Form C

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Cover Page

Name of issuer:

Black Sands First Act Co

Legal status of issuer:

Form:

Corporation

Jurisdiction of Incorporation/Organization:

DE

Date of organization:

6/13/2024

Physical address of issuer:

298 East Main Street
#944
Middletown, DE 19709

Website of issuer:

https://blacksands.com

Name of intermediary through which the offering will be conducted:

Wefunder Portal LLC

CIK number of intermediary:

0001670254

SEC file number of intermediary:

007-00033

CRD number, if applicable, of intermediary:

283503

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

7.9% of the offering amount upon a successful fundraise, and be entitled to reimbursement for out-of-pocket third party expenses it pays or incurs on behalf of the Issuer in connection with the offering.

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest:

No

Type of security offered:

- ☐ Common Stock
- ☐ Preferred Stock
- ☐ Debt
- ☑ Other

Describe the security offered:

Profit Share Agreement

Target number of securities to be offered:

50,000

Price:

$1.00

Method for determining price:

Pro-rated portion of the total principal value of $750,000; interests will be sold in increments of $1.

Target offering amount:

$50,000.00

Oversubscriptions accepted:

- ☑ Yes

☐ No

Disclose how oversubscriptions will be allocated:

☐ Pro-rata basis
☐ First-come, first-served basis
☑ Other

Describe how oversubscriptions will be allocated:

As determined by the issuer

Maximum offering amount (if different from target offering amount):

$600,000.00

Deadline to reach the target offering amount:

4/30/2027

NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be canceled and committed funds will be returned.

Current number of employees:

3

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	$0.00	$0.00
Cash & Cash Equivalents:	$0.00	$0.00
Accounts Receivable:	$0.00	$0.00
Current Liabilities:	$0.00	$0.00
Non-Current Liabilities:	$0.00	$0.00
Revenues/Sales:	$0.00	$0.00
Cost of Goods Sold:	$0.00	$0.00
Taxes Paid:	$0.00	$0.00
Net Income:	$0.00	$0.00

Select the jurisdictions in which the issuer intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, B5, GU, PR, VI, 1V

Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, in their entirety. If disclosure in response to any question is responsive to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the Form, either state that it is inapplicable, include a cross-reference to the responsive disclosure, or omit the question or series of questions.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

THE COMPANY

1. Name of issuer:

Black Sands First Act Co

COMPANY ELIGIBILITY

2. ☑ Check this box to certify that all of the following statements are true for the issuer.

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding.
- Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

☐ Yes
☑ No

DIRECTORS OF THE COMPANY

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer.

Director	Principal Occupation	Main Employer	Year Joined
Carl Reed	CEO	Composition Media LLC	2024
Manuel Godoy	CEO	Black Sands Entertainment Inc	2024

For three years of business experience, refer to Appendix D: Director & Officer Work History.

OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer.

Officer	Positions Held	Year Joined
Carl Reed	President	2024
Manuel Godoy	CEO	2024
Geiszel Godoy	CFO, Secretary	2024

For three years of business experience, refer to Appendix D: Director & Officer Work History.

PRINCIPAL SECURITY HOLDERS

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.

Name of Holder	No. and Class of Securities Now Held	% of Voting Power Prior to Offering
Black Sands Anime Co	6,000,000 Common Stock. 50% owned by Black Sands Entertainment Inc, which is 83% owned by Manuel Godoy, and 50% owned by Composition Media, which is 100% owned by Carl Reed	100.0

Business and Anticipated Business Plan

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

Please review your Wefunder profile carefully to ensure it provides all material information, is not false or misleading, and does not omit any information that would cause the information included to be false or misleading.

For a description of our business and our business plan, please refer to the attached Appendix A, Business Description & Plan.

RISK FACTORS

8. Discuss the material factors that make an investment in the issuer speculative or risky:

A crowdfunding investment involves risk. Investors should not invest any funds unless they can afford to lose the entire investment.

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

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

Our future success depends on the efforts of a small management team. The loss of services of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

Securing enough screens for profitability can be a hurdle that our company may not be able to reach. It is important that we reach a wide enough audience to recoup our sink cost and pay back our financiers.

The original creator of the series, Manuel Godoy, is critical to the continuity of the series. Any personal tragedy or accident that would make him unavailable can seriously jeopardize the production.

The sink cost for film production is very high and may require additional funding sources which can effect the rate of return for investors.

The presence of AI in the industry has caused acting unions to be unpredictable . This can cause delays, cancellations, recasting, and other problems that will drastically effect the production cost. This is something we may not be able to avoid.

