

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD NOT INVEST ANY FUNDS IN THIS LISTING UNLESS YOU CAN AFFORD TO LOSE YOUR ENTIRE INVESTMENT. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE LISTING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED OR APPROVED BY MERJ, HORIZON FINTECH ADVISORS, THE REPUBLIC OF SEYCHELLES OR ANY FEDERAL SECURITIES COMMISSION OR REGULATORY AUTHORITY OF ANY OTHER JURISDICTION. FURTHERMORE, THESE AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THESE LISTING PARTICULARS OR COMPLETENESS OF ANY LISTING DOCUMENT OR LITERATURE. THESE LISTING PARTICULARS AND ALL ANNEXURES THERETO SHALL BE GOVERNED AND CONSTRUED UNDER AND IN ACCORDANCE WITH THE LAWS OF THE REPUBLIC OF SEYCHELLES AND THE LISTING REQUIREMENTS OF MERJ EXCHANGE. YOUR ATTENTION IS DRAWN TO THE SPECIAL NOTE ON FORWARD-LOOKING STATEMENTS ON PAGE 3 OF THESE LISTING PARTICULARS.

THE SHARE TOKENS ARE ONLY SUITABLE FOR INVESTORS: (I) WHO UNDERSTAND THE POTENTIAL RISK OF CAPITAL LOSS AND THAT THERE MAY BE LIMITED LIQUIDITY IN THE UNDERLYING INVESTMENTS OF THE COMPANY; (II) FOR WHOM AN INVESTMENT IN THE SHARE TOKENS IS PART OF A DIVERSIFIED INVESTMENT PROGRAM; AND (III) WHO FULLY UNDERSTAND AND ARE WILLING TO ASSUME THE RISKS INVOLVED IN SUCH AN INVESTMENT PROGRAM. IT SHOULD BE REMEMBERED THAT THE PRICE OF THE SHARES AND THE INCOME FROM THEM CAN GO DOWN AS WELL AS UP.



(a Nevada Company)

LISTING OF UP TO 87,197,373 DIGITAL SHARES, IN AGGREGATE THROUGH AN INITIAL LISTING OF CLASS A COMMON TOKENIZED SHARES ("SHARE TOKENS").

MARKET PARTICIPANTS ARE ADVISED THAT TRADING IN BLACKWELL 3D CONSTRUCTION CORP. SHARES WILL BE ISSUED AS SHARE TOKENS AND THE LISTING WILL BE IN UNITED STATES DOLLARS ("USD").

The date of These Listing Particulars is 7/26/2024.

**Sponsor Advisor
Horizon Fintech Advisors Ltd.**

Definitions

“Horizon” means Horizon Globex GmbH, an organization designated by the Company to carry out the duties of registrar for the Share Tokens and is responsible for keeping the real time records of Holders of the Share Tokens in accordance with the Securities Facility Rules of MERJ Dep.

“MERJ Dep” means MERJ Depository and Registry, a licensed Securities Facility pursuant to the Seychelles Securities Act 2007 and the appointed registry and depository of MERJ Exchange.

“MERJ Exchange” means MERJ Exchange Limited, a licensed Securities Exchange pursuant to the Seychelles Securities Act 2007.

“MERJ Clear” means MERJ Clearing and Settlement Limited, a licensed Clearing Agency pursuant to the Seychelles Securities Act 2007 and operator of a Real Time Gross Settlement securities settlement system pursuant to the Seychelles National Payment Systems Act 2013.

“MERJ Depository Interests” or **“MDI”** means a 1:1 unit of beneficial ownership in a Principal Eligible Asset (e.g., Common Stock), registered in the name of an appointed Depository Nominee of MERJ Dep.

“Share Token” means an MDI that is issued in the form of a Digital Token and recorded via book-entry method on the register maintained by the Registrar.

“Transmutation” means to cause Common Stock to be converted into Share Tokens or vice versa in accordance with the Securities Facility Rules of MERJ Dep.

Listing General Information

Prepared by Horizon Fintex Advisors Limited and issued in terms of the Listings Rules of MERJ Exchange.

These Listing Particulars are issued in compliance with the Listings Requirements of MERJ Exchange to provide information to the public about the Company. In addition, an application has been made to the MERJ Exchange for the securities to be admitted to the Official List and that these shares also currently trade on OTC with ticker symbol “BDCC”.

As of April 22, 2024, **Blackwell 3D Construction Corp.’s** (the “Company”, “Corporation”) authorized share capital is referenced in the Company’s 1-A/A and can be found at the below link.

https://www.sec.gov/Archives/edgar/data/1495648/000147793224002271/bdcc_1a.htm

Annual Meetings

Reference to Annual Meetings can be found in the Company Bylaws at the below link:

http://www.sec.gov/Archives/edgar/data/1495648/000147793224001367/bdcc_ex22.htm

On July 23, 2024, MERJ Exchange approved an application from the Company to list up to 87,197,373 shares of Common Stock, with \$0.00001 par value, being the entire issued share

capital of the Company post-closing of the Regulation A offering, on Upstream, a MERJ Exchange Market, under the abbreviated name and share code “BDCC” and ISIN US10973Y1073. The date of listing and commencement of trading is expected to be on or about July 26, 2024.

The Company has not paid either a cash dividend or a stock dividend; or effected a spin-off from the date of its formation. No such acts or activities are being contemplated for the future.

With a dual listing on Upstream, a MERJ Exchange Market, participants of Upstream will hold and trade beneficial interests in the Common Stock in the form of Share Tokens using the Upstream Platform, <https://upstream.exchange/>. The register of Holders of the Share Tokens will be maintained by Horizon as the Registrar. The underlying Common Stock represented by the Share Tokens shall be held in “street name” on the Principal Register maintained by the Transfer Agent in the name of MERJ Nominees Ltd., a bankruptcy remote, wholly owned subsidiary of MERJ Dep (“Depository Nominee”).

The Directors of the Company, whose names are given in this Notice, collectively and individually accept full responsibility for the accuracy of the information given in these Listing Particulars and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain the accuracy of such facts have been made up to and including the last practicable date and that the document contains all information required by law and by the Listing Requirements of MERJ Exchange.

