such Registration Statement subsequent to its filing, regardless of any action whatsoever that the Selling Shareholder may have taken, whether as a result of the issuance by the Company of any notice hereunder or otherwise.

(6) As a condition to providing these registration rights, the Company will require each Selling Shareholder to furnish to the Company in writing such information regarding the proposed distribution by such Selling Shareholder as the Company may from time to time reasonably request and to comply with reasonable terms and conditions of the Registration Statement as established by the Company.

(7) Except as set forth below, the Company shall bear all expenses of the Registration Statement. Each Selling Shareholder will be individually responsible for payment of their own legal fees (if the Selling Shareholder retains legal counsel separate from that of the Company), underwriting fees and brokerage discounts, commissions and other sales expenses incident to any registration of the Registerable Shares to be sold by the Selling Shareholder.

(8) The Company will keep the Registration Statement effective at least until the earlier of: (i) such time as all of the Shares included in the Registration Statement have been disposed of pursuant to and in accordance with the Registration Statement; (ii) such time as all of the Registerable Shares included in the Registration Statement may be sold to the public without registration or restriction pursuant to Rule 144 of the Securities Act; or (iii) December 31, 2025.

6. RISK FACTORS

Investment in our Shares involves a high degree of risk and should be regarded as speculative. You should consider investing in our Shares only if you can afford the loss of your entire investment. Accordingly, you should consider carefully the following factors, in addition to the other information concerning our Company and our business contained in this Memorandum, before purchasing the Shares offered hereby. The following factors are not to be considered a definitive list of all the risks associated with an investment in our Shares.

Unanticipated obstacles to execution of business plan.

Our proposed plan of operation and prospects will depend largely upon our ability to successfully

establish Company's presence in a timely fashion, retain and continue to hire skilled management, technical, marketing and other personnel, and attract and retain significant numbers of quality business partners and corporate clients. There can be no assurance that we will be able to successfully implement our business plan or develop or maintain future business relationships, or that unanticipated expenses, problems or technical difficulties which would result in material delays in implementation will not occur.

Competition.

The market is highly competitive. There are low barriers to entry, and we expect that competition will intensify in the future. We believe that numerous factors, including price, client base, brand name, and general economic trends (particularly unfavorable economic conditions adversely affecting consumer investment), will affect our ability to compete successfully. Our competitors include many large companies that have substantially greater market presence and financial, technical, marketing and other resources than we do. There can be no assurance that we will have the financial resources, technical expertise or marketing and support capabilities to compete successfully. Increased competition could result in significant price competition, which in turn could result in lower revenues, which could materially adversely affect our potential profitability.

Over Reliance on Management.

We depend on our senior management to work effectively as a team, to execute our business strategy and business plan, and to manage employees and consultants. Our success will be dependent on the personal efforts of key personnel. Any of our officers or employees can terminate his or her employment relationship at any time, and the loss of the services of such individuals could have a material adverse effect on our business and prospects. Our senior management team has worked together for only a very short period of time, and may not work well together as a management team.

One of our Founders may be Deemed to be a Bad Actor under Rule 506(d) of Regulation D

On or about October 2003 Homer Langrill pled guilty to one count of securities fraud and one count of aiding and abetting securities fraud in the United States District Court District of Nevada. Even though this conviction took place before the disqualification timeline of September 23, 2013 provided in Regulation D, PYROCHILL Solutions, Inc. does hereby voluntarily disclose this information openly, freely, and with the consent of Mr. Langrill. In 2019, Mr. Langrill was also found guilty of violating Michigan law MLC 750.249 for passing a bad check or draft to his landlord. Mr. Langrill does not have any current criminal or civil litigations pending that are subject to the rules and regulations as set forth in the provisions for Rule 506 of Regulation D under the Securities Act of 1933. For further information: <https://www.sec.gov/info/smallbus/secg/bad-actor-small-entity-compliance-guide>

Mr. Langrill and the Company entered into a consulting agreement dated October 13, 2022, as amended May 25, 2023, for his services regarding the invention of PRYOCHILL FIRE INHIBITOR. For his services Mr. Langrill receives \$1,500 per month. Mr. Langrill has no other involvement with the Company, including no involvement with: (i) any actions requiring the approval of board of directors, (ii) any actions taken by management of the Company, (iii) any fund-raising activities of the Company or (iv) any other activity of the Company not directly related to the PYROCHILL FIRE INHIBITOR PRODUCT. Furthermore, Mr. Langrill is not a shareholder of the company. Management of the Company have no arrangements with Mr. Langrill regarding ownership, control, or transfer of shares for his benefit. The Company, its managers and board of directors are completely independent of Mr. Langrill.