Social media platforms consistently change their algorithms which can sometimes prove unfavorable to the marketing strategies of film releases. This could be a potential problem for us in the future.

The film industry is volatile. As such, a return on investment is not guaranteed. Investors should be aware that film productions can have little to no success based on market trends.

Black Sands First Act Co was incorporated in June 2024 and has a very limited operating history as a corporate entity upon which investors can evaluate our business and prospects. While the company has developed multiple graphic novel collections and established an e-commerce presence, our track record as a formal business entity is minimal. This limited history makes it difficult to assess our ability to execute our business plan, achieve profitability, or successfully complete the proposed feature film production. Investors must evaluate an investment in the company in light of the risks and uncertainties frequently encountered by early-stage companies in competitive and evolving markets. There can be no assurance that we will be successful in addressing these risks and uncertainties, and our failure to do so could have a material adverse effect on our business, financial condition, and results of operations.

Our success depends heavily on the continued services and performance of our small team of three employees, including our founder

and key creative personnel. The loss of any key employee could significantly disrupt our operations, delay our product development and film production plans, and harm our ability to execute our business strategy. Given our limited resources and small team size, we do not have significant depth in management or operational roles, and the departure of even one team member could create substantial operational challenges. We do not maintain key person life insurance on any of our personnel. Additionally, our ability to attract, retain, and motivate qualified personnel in the future will be critical to our success, and competition for talented individuals in the publishing, entertainment, and creative industries is intense. There can be no assurance that we will be successful in attracting and retaining the personnel necessary to grow our business and complete our planned film production.

The substantial majority of the proceeds from this offering will be used for the full production of a Black Sands full-length feature movie. We have no prior experience producing feature-length films, and this represents a significant departure from our established business of creating and selling graphic novels and related merchandise. Film production involves substantial risks, including cost overruns, production delays, creative challenges, and the uncertainty of market reception. The entertainment industry is highly competitive and unpredictable, with no guarantee that any particular film will achieve commercial success or critical acclaim. Even if we successfully complete production, we face additional risks related to distribution, marketing, and monetization of the film. Our lack of experience in this area increases the likelihood that we may encounter unforeseen challenges that could result in the loss of invested capital without generating the anticipated returns.

Our business focuses specifically on graphic novels and content inspired by African history and culture, which represents a niche segment within the broader publishing and entertainment markets. While this focus provides differentiation, it also limits our potential customer base compared to companies with broader market appeal. Our success depends on continued and growing interest in African and African diaspora-inspired storytelling within the graphic novel and entertainment space. Changes in consumer preferences, cultural trends, or market demand for this specific content could materially and adversely affect our business. If we are unable to expand our audience beyond our current niche or if interest in our specific content focus declines, our revenue and growth prospects could be significantly harmed. Additionally, our ability to pivot to other content areas may be limited by our brand identity and established market positioning.

As evidenced by messaging on our website regarding products 'running out,' we face ongoing challenges in managing inventory levels and ensuring adequate supply to meet customer demand. Our business depends on our ability to accurately forecast demand, maintain appropriate inventory levels, and manage relationships with printers, manufacturers, and suppliers of physical products. Miscalculations in demand forecasting could result in either excess inventory that ties up capital and may become obsolete, or insufficient inventory that results in lost sales and customer dissatisfaction. We also face risks related to the printing and manufacturing of graphic novels and merchandise, including potential quality issues, production delays, and cost fluctuations. Disruptions in our supply chain due to printer or manufacturer capacity constraints, shipping delays, or other logistical challenges could prevent us from fulfilling customer orders in a timely manner, which could harm our reputation and financial performance.

We have incurred losses since our inception and expect to continue to incur losses for the foreseeable future. Our ability to achieve profitability depends on numerous factors, including our ability to generate sufficient revenue from sales of graphic novels and merchandise, successfully monetize our planned feature film, and control our operating expenses. The substantial investment required for film production will increase our expenses significantly and may not generate corresponding revenue for an extended period, if at all. Even if we achieve profitability in the future, we may not be able to sustain or increase profitability on a consistent basis. If we are unable to achieve and maintain profitability, the value of our securities may decline significantly, and investors may lose all or a substantial portion of their investment.

We will likely require substantial additional funding beyond this offering to fully develop our business, complete and distribute our planned feature film, expand our product lines, and support our operations. We do not currently have commitments for additional funding, and there can be no assurance that financing will be available on acceptable terms, if at all. Our ability to obtain additional financing will depend on numerous factors, including our business prospects, results of operations, the state of capital markets, and investor sentiment toward our industry. If we raise additional funds through the issuance of equity securities, existing investors will experience dilution of their ownership percentage, and the new securities may have rights, preferences, or privileges senior to those of existing holders. If we are unable to obtain adequate financing when needed, we may be required to significantly curtail our operations, delay or abandon our film production plans, or pursue alternative strategies that may not be in the best interests of investors.