Copies of these Listing Particulars and all updates and amendments to these Listing Particulars up to the date of listing are available in English from the registered offices of Blackwell 3D Construction Corp., 701 South Carson Street, Suite 200 Carson City, NV 89701 and the offices of the Sponsor Advisors at F20, 1st Floor, Eden Plaza Court, Eden Island, Seychelles as well as on the Upstream App, the Upstream website <https://upstream.exchange/> and the MERJ Exchange website, <https://merj.exchange/>.

Sponsor Advisor: Horizon Fintex Advisors Ltd.

Date of issue: July 26, 2024

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

These Listing Particulars contains forward looking statements based on assumptions and reflects the Directors expectations, estimates and projections of future events as of the date of this Pre-Listing Statement. Forward-looking statements include, without limitation, statements regarding the performance, prospects, opportunities, priorities, targets, goals, objectives, strategies, growth and outlook of the Company. Often, but not always, forward looking statements can be identified by the use of words such as “expects”, “anticipates”, “plans”, “believes”, “estimates”, “seeks”, “intends”, “targets”, “projects”, “forecasts”, or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward looking statements are based upon certain material factors and assumptions that were applied in drawing a conclusion or making a forecast or projection, including assumptions and analyses made by the Directors in the light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors that are

believed to be appropriate in the circumstances. Also, forward looking statements involve known and unknown risks, uncertainties and other factors that are beyond the Directors control, and which may cause the actual results, performance or achievement to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such material factors and assumptions and risks and uncertainties include, among others, those which are incorporated into these Listing Particulars and qualify any and all forward-looking statements made in these Listing Particulars.

Market data and industry information contained in these Listing Particulars are derived from various trade publications, industry sources and company estimates. Such sources and estimates are inherently imprecise. However, the Directors believe that such data and information are generally indicative of market position. The Directors of the Company are under no obligation to update this information nor any forward-looking statements whether as a result of new information, future events or otherwise beyond its issue date, except as required by law.

Although the Directors have attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events and results to differ from those anticipated, estimated or intended. There can be no assurance that actual results will be consistent with these forward-looking statements.

Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements herein relate only to events or information as at the date on which the statements are made and, except as specifically required by law, the Directors undertake no obligation to update or revise any forward-looking statements, whether because of new information, estimates or opinions, future events or results or otherwise.

NOTICE TO INVESTORS

Prospective investors should inform themselves as to the legal requirements and tax consequences within the countries of their citizenship, residence, domicile and place of business with respect to their acquisition, holding or disposal of the Share Tokens, and any foreign exchange restrictions that may be relevant thereto. These Listing Particulars do not constitute an offer to sell or the solicitation of an offer to buy in any state or other jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such state or jurisdiction. In particular, the information contained in these Listing Particulars does not constitute an offer of securities for sale in the United States. None of the securities described or directly or indirectly referred to in these Listing Particulars have been nor will they be registered under the Securities Act of 1933, as amended (“U.S. Securities Act”). The Share Tokens may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act or pursuant to an exemption from, or in a transaction not subject to, such registration. Accordingly, the Share Tokens are being offered and sold only in offers and sales that occur outside the United States to purchasers who are not U.S. persons (as defined in Regulation S) in offshore transactions in reliance on Regulation S under the U.S. Securities Act. By purchasing the Share Tokens, investors are deemed to have acknowledged, represented and warrant this to the Company.

The information in these Listing Particulars is for general guidance only and it is the responsibility of any person or persons in possession of these Listing Particulars and wishing

to make an application to subscribe for the Share Tokens to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction.

The securities offered involve a high degree of risk and may result in the loss of your entire investment. Any person considering the purchase of these securities should consult with his, her or its legal, tax and financial advisors prior to making an investment in securities. The securities should only be purchased by persons who can afford to lose all of their investment. In making an investment decision, investors must rely on their own examination of the Company and the terms of the listing, including the merits and risks involved.

No person is authorized to give any information or make any representations (whether oral or written) in connection with the contents of these Listing Particulars except such information as is contained in these Listing Particulars and in any annexures, hereto. Only information or representations contained herein may be relied upon as having been authorized.

Neither the issue nor the delivery of these Listing Particulars at any time shall imply that information contained herein is correct as of any time subsequent to the issue date. Readers of these Listing Particulars should not construe its contents, or any prior or subsequent communications from the Company or any of its agents, officers, or representatives, as legal or tax advice. Readers should consult their own advisers as to legal, tax and related matters concerning an investment in the Company.

Neither the Directors nor their agents make any representation to any potential purchaser of securities regarding the legality of an investment therein by such investor under applicable legal investment regulation or similar laws.

These Listing Particulars does not constitute an offer to sell or issue, or the solicitation of an offer to purchase, subscribe for or otherwise acquire, Share Tokens in any jurisdiction where such an offer or solicitation would be unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company. The distribution of these Listing Particulars and the offer of the Share Tokens in certain jurisdictions may be restricted by law.

Other than in the Seychelles, no action has been or will be taken to permit the possession, issue or distribution of these Listing Particulars (or any other listing materials or publicity relating to the Share Tokens) in any jurisdiction where action for that purpose may be required or doing so is restricted by law. Accordingly, neither these Listing Particulars, nor any other listing materials or publicity relating to the Share Tokens may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession these Listing Particulars (or any other listing materials or publicity relating to the Share Tokens) comes should inform themselves about and observe any such restrictions.

NOTICE TO U.S. PERSONS

No offer or sales of the Share Tokens shall be made to U.S.-based investors, either U.S. citizens or permanent residents of the United States. There has not been and will be no public offering of the Share Tokens in the United States. The Share Tokens have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, resold, pledged, delivered, distributed or otherwise transferred, directly or indirectly, into or within the United States.

NOTICE TO CANADIAN PERSONS

No offer or sales of the Issuer shares shall be made to Canadian-based investors, either Canadian citizens or permanent residents of Canada. There has not been and will be no public offering of the Share Tokens in Canada, and may not be offered, sold, resold, pledged, delivered, distributed or otherwise transferred, directly or indirectly, into or within Canada.

SUMMARY

1. INTRODUCTION

The Company was originally incorporated under the laws of the State of Florida on May 11, 2010, under the name Benefit Solutions Outsourcing Corp. The Company was initially formed to offer small and medium-sized businesses services that reduced invoicing expenses, speed up receipt of monies, and allowed authorization and recovery of paper drafts.