Currently No Market for our Shares

There is currently no market for our securities. Stockholders therefore have no access to information about prior market history on which to base their investment decision. Following this offering, the price of our securities may vary significantly. Furthermore, an active trading market for our securities may never develop or, if developed, it may not be sustained. You may be unable to sell your securities unless a market can be established and sustained. Although we intend to seek quotation of our common stock on the OTC Markets following the effectiveness of a registration statement to register the resale of the shares sold in this offering. There is no assurance that the registration statement will be declared effective by the SEC or that the OTC Markets application will be successful. Unless we are able to register for resale sufficient shares to create a public market and have at least 50 shareholders with freely tradable shares, we will not be able to make application to OTC Markets or otherwise create a public trading market.

Even if our securities become publicly traded, our common stock may not be actively traded, and the bid and asked prices for our common stock may fluctuate widely. This would have the effect of severely limiting the liquidity of our common stock and would likely reduce the market price of our common stock and hamper our ability to raise additional capital.

No Cash Dividends

We have never paid cash dividends on our common stock and do not anticipate doing so in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting us at such time as our board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if our stock price appreciates.

Broad Discretion in Using the Proceeds of this Offering

We have stated, in only a general manner, how we intend to use the net proceeds from this Offering. See "Use of Proceeds." We cannot, with any assurance, be more specific at this time. We will have broad discretion in the timing of the expenditures and application of proceeds received in this Offering. If we fail to apply the net proceeds effectively, we may not be successful in bringing our proposed products to market. You will not have the opportunity to evaluate all of the economic, financial or other information upon which we may base our decisions to use the net proceeds from this Offering.

No Assurances of Securities Registration

The Shares may not be sold, pledged, or transferred unless, at the time of such intended transaction, there is a current registration statement covering the resale of the Shares or there exists an exemption from registration under the Securities Act, and such Shares have been registered, qualified, or deemed to be exempt under applicable securities or "blue sky" laws in the state of residence of the seller or in the state where sales are being effected. If no registration statement is filed and declared effective covering the resale of any of the Shares, Subscribers will be precluded from disposing of such securities

unless such securities may become eligible to be disposed of under the exemptions provided by Rule 144 under the Securities Act without restriction. If the Shares sold pursuant to this offering are not registered for resale under the Securities Act, or exempt therefrom, and registered or qualified under applicable securities or "blue sky" laws, or deemed exempt therefrom, the value of such securities will be greatly reduced.

IN ADDITION TO THE ABOVE RISKS, BUSINESSES ARE OFTEN SUBJECT TO RISKS NOT FORESEEN OR FULLY APPRECIATED BY OUR MANAGEMENT. IN REVIEWING THIS MEMORANDUM, POTENTIAL INVESTORS SHOULD KEEP IN MIND THAT OTHER POSSIBLE RISKS MAY ADVERSELY IMPACT THE COMPANY'S BUSINESS OPERATIONS AND THE VALUE OF THE COMPANY'S SECURITIES.

7. INVESTOR SUITABILITY

Investment in the Shares involves significant risks and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment and who can bear the economic risk of a complete loss of their investment. The Offering is made in reliance on exemptions from the registration requirements of the Securities Act and applicable state securities laws and regulations.

The suitability standards discussed below represent minimum suitability standards for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that the Shares are suitable investment for such prospective investor. Prospective investors are encouraged to consult their personal financial advisors to determine whether an investment in the Shares is appropriate. The Company may reject subscriptions, in whole or in part, in its absolute discretion.

The Company will require each investor to represent in writing, among other things, that (i) by reason of the investor's business or financial experience, or that of the investor's professional advisor, the investor is capable of evaluating the merits and risks of an investment in the Shares and of protecting its own interests in connection with the transaction (ii) the investor is acquiring the Shares for its own account, for investment only and not with a view toward the resale or distribution thereof, (iii) the investor is aware that the Shares have not been registered under the Securities Act or any state securities laws, (iv) the investor is aware of, and has executed and delivered, the subscription agreement to be entered into in connection with the purchase of the Shares, (v) the investor is aware of the absence of a market for the Shares, and (vi) unless otherwise approved by the Company, such investor meets the suitability requirements set forth below.

