

INVESTOR DISCLOSURE MEMORANDUM

THC Grow Systems, LLC | The Horticulture Camera

Private Offering / Due-Diligence Draft - Terms Subject to Counsel Review

IMPORTANT OFFERING NOTICE

This document is an attorney-review draft and is not an offer to sell securities. Final offering terms, the applicable federal and state securities exemption, investor eligibility requirements, financial disclosures, legends, and filing obligations must be established by qualified securities counsel before this document is posted publicly or used to accept investments.

1. Executive Summary

THC Grow Systems, LLC is a founder-owned California limited liability company developing **The Horticulture Camera**, a camera-centered environmental monitoring and automation platform designed to integrate visual monitoring, sensors, environmental data, power control, remote management, and related software into a unified system.

The Company is currently founder-led. Chris Rognstad is the founder, sole owner, sole employee, inventor, and identified patent owner. The Company is seeking outside capital to advance product development, software, manufacturing readiness, commercialization, intellectual-property strategy, and working capital.

2. Proposed Offering - To Be Finalized

Item	Proposed Term
Security	LLC equity / membership interest - counsel to finalize
Target raise	Up to \$2,000,000 - subject to final authorization
Minimum investment	\$ _____
Price / ownership	As stated in definitive subscription documents
Offering exemption	To be selected by securities counsel before public solicitation
Closing	Company acceptance and satisfaction of closing conditions

3. Current Capitalization

Before any new equity issuance, the Company's capitalization statement reflects Chris Rognstad as the 100% owner and no outside investor ownership. Any completed equity financing will dilute existing ownership and will be recorded in updated Company capitalization records.

4. Business and Technology

The Horticulture Camera concept combines camera monitoring with environmental sensing, data capture, equipment and power control, remote access, and modular monitoring capabilities. The Company's commercialization plan may include hardware, software, licensing, manufacturing relationships, direct sales, strategic partnerships, and other channels.

5. Intellectual Property

The Company considers intellectual property central to its strategy. Chris Rognstad is identified as inventor and patent owner. Before an offering closes, investors should receive an IP schedule identifying relevant issued patents, pending applications, ownership, and any assignment or license arrangements between the patent owner and THC Grow Systems, LLC.

6. Intended Use of Proceeds

Subject to management discretion and actual financing proceeds, funds are expected to support engineering and prototypes; application and software development; manufacturing preparation and tooling; intellectual-property and professional expenses; testing and certifications; marketing and commercialization; personnel and contractors; and general working capital. Final allocations may change as development and commercial needs evolve.

7. Management

The Company is currently founder-led by Chris Rognstad. Investors do not receive day-to-day management authority merely by purchasing equity. Voting, information, transfer, and other investor rights are governed by the Operating Agreement and definitive investment documents.

8. Principal Investment Risks

- Early-stage and development risk: the product is under development and may require additional engineering, testing, capital, or redesign.

- Loss of investment: investors should be able to bear the loss of their entire investment.
- Illiquidity: LLC interests are expected to be restricted and may have no public market.
- Dilution: future financings may reduce an investor's percentage ownership and voting power.
- Financing risk: the Company may require additional capital and may not obtain it on acceptable terms.
- Manufacturing and supply-chain risk: production, components, vendors, tooling, certifications, and quality control can affect cost and timing.
- Market and competition risk: competing products, pricing, adoption, customer preferences, and larger competitors may affect commercialization.
- Intellectual-property risk: patents do not guarantee commercial success, enforceability, freedom to operate, or successful enforcement against third parties.
- Key-person risk: the Company currently depends heavily on its founder.
- Technology, software, cybersecurity, privacy, and data risks may create operational, financial, or reputational harm.
- Regulatory and legal requirements may change or impose additional costs.
- No guarantee of distributions, appreciation, liquidity, exit, or return.

9. Investor Review and Due Diligence

Prospective investors should review the Company's capitalization statement, Operating Agreement, Investor Rights Agreement, Voting Agreement, subscription documents, intellectual-property schedule, financial information, risk disclosures, and any other materials supplied for the offering. Investors should conduct independent legal, tax, financial, and technical review before investing.

10. Securities-Law Status

Any offer or sale of Company interests must be conducted under an available registration exemption or other lawful basis. The final offering documents must identify the selected exemption and any limitations on solicitation, purchaser eligibility, verification, resale, disclosures, and federal or state notice filings.

CONFIDENTIAL / ATTORNEY-REVIEW DRAFT

Do not rely on this draft as final securities disclosure. Material information, financial statements, offering terms, and risk factors must be updated and reviewed for the actual offering.