Blackwell 3D Construction owns certain innovative 3D house printing technology (the “**Technology**”) assets aimed at revolutionizing the construction industry. Our goal is to specialize in printing fully functional and livable residential housing and small-scale apartment buildings in a fraction of the time and cost compared to traditional construction methods. Initially, our focus will be on launching in the United States and in Southeast Asia. Our 3D house printing process involves using a large-scale printer and a specialized concrete mixture to create the structural components of the house. The printing process is highly automated, allowing us to create intricate designs and details with precision. Blackwell’s unique approach to construction has several advantages.

1. Our 3D printed houses are much faster to build than traditional houses, taking only a few weeks to complete;
2. Our process is much more environmentally friendly, producing less waste and using less energy; and,
3. Our construction costs are significantly lower, allowing us to offer affordable housing solutions.

We cater to a diverse range of clients, including individuals, businesses, and governments, who are looking for a modern and cost-effective solution to their construction needs. Our experienced team can design customized houses that meet our client’s specific requirements and preferences. As we implement our business plan, we intend to constantly innovate and improve our Technology to provide even better solutions for our clients.

The Corporation’s head and registered office is located at 701 South Carson Street, Suite 200 Carson City, NV 89701. The Company’s web site is <https://www.blackwell3d.com/>.

2. OVERVIEW

Blackwell 3D Construction Corp. Key Points: Our vision is to revolutionize the construction industry by utilizing 3D concrete printing technology to create sustainable and low-carbon footprint homes.

- The traditional construction industry is inefficient, wasteful, and has a significant carbon footprint. The need for sustainable and innovative solutions to address these issues has never been greater.
- We will utilize 3D concrete printing technology to create sustainable and low-carbon footprint villas. Our approach will significantly reduce the time, resources, and waste generated during construction, resulting in a more efficient and cost-effective process.
- We intend to construct sustainable homes using 3D concrete printing technology. These homes will be designed with sustainability in mind and will incorporate features such as solar panels, energy-efficient systems, and green roofs. This will provide a low-carbon footprint alternative to traditional construction methods.
- We intend plans to file for several patents related to 3D concrete printing technology and sustainable construction methods. Our innovative approach to construction has

the potential to disrupt the traditional construction industry and create a new market for sustainable solutions.

- We believe that our solution provides a more efficient and cost-effective alternative to traditional construction methods, while also addressing the growing need for sustainable solutions in the industry. The market potential for sustainable and innovative construction solutions is significant, with a growing demand for sustainable and eco-friendly buildings.
- Our Management team consists of experienced professionals in the construction industry, with expertise in 3D printing technology, sustainable design, and finance. Our team is committed to creating innovative and sustainable solutions to address the challenges facing the construction industry.

Blackwell's approach to construction, utilizing 3D concrete printing technology, provides an opportunity to disrupt the traditional construction industry and potentially become a leader in sustainable construction. With a focus on sustainability, innovation, and efficiency.

Blackwell is committed to creating a better future for the construction industry and the world. As we advance our plan of operation, we believe there are a few corporate pillars that we must follow in order to achieve success:

1. **Innovation Leadership:** We are dedicated to staying at the forefront of 3D printing technology, continuously pushing boundaries to develop and refine cutting-edge solutions for the housing industry.
2. **Sustainability:** We are committed to minimizing the environmental impact of construction. Our 3D printing processes prioritize the use of eco-friendly materials and reduce waste, contributing to a greener and more sustainable future.
3. **Affordability and Accessibility:** We believe that everyone deserves a safe and comfortable home. By leveraging 3D printing technology, we aim to make housing more affordable and accessible, addressing housing challenges worldwide.
4. **Customization:** Recognizing the diversity of individual needs and preferences, Blackwell offers a range of customizable designs and features, ensuring that each home is uniquely tailored to the needs and tastes of its occupants.
5. **Community Building:** Beyond constructing houses, we are committed to building communities. Through strategic partnerships and community outreach programs, we will seek to contribute to the development and well-being of the areas in which we operate.

As we embark on this transformative journey, Blackwell 3D Construction Corp. is poised to redefine the future of housing, making quality homes more accessible, sustainable, and customized than ever before.

3. Management & Directors

Set forth below is information regarding our directors and executive officers as of the date of this Listing Particulars.

Name	Officer & Director	Residential Address
Mohammed Saif Zaveri (1)(2)(3)	Chief Executive Officer, President, and Chairman of the Board of Directors	1F/19, Albudoor BLDG Naif, Dubai, UAE Postal Code: 95905
Mitesh Ashok Rasaikar (4)	Chief Financial Officer, Treasurer, Secretary, Chief Technology Officer, and Director	1F/19, Albudoor BLDG Naif, Dubai, UAE Postal Code: 95905
Murali Krishna Velupillai (5)	Independent Director	1F/19, Albudoor BLDG Naif, Dubai, UAE Postal Code: 95905
Senthil Kumaran Srinivasan (6)	Independent Director	1F/19, Albudoor BLDG Naif, Dubai, UAE Postal Code: 95905

- (1) On October 12, 2023, we announced the closing of an Asset Purchase Agreement (“Purchase Agreement”) between the Company and Mr. Zaveri pursuant to which the Company acquired various assets that, together, provide a turnkey solution with respect to acquiring land, overseeing construction projects, acquisition of buildable land in major residential areas in the United Arab Emirates, and the development of a 3-D printer for use in residential single-home and small-scale apartment building construction.
- (2) On March 13, 2024, Mr. Zaveri entered into an Employment Agreement with the Company whereby he agreed to act as the Company’s Chief Executive Officer, President, and Chairman of the Board of Directors.
- (3) On October 12, 2023, Mitesh Ashok Rasaikar was appointed by the Company’s board of directors to act as the Company’s Chief Financial Officer, Treasurer, Secretary, Chief Technology Officer, and Director.
- (4) On October 12, 2023, Murali Krishna Velupillai was appointed to the Company’s board of directors as an independent director.
- (5) On October 12, 2023, Senthil Kumaran Srinivasan was appointed to the Company’s board of directors as an independent director.