Each investor must verify and provide written proof that he, she or it qualifies as an "accredited investor," as such term is defined in Rule 501(a) of Regulation D under the Securities Act, and must demonstrate the basis for such qualification. To be an accredited investor, an investor must fall within any of the following categories at the time of the sale of the Shares to that investor:

- (1) A natural person whose individual net worth, or joint net worth with the person's spouse, at the time of such person's purchase of the Shares exceeds \$1,000,000;
- (2) A natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

(3) A bank as defined in Section 3(a)(2) of the Securities Act, or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; a broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; an insurance company as defined in Section 2(13) of the Securities Act; an investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that Act; a Small Business Investment Company licensed by the United States Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivision, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of that Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan with the investment decisions made solely by persons that are accredited investors;

(4) A private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;

(5) An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the Shares, with total assets in excess of \$5,000,000.

6) A director or executive officer of the Company;

(7) A trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; and

(8) An entity in which all of the equity owners are accredited investors (as defined above).

As used in this Memorandum, the term "net worth" means the excess of total assets over total liabilities. In computing net worth for the purpose of (1) above, the principal residence of the investor must be valued at cost, including cost of improvements, or at recently appraised value by an institutional lender making a secured loan, net of encumbrances. In determining income, an investor should add to the investor's adjusted gross income any amounts attributable to tax exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depletion, contributions to an IRA or other retirement plan, alimony payments, and any amount by which income from long term capital gains has been reduced in arriving at adjusted gross income.

Each investor must furnish evidence of status as an accredited investor using one or more of the following guidelines:

Accredited Investor Verification Based on Income: Any Internal Revenue Service form that reports the purchaser's income for the two most recent years (including, but not limited to, Form W-2, Form 1099, Schedule K-1 to Form 1065, and Form 1040) and a written representation from the investor that he or she has a reasonable expectation of reaching the income level necessary to qualify as an accredited investor during the current year.

Accredited Investor Verification Based on Net Worth: One or more of the following types of documents dated within the prior three months and a written representation from the investor that all liabilities necessary to make a determination of net worth have been disclosed:

With Respect to Assets: Bank statement, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, and appraisal reports issued by independent third parties; and

With respect to liabilities: A consumer report from at least one of the nationwide consumer reporting agencies; or

Third Party Verification of Accredited Investor Status: A written confirmation from one of the following persons or entities that such person or entity has taken reasonable steps to verify that the investor is an accredited investor within the prior three months and has determined that such investor is an accredited investor:

(1) A registered broker-dealer;

(2) An investment adviser registered with the SEC;

(3) A licensed attorney who is in good standing under the laws of the jurisdictions in which he or she is admitted to practice law; or

(4) A certified public accountant who is duly registered and in good standing under the laws of the place of his or her residence or principal office.

Any person or entity who meets the suitability standards set forth herein and who desires to purchase Shares offered hereby shall be required to deliver all of the following to the Company prior to such purchase: (a) Signed original copies of the Subscription Agreement. On each signature page, the subscriber must sign, print his, her or its name, address, and social security number or tax identification number where indicated and print the number of Shares subscribed for and the date of execution. The Subscription Agreement will also contain an "accredited investor" questionnaire. All questions on the questionnaire must be answered in full. If the answer to any question is "no" or "not applicable," please so state. The last page of the Subscription Agreement must contain the printed name of the subscriber, the required signature and the date of execution. (b) The accredited investor verification documentation as described above. (c) A check or money order equal to the total purchase price of the Shares being purchased.

The Company reserves the right to accept or reject any subscription for Shares in whole or part for any reason whatsoever. If a subscriber is rejected by the Company, all funds tendered for investment will be returned to the subscriber, without interest or deduction, promptly after such rejection, along with notice thereof.

8. ADDITIONAL INFORMATION

As a prospective investor, you and your professional advisors are invited to review any materials available to us relating to our Company, our plan of operation, our management and financial condition, this Offering and any other matter relating to this Offering. We will afford you and your professional

advisors the opportunity to ask questions of, and receive answers from, our officers concerning such matters and to obtain any additional information (to the extent we possess such information and can acquire it without unreasonable expense) necessary to verify the accuracy of any information set forth in the Memorandum. All such information and materials may be requested from Jennifer Piniaha at (800)961-2456 xt. 801.

This Memorandum may be amended or supplemented from time to time, in order to provide prospective investors with any material changes in our affairs that are not disclosed in this Memorandum.

PYROCHILL SOLUTIONS, INC.