Mr. Mohammed Saif Zaveri: Mr. Zaveri is an investor and entrepreneur with over a decade of business acumen spanning various sectors including marketing, finance, and particularly, real estate. Mr. Zaveri is known for fusing visionary investment strategies with in-depth market research and is particularly distinguished for his leadership in the realm of technologically-driven real estate, with a keen emphasis on ESG (Environmental, Social and Governance) standards. From 1999 – 2011 Mr. Zaveri attended High School at the St. Peters School ICSE, Mumbai, India, then from 2011 – 2016, Mr. Zaveri attended College at Lala Lajpat Rai College, Mumbai, India where he received a Bachelors in Management Studies. Since January 2023, he has been the CEO of Blackwell Realtech 3D Printing Construction LLC (“BRP”) in Dubai. As BRP CEO, Mr. Zaveri has developed key operational initiatives to drive and maintain growth, has overseen the development of a revolutionary 3D printing technology for use in home construction and incorporated ESG standards. Further, he has worked to align organizational objectives with the Company mission to integrate work strategies and has conducted target market research to scope out industry competition and identify advantageous trends. Also, since September 2022, Mr. Zaveri has worked at Blackwell Properties LLC (“BP”), a company he co-founded. Located in Dubai, Mr. Zaveri’s primary function at BP has been to take the lead in the acquisition and sale of luxurious real estate properties in Dubai and throughout the Middle East. Blackwell has consistently been an innovator in property leasing strategies and developing and delivered top-tier management and brokerage services. Prior to the above, from May 2017 to August 2021, Mr. Zaveri was involved with The Wedding Junction Show and The Wedding Junction (collectively, the “Wedding Junction”), both located in Mumbai. Mr. Zaveri co-founded the Wedding Junction and while at each he assisted in curating luxury exhibitions, organizing Bollywood fashion showcases and generally managing events. We believe that Mr. Zaveri possesses attributes that qualify him to serve as an officer and director of the Company, including his leadership skills, and experience.

Mr. Mitesh Ashok Rasaikar: Mr. Rasaikar is an accomplished operations executive and technopreneur boasting over 5 years of experience in real estate. His proficiency spans Technology, Finance, and Property Management. From 2004 – 2006 Mr. Rasaikar attended Junior College at BHAVANS COLLEGE, Mumbai, India. Presently and since January 2023, he has served as the COO of Blackwell Realtech 3D Printing Construction LLC (“BRP”), a company based out of Dubai and of which he is a co-founder. While at BRP, Mr. Rasaikar has

been tasked with spearheading the integration of ESG standards in projects, endorsing the use of solar panels, hybrid charging systems, and promoting sustainable living. Also, since September 2022, Mr. Rasaikar has worked at Blackwell Properties LLC (“BP”), another company which he co-founded that is located in Dubai. At BP, he is responsible for the acquisition and sale of luxurious real estate properties in Dubai and throughout the Middle East. From January 2021 to January 2022, Mr. Rasaikar worked as a consultant for HBA First. As a consultant, he designed and implemented actionable strategies to bolster growth within the forex industry and liaised with key stakeholders, ensuring alignment of business goals and objectives. Since September 2022, Mr. Rasaikar has also worked as a consultant with Belfrics Prime out of Dubai where he successfully established Belfrics as a leading B2B bespoke liquidity provider in the forex industry and he successfully navigated the regulatory landscape to ensure the company’s consistent compliance with multiple jurisdictions. From May 2017 to August 2021, Mr. Rasaikar founded The Blockchain Studio in Mumbai, where he worked developing blockchain platforms, spearheading innovative apps, and founded an ecosystem fostering collaboration and growth among blockchain experts. We believe that Mr. Rasaikar possesses attributes that qualify him to serve as an officer and director of the Company, including his leadership skills, and experience.

Mr. Murali Krishna Velupillai: Mr. Velupillai is an investment and fintech professional consultant with over 15 years of experience in managing large family offices. Presently, he consults with the Kolte Patil Group Family Office, a position he has held since 2017. Prior to that, he consulted with Unilazer Ventures (Ronnie Screwvala) & Famy Care (Taparia’s), also well-established family offices. In his current assignment with the Kolte Patil Family Office, he is overseeing their funding plans as well as managing their forays into new age investment ventures. Over the last decade & a half he has played a pivotal role in developing a vision for family offices as well as developing a robust investment philosophy. In addition, he assists with the management of equity and fixed income portfolios as part of his consulting functions. He received his MBA from IBS Hyderabad and a science graduate in Mathematics from Kerala University. Additionally, Mr. Velupillai completed a PGPM (Post Graduate Management Program for Executives) from UCLA Anderson School of Management and he is now working on his PHD thesis. We believe that Mr. **Velupillai** possesses attributes that qualify him to serve as a member of the Board, including his leadership skills, and experience.

Mr. Senthil Kumaran Srinivasan: Since September 2018, Mr. Srinivasan has served as the Chief Technology Officer for Belfrics BT, a leading blockchain company located in Bengaluru, India. While there, he has been the key architect responsible for the execution of the Company’s core trading platform. Moreover, in his role as CTO, he has executed deep learning models for extracting data from National ID’s (India, Malaysia, Nigeria, Tanzania) for KYC onboarding, strategizing and executing a patented KYC based blockchain (Belrium) for crypto currency exchanges and extended the product to support E-KYC use cases for merchant consortium. He has also been involved in the architecture of implementing National Level Health ID Project (ABDM India) Architected and executed the liquidity integration feeds for near real time trading support. He was responsible for the infrastructure migration from Amazon Web Services to Alibaba for cost saving purposes. Mr. Srinivasan received his Master of Science in Computer Science in 2012 from The University of Texas at Dallas, Richardson, TX. His extensive technical skills, (i) Tech Architecture, Algorithm Design, Large Scale System Design, Deep Learning, Machine Learning, Information Retrieval, and Graph Algorithms; (ii) Programming Languages: Java, Python, C, and GoLang (iii) Operating Systems: Windows, UNIX. MAC Databases: MYSQL, Oracle, PostGreSql, MSSQL NoSQL: Elasticsearch, Redis; and (iv) Big Data Tech: Kafka, Spark, AirFlow, Celery, RabbitMQ. We believe that Mr. **Srinivasan** possesses attributes that qualify him to serve as a member of the Board, including his leadership skills, and experience.

Outside Directorship Disclosure

Executives and Directors of the Company do not currently have outside directorships.

Compensation of Officers and Directors

The Company's Compensation of Officers and Directors is referenced in the Company's 1/A and can be found at the below link.

https://www.sec.gov/Archives/edgar/data/1495648/000147793224002271/bdcc_1a.htm#EXECUTIVECOMPENSATION

Proposed Compensation Post-Listing

Compensation Post-Listing is not expected to change from Pre-Listing compensation.

Director Powers

See Company Bylaws

4. LISTING TIMETABLE

The Listing is expected to commence on or about July 26, 2024.

5. LISTING INFORMATION

On July 23, 2024, MERJ Exchange approved an application from the Company to list up to 87,197,373 shares of Common Stock, with \$0.00001 par value, being the entire issued Common share capital of the Company post-closing of the Regulation A offering, on Upstream.

6. DEALING CODES

- Incorporated in Florida on May 11, 2010
- Tickers: OTC: BDCC
- ISIN US10973Y1073

7. TRADING INFORMATION

- OTC: BDCC
- US SEC FILINGS:
<https://www.sec.gov/edgar/browse/?CIK=1495648&owner=exclude>

8. MAJOR SHAREHOLDERS

Company's shareholders are referenced in the Company's 1-A/A and can be found at the below link.

https://www.sec.gov/Archives/edgar/data/1495648/000147793224002271/bdcc_1a.htm#SECURITYOWNERSHIP

9. ACTION REQUIRED

Purchases of Share Tokens can be made using the Upstream App.

If you are in any doubt as to what action to take, you should please consult your broker, attorney, or other professional advisor immediately.

The Share Tokens issued in connection with the Listing will only be tradable using the Upstream App, which is available for download from app stores using the links published on <https://upstream.exchange/>.

10. DIVIDEND POLICY

The Company has never issued dividends and there is no plan to issue dividends in the near term.

We have never paid any dividends on our Shares and there can be no assurance that we will ever have sufficient earnings to pay any dividends with respect to our Shares. Moreover, even if we have sufficient earnings, we are not obligated to declare dividends with respect to our Shares. The future declaration of any cash or stock dividends shall be in the sole and absolute discretion of the Board of Directors and shall depend upon our earnings, capital requirements, financial position, general economic conditions, and other pertinent factors. It is also possible that the terms of any future debt financing may restrict the payment of dividends.

11. DIRECTORS, ADVISERS AND OTHER SERVICE PROVIDERS

Directors	Mohammed Saif Zaveri Mitesh Ashok Rasaikar Murali Krishna Velupillai Senthil Kumaran Srinivasan
Registered Office	701 South Carson Street, Suite 200 Carson City, NV 89701
Sponsor Advisor	Horizon Fintex Advisors Ltd. F20, 1st Floor, Eden Plaza Court, Eden Island, Seychelles
Transfer Agent	Transhare 17755 North US Highway 19 Suite 140 Clearwater, FL 33764
Registrar	Horizon Globex GmbH Baarerstr. 57, 6302 Zug Switzerland
Reporting Accountants and Auditors	Victor Mokuolu, CPA PLLC PO Box 421381 Houston, TX 77242
Legal advisers to the Company	Lockett + Horwitz 26632 Towne Centre Drive, Suite 300 Foothill Ranch, CA 92610

12. LEGAL FOUNDATION

The Board of Directors of the Company approved the listing of the Company's Common Stock on Upstream at its meeting held on June 11, 2024 and in its application agreed, once listed, to comply with the Listing Rules of MERJ Exchange. MERJ Dep has also approved the Share Tokens as "Approved Eligible Assets" which is a pre-requisite to being traded on a MERJ Exchange market, including Upstream. The Share Tokens are recognized as securities pursuant to Schedule 1 of the Seychelles Securities Act.

13. GENERAL APPOINTMENT OF HORIZON AS REGISTRAR

Horizon Globex GmbH ("Horizon") is designated by the Company, pursuant to the Agreement dated May 31, 2024, to carry out the duties of registrar for the Share Tokens and is responsible for keeping records of Holders of the Share Tokens, defined herein as the Registrar. The Registrar (i) records the Holders of Share Tokens in book-entry form, (ii) acts as paying agent to pay out dividends to Holders of Share Tokens, (iii) handles lost, destroyed, or stolen Share Tokens, and (iv) facilitates the transfer of Common Stock to Share Tokens and vice versa ("Transmutation").

14. PROCEDURES FOR ISSUANCE OF NEW SECURITIES

Horizon is authorized and directed to facilitate the issuance and allocation of the Share Tokens, including Digital Tokens, from time to time upon receiving from the Company all of the following:

- Written instructions as to the issuance of the Share Tokens from an authorized officer of Company;
- An opinion of Company's counsel that -
 - the Share Tokens are duly authorized, validly issued, fully paid and nonassessable, and
 - no order or consent of any governmental or regulatory authority other than that provided to Horizon is required in connection with the issuance of the Share Tokens or, if no such order or consent is required, a statement to that effect. The opinion should also indicate whether it is necessary that the Share Tokens be subject to transfer restrictions or a statement to the effect that all Share Tokens to be issued are freely transferable upon presentation to Horizon for that purpose.
- Confirmation that the underlying Principal Eligible Assets have been issued and credited to the name of the Depository Nominee on the Principal Register maintained by the Transfer Agent;
- Such further documents as Horizon may reasonably request.

Securities Depository

MERJ Dep will act as securities depository for the Share Tokens. MERJ Dep is licensed and regulated in Seychelles pursuant to the Seychelles Securities Act 2007 as a Securities Facility. MERJ Dep provides registry and depository services for global issuers of Eligible Assets including shares, debt instruments and depository interests thereof that are listed and traded on any market of MERJ Exchange, including Upstream.

The underlying securities will be issued and registered in the name of MERJ Nominees Ltd., MERJ Dep.'s limited purpose, bankruptcy remote Depository Nominee, or another approved depository nominee if requested by MERJ Dep. A record of the Holders of the Share Tokens will be maintained in a register in accordance with the MERJ Dep Securities Facility Rules.

MERJ Dep. along with MERJ Clear, a licensed clearing agency, together facilitate the book-entry, delivery vs. payment (DvP) settlement of securities listed and quoted on Upstream in accordance with their respective rules as amended from time to time. This eliminates the need for physical movement of securities certificates.

MERJ Clear and MERJ Dep. are wholly owned subsidiaries of MERJ Exchange Limited (“MERJ Exchange”). MERJ Exchange is a publicly traded company and is self-listed on the Main Board of MERJ Exchange.

Purchases of Share Tokens will result in a credit to the account of the purchaser in their Upstream member account. The purchasers will then have an ownership interest which is recorded directly in the Upstream App.

Purchasers of Share Tokens will not receive written confirmation from any MERJ company of their purchase. Such purchasers, however, shall receive digital confirmations providing details of the transaction from the Upstream App.

Holders and beneficial owners will not receive certificates representing their ownership interests in the Share Tokens, except in the event that use of the MERJ System for the Share Tokens is discontinued.

MERJ Dep. may discontinue providing its services as depository with respect to the Share Tokens at any time by giving reasonable notice to the Company or its agent. Under such circumstances, MERJ Nominees will work with the Company, its Transfer Agent and the Registrar to ensure that Holders of Share Tokens will be converted and reflected as Holders of the underlying Common Stock of the Company.

We executed a certificate of appointment of MERJ Depository and Registry Limited (“MERJ Dep.”) as a Securities Facility and confirmed that the shares outstanding on the date of the certificate execution (a) are duly authorized, validly issued, fully paid and non-assessable and any pre-emptive and other contractual rights related to all issuances of the shares have been satisfied, and (b) have been registered under the applicable law of the domicile of the company or are exempt from registration. All issuances and transfers of company shares have been, and after the date of the certificate will be, in compliance with all applicable laws, rules and regulations. The company requires MERJ Dep. to provide services (“Securities Facility Services”) as prescribed in the MERJ Dep Securities Facility Rules, including the Directive on Depository Interests and MERJ Dep. Procedures as a requirement of its listing on Upstream.

MERJ Dep. is a company licensed as a Securities Facility pursuant to the Seychelles Securities Act, 2007. The Issuer that lists its Securities on the Seychelles Securities Exchange, operated by MERJ Exchange Ltd., known as Upstream, utilizes MERJ Dep. to provide Securities Facility Services to manages it securities as prescribed in an agreement with the Issuer and pursuant to the MERJ Dep.’s Securities Facility Rules, including the Directive on Depository Interests and MERJ Dep. procedures as a requirement of its listing on MERJ Exchange Ltd. The Issuer appoints MERJ Dep. to act as the Depository Nominee in respect of any securities traded which are quoted on Upstream and grants MERJ Dep. as the Depository Nominee, pursuant to the Securities Facility Rules Directive on Depository Interests.

MERJ Depository maintains the MERJ Subregister of MDIs (Upstream securities). Any shareholder wishing to deposit shares with Upstream will follow the prompts on the Upstream app to initiate and approve this transaction. Once satisfied with the legitimacy of each deposit request, our transfer agent will make an entry in their register to give effect to the deposit by moving and vesting title in the securities in the name of the Depository Nominee. It will also notify MERJ Dep. or its appointed agent which will then make the MDIs available for trading on Upstream pursuant to its rules and procedures. All resales are governed by the rules governing the activities of Upstream and shall be

reflected only on the MERJ Dep. Subregister. Title to the securities reflected as MDIs will be held in the name of MERJ Nominees Ltd. on the books of the transfer agent. All subsequent resales of the Upstream securities are conducted in accordance with the rules governing Upstream and will be reflected only on the MERJ Dep. Subregister.

Share Tokens

Our Share Tokens exist solely as book-entry shares within the records of the Registrar. Share Tokens will not have traditional share certificates. Holders of Share Tokens have all of the same rights as a holder of the Common Stock including rights to dividends and to receive notices and vote at general meetings. Trading and settlement of the Share Tokens is governed by the rules and procedures under which Upstream operates.

Although records of secondary transfers of Share Tokens between stockholders, which we refer to as “peer-to-peer” transactions, would be viewable on a blockchain network, record and beneficial ownership of our Share Tokens is reflected on the book-entry records of the Registrar. The Registrar’s records constitute the official shareholder records for our Share Tokens and govern the record ownership of our Share Tokens in all circumstances.

Share Tokens are “Ethereum ERC20” digital tokens that are transferrable between approved accounts, exclusively using the Upstream App, in peer-to-peer transactions on a blockchain network, as described below under “Trading Share Tokens” following the closing of this listing. Share Tokens are created, held, distributed, maintained and deleted by the Registrar, and not by the Upstream App and cannot be created or deleted by any entity other than the Registrar.

The Registrar uses the Ethereum ERC20 Standard (which can interface with various blockchain networks' programming standards) to program any relevant compliance-related transfer restrictions that would traditionally have been printed on a paper stock certificate onto “smart contracts” (computer programs written to the relevant blockchain), which allows the smart contract to impose the relevant conditions on the transfer of the Share Tokens. One example of such coding is a restriction on to whom Share Tokens may be transferred. The restrictions are coded as a smart contract that overlays the Share Tokens, and the restrictions act in the same way as transfer restrictions printed on a stock certificate do, in that they prevent the unauthorized transfer of Share Tokens. Relevant transfer restrictions will be provided to the Registrar by the Company. Please refer to the Cautionary Statements section above for further information on restrictions.

15. TRADING SHARE TOKENS

Creation of an Account

In order to purchase our Share Tokens, a new potential purchaser must first create an account on the Upstream App. There is no charge for setting up this account and any person or entity that establishes an account is under no obligation to purchase Share Tokens. Setting up an account can be done directly on the Upstream App available on the website or through the App stores. In order to set up an account, a potential purchaser must navigate to <https://upstream.exchange/>, download the smartphone or desktop version of the Upstream App and follow the installation instructions to set up the Upstream App on their device.

All information provided by a potential purchaser to the Upstream App is provided by the potential purchaser directly to the Upstream App, not to the Company, and held solely by the Upstream App and not by the Company. The Registrar will maintain the identity of each record holder of our Share Tokens.

KYC/AML

On the Upstream App, a potential Share Token purchaser must complete required anti-money laundering and know-your-customer processes (the “Processes”). As part of the Processes, the Upstream App will request that potential purchasers provide their address of residence. We will not offer or sell our Share Tokens to U.S. or Canadian persons or to any persons from a Financial Action Task Force “Non-Cooperative Countries or Territories”. Once a potential purchaser has completed the Processes and been approved to be eligible to purchase Share Tokens, the potential purchaser’s account will be established on the Upstream App. The Upstream App maintains the list of approved persons or entities who have successfully completed the required Processes, including providing the Registrar with various required personal information and documentation. Share Tokens may only be sold or transferred to people or entities on the Upstream App. It is possible that in the future the Company may choose to hire a separate, third-party provider of the Processes. In either case, such external providers would perform the Processes and provide the results to the Registrar, who would then add the approved persons and entities. Once a potential purchaser has completed the Processes and been added to the Upstream App, the potential purchaser will be shown a link that returns the potential purchaser to the Upstream App. On the Upstream App, the potential purchaser will be provided with all necessary documentation that must be supplied to a potential purchaser in order for the potential purchaser to purchase Share Tokens. The potential purchaser will provide information for funding their purchase through the Upstream App, and the information will be sent directly to the Registrar through a user interface that has been consented to by the Registrar. This user interface between the Registrar and the Upstream App will also allow a potential purchaser to view the amount of Share Tokens the potential purchaser has deposited funds for on the Upstream App.

Secondary Trading/Transfers on MERJ/Upstream

The procedure for trading Share Tokens on the Upstream App shall have the following general structure:

1. A holder of Share Tokens opens the Upstream App and clicks on the “Market” screen, a specific tab within the Upstream App. The Upstream App will connect the holder, through an API, to the MERJ Exchange on which the Share Tokens are available to trade.
2. The Upstream App will require holders of Share Tokens to open and maintain accounts on the Upstream App and confirm that the holder has completed the Processes, as defined above, or the Upstream App will maintain a connection to the Registrar and will be able to import the Registrar’s information about the holder to identify the holder.
3. The holder will be able to trade Share Tokens on the Upstream App once the Upstream App has received the required information about the holder.
4. The Upstream App supports the secondary trading of Share Tokens for U.S. Dollars. The Upstream App maintains a technological connection to the Registrar, and the Registrar is informed by the Upstream App of every transfer of Share Tokens between holders. The Registrar will also maintain the same system of reconciliation between the blockchain record of the movements of the Share Tokens and the Company’s book-entry records of its Share Token ownership.

Our Share Tokens are available for trading on the Upstream App. Potential purchasers who do not yet hold Share Tokens will be required to complete the Processes, as defined above, on the Upstream App, or the Company may either choose to hire a separate, third-party provider of the Processes. Any such external provider that performs the Processes would provide the results of the Processes and other relevant information about the potential purchaser to the Registrar, who would then add any approved persons and entities to the Upstream App, as described above.

Transfers of Share Tokens

It is always possible for holders of our Share Tokens to transfer their shares out of the Upstream/MERJ secondary marketplace should the holder wish. To undertake such an external transfer, the holder would contact the Registrar and provide the Registrar with all requested information regarding the transfer. The Registrar would review the transfer restrictions applicable to the holder's Share Tokens and, if the proposed transfer was permitted, liaise with the Transfer Agent to effect the transfer.

Transfers of ownership interests in Share Tokens deposited with or held by MERJ Dep. or any of its depository nominees are accomplished by entries made in accordance with the rules of MERJ Clear and MERJ Dep.

Upstream Ethereum Layer-2 Blockchain

In order to trade Share Tokens on the Upstream Ethereum layer-2 blockchain, Ráneum <https://raneum.com/>, requires the use of the Upstream App.

The Ráneum Ethereum layer-2 blockchain does not require the Shareholder to pay validator/miner network/gas fees in order to transfer Share Tokens or collectibles when using the Upstream App.

The Registrar utilizes the Ráneum Ethereum layer-2 blockchain for the issuance and secondary trading of the ERC-20-based Share Tokens inside the Upstream App and may provide holders of its Share Tokens with certain notifications should it choose to make available Share Tokens on an alternative Ethereum layer-2 blockchain, or if the Upstream App should choose to change the Ethereum layer-1 or layer-2 blockchain on which Share Tokens were available. In the event the Registrar chooses to use an alternative Ethereum layer-1 or layer-2 blockchain, no Shareholders holdings will be affected, and no action will be required to be undertaken by the Shareholder using the Upstream App.

If the Registrar chooses to make available records of transfers of Share Tokens, they would be viewable on the Share Token's Ethereum blockchain explorer <https://explorer.upstream.exchange/>. However, book-entry records and beneficial ownership of our Share Tokens is only reflected on the off-chain records of the Registrar. The Registrar's records constitute the official shareholder records for our Share Tokens and govern the record ownership of our Share Tokens in all circumstances. No Personally Identifiable Information (PII) of Shareholders shall be recorded on any blockchain utilized by Upstream or the Registrar. The association of a natural person or entity with an Ethereum wallets public key may only be performed by the Registrar using records stored on off-chain digital media by the Registrar.

16. LITIGATION

In the ordinary course of its business, the Company may be subject to litigation from time to time. The outcome of such proceedings may materially adversely affect the value of the Company and may continue without resolution for long periods of time. Any litigation may consume substantial amounts of the Board of Directors' time and attention, and such time and resources devoted to such litigation may, at times, be disproportionate to the amounts at stake in such litigation.

17. RELATED PARTY TRANSACTIONS

Other than the issuance of shares to our current Sole-Officer, we do not have any transactions with related persons to report.

18. GENERAL

The Company is not regulated by the Financial Services Authority of the Seychelles or any other regulator.

No application is being made for the Share Tokens to be dealt with in or on any stock exchanges or investment exchanges other than the MERJ Exchange.

The Company does not own any premises and does not lease any premises.

Lock-in Period: all shareholders are locked-in and cannot trade their shares in BDCC until such time as the new Share Tokens are issued and listed following the dual listing. The Company's Directors and key members of management are subject to a Lock-in Period that matches their primary listing venue (OTC).

All general information regarding the Company is referenced in the Company's 1-A/A and can be found at the below link.

Pre S-1 shares outstanding was 37,197,373 as of April 22, 2024.

https://www.sec.gov/Archives/edgar/data/1495648/000147793224002271/bdcc_1a.htm#DESCRIPTION

Family Relationships

There are no family relationships among any of the Company's officers or directors.

19. INFORMATION POLICY

Information relating to the Company as required by the MERJ Exchange Listing Requirements will be available on its website at <https://merj.exchange>.

The Company will also publish copies of the annual reports and annual financial statements and any interim financial statements since the latest annual report and a calendar of future significant events that details all the information and meetings that may affect the rights of its shareholders on the Upstream app.

20. THIRD-PARTY SOURCES

Where third-party information has been referenced in these Listing Particulars, the source of that third-party information has been disclosed. Where information contained in these Listing Particulars has been sourced from a third party, the Company confirms that such information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

21. RISK FACTORS

An investment in our securities is speculative and involves a high degree of risk. In addition to all the documents that are part of these Listing Particulars, you should carefully consider the following risk factors regarding the Company before making an investment decision. If any of the following risks actually occur, as well as other risks not currently known to us or that we currently consider immaterial, our business, operating results and financial condition could be materially adversely affected. As a result, you may lose all or part of your investment. The risks discussed below also include forward-looking statements, and our actual results may differ substantially

from those discussed in these forward-looking statements. See “Note Regarding Forward Looking Statements” in these Listing Particulars.

An investment in the Share Tokens carries a number of risks, including the risk that the entire investment may be lost. In addition to all other information set out in these Listing Particulars, the following factors should be considered when deciding whether to make an investment in the Share Tokens. The risks set out below are those which are considered to be the material risks relating to the Company and an investment in the Share Tokens but are not the only risks relating to the Share Tokens or the Company. No guarantee can be given that Shareholders will realize a profit on, or recover the value of, their investment in the Share Tokens. It should be remembered that the price of Share Tokens and the income from them can go down as well as up.

Prospective investors should note that the risks relating to the Company, its strategy and the Share Tokens summarized in the section of these Listing Particulars headed “Risk Factors” are the risks that the Sponsor Advisor and the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Share Tokens. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks uncertainties described in this “Risk Factors” section of these Listing Particulars. Additional risks and uncertainties not currently known to the Company or the Directors or that the Company or the Directors consider to be immaterial as at the date of these Listing Particulars may also have a material adverse effect on the Company’s financial condition, business, prospects and results of operations and, consequently, the Company’s Returns and/or the market price of the Share Tokens. Given the forward-looking nature of the risks, there can be no guarantee that such risk is, in fact, the most material or the most likely to occur. Prospective investors should, therefore, review and consider each risk.

The Share Tokens are only suitable for investors who understand the potential risk of capital loss and that there may be very limited liquidity in the underlying investments of the Company, for whom an investment in Share Tokens is part of a diversified investment program and who fully understand and are willing to assume the risks involved in such an investment.

An investment in the Company is highly speculative and involves a high degree of risk of loss of part or all of an investor’s investment. There may be very limited liquidity in the securities being offered. A prospective investor should only purchase the securities of the company if the investor anticipates not having any needs for the funds to be used thereafter and for any purposes at any time in the future and if they can afford to lose their entire investment.

You should not invest any funds in this Company unless you can afford to lose your entire investment. Potential investors in the Share Tokens should review these Listing Particulars carefully and, in its entirety, consult with their professional advisers prior to purchasing the Share Tokens.

In making an investment decision, investors must rely on their own examination of the issuer, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority of the Seychelles or any other jurisdiction. Furthermore, these authorities have not passed upon the accuracy or adequacy of these Listing Particulars.

RISKS RELATING TO THE SHARES

The existence of a liquid market in the Share Tokens cannot be guaranteed, limitations on resale.

The Company will list on Upstream, a MERJ Exchange market. However, there can be no guarantee that an active secondary market in the Share Tokens will be sustained. The Share Tokens are being

offered and sold only in offers and sales that occur outside the United States to purchasers who are not U.S. persons in offshore transactions. By purchasing the Share Tokens, investors are deemed to have acknowledged, represented and warrant this to the Company.

MARKET RISK

Market risk is the possibility for an investor to experience losses due to factors that affect the overall performance of the markets in which he is involved. Market risk, also called "systematic risk," cannot be eliminated through diversification.

VOLATILITY

Sudden rises and falls in the price of a share, some companies have a higher risk of this than others. Changes in a company's profitability or in the economy as a whole can cause share prices to rise and fall. Shareholders will, however, only be impacted if they sell their shares at a time when the market price has fallen.

The market price of our Share Tokens may be volatile or may decline, and you may not be able to resell your shares at or above the initial listing price or public offering price.

Additional Risk Factors are referenced in the Company's 1-A/A and can be found at the below link.

https://www.sec.gov/Archives/edgar/data/1495648/000147793224002271/bdcc_1a.htm#RISKFACTORS

23. SELECTED FINANCIAL AND OTHER INFORMATION

All financial and other information regarding the Company is referenced in the Company's 1-A/A and can be found at the below link.

https://www.sec.gov/Archives/edgar/data/1495648/000147793224002271/bdcc_1a.htm#fs

24. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the following links and can be viewed at the Company's registered office or at the offices of the Company's Sponsor Advisor from the date of these Listing Particulars until the Listing Date:

1. these Listing Particulars;
2. the Bylaws; found at the following link
http://www.sec.gov/Archives/edgar/data/1495648/000147793224001367/bdcc_ex22.htm

and

3. Articles of Incorporation
http://www.sec.gov/Archives/edgar/data/1495648/000147793224001367/bdcc_ex21.htm

The directors of the Company whose names are given in these Listing Particulars collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the document contains all information required by law and the Listings Requirements.

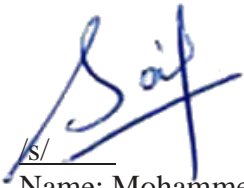
At the date of these Listing Particulars:

1. none of the Directors has had any convictions in relation to fraudulent offences for at least the previous five years;
2. save as disclosed above, none of the Directors was a director of a company, a member of an administrative, management or supervisory body or a senior manager of a company within the previous five years which has entered into any bankruptcy, receivership or liquidation proceedings;
3. none of the Directors has been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or has been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years; and
4. none of the Directors is aware of any contract or arrangement subsisting in which they are materially interested and which is significant to the business of the Company which is not otherwise disclosed in these Listing Particulars.

The Company intends to maintain directors' and officers' liability insurance on behalf of the Directors at the expense of the Company.

Signed by Mohammed Saif Zaveri, for and on behalf of all the directors of the Company, being duly authorized to do so.

Director

A handwritten signature in blue ink, appearing to read 'Saif', with a horizontal line underneath the first few letters.

Name: Mohammed Saif Zaveri

PART VIII: SELECTED FINANCIAL AND OTHER INFORMATION

The consolidated financial statements of Blackwell 3D Construction Corp. at May 31, 2023 and 2022 appearing in their [1-A/A dated April 22, 2024](#), have not been audited. Such financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.