We face significant competition in both the graphic novel publishing industry and the broader entertainment market. The publishing industry includes major established publishers with substantially greater financial resources, established distribution channels, recognized brands, and extensive marketing capabilities. In the entertainment and film production space, we will compete against major studios, streaming platforms, and independent production companies with far greater experience and resources. Many of our competitors have longer operating histories, larger customer bases, greater brand recognition, and significantly more capital to invest in content creation, marketing, and distribution. These competitors may be able to respond more quickly to market changes, devote greater resources to marketing and promotion, and offer more attractive terms to distributors and retailers. Our ability to compete effectively will depend on our ability to differentiate our content, build brand recognition, and efficiently reach our target audience. There can be no assurance that we will be able to compete successfully against current or future competitors, and competitive pressures could result in reduced sales, lower margins, and loss of market share.

Our business model relies heavily on direct-to-consumer sales through our e-commerce platform. This model subjects us to various risks, including our ability to drive traffic to our website, convert visitors to customers, and fulfill orders efficiently. We face competition for online consumer attention from numerous other e-commerce businesses and entertainment options. Our success depends on our ability to maintain and improve our website functionality, provide a positive customer experience, and effectively market our products through digital channels. We also depend on third-party service providers for website hosting, payment processing, and other critical e-commerce functions. Any disruptions to these services, increases in processing fees, or changes in the terms of service could adversely affect our operations. Additionally, our direct-to-consumer model may limit our ability to achieve the scale and market penetration that could be possible through traditional retail distribution channels or partnerships with larger distributors.

Our business depends significantly on our ability to protect our intellectual property rights in our original characters, stories, artwork, and the Black Sands brand. We rely on a combination of copyright, trademark, and trade secret laws to protect our proprietary content, but these protections may not be sufficient to prevent unauthorized use or infringement by third parties. The process of protecting intellectual property rights can be expensive and time-consuming, and we may not have adequate resources to fully enforce our rights against all potential infringers. Additionally, we face the risk that third parties may claim that our content infringes upon their intellectual property rights, which could result in costly litigation, licensing obligations, or requirements to modify or cease using certain content. The graphic novel and entertainment industries have seen numerous intellectual property disputes, and any such claims against us, whether meritorious or not, could be expensive to defend and could divert management attention from our business operations. Furthermore, as we expand into film production, we face additional intellectual property considerations related to screenplay rights, character adaptations, and potential claims from collaborators or contributors.

Our e-commerce business requires us to collect, store, and process customer information, including personal data and payment

information. We are subject to various data privacy and security laws and regulations, including state laws such as the California Consumer Privacy Act and potentially international regulations if we continue to ship products internationally. Compliance with these evolving regulations requires ongoing attention and resources, and any failure to comply could result in significant fines, penalties, and reputational harm. Additionally, we face cybersecurity risks common to all e-commerce businesses, including the potential for data breaches, hacking attempts, and other security incidents. A significant security breach could result in the unauthorized access to or disclosure of customer information, which could expose us to liability, damage our reputation, result in loss of customer trust, and require us to expend significant resources on remediation efforts. We may also face business interruptions if our systems are compromised. As a small company with limited resources, we may not have the same level of cybersecurity infrastructure and expertise as larger, more established companies, which could increase our vulnerability to such threats.

Our products, including graphic novels, merchandise, and entertainment content, are discretionary purchases that consumers may reduce or eliminate during economic downturns or periods of financial uncertainty. Economic conditions, including inflation, recession, unemployment levels, and consumer confidence, can significantly impact consumer spending on entertainment and leisure products. During periods of economic weakness, consumers may prioritize essential purchases over discretionary items such as graphic novels and related merchandise. Additionally, the success of our planned feature film will depend in part on consumers' willingness to spend money on entertainment options. Any significant downturn in economic conditions or reduction in discretionary consumer spending could materially and adversely affect our sales, revenue, and financial condition. As a small company with limited financial resources, we may be less able to weather extended periods of reduced demand compared to larger, more established competitors.

Our business operations depend on various third-party platforms and service providers, including e-commerce platform providers, payment processors, web hosting services, email marketing platforms, and social media channels. We rely on these third parties for critical business functions, and any disruption in their services, changes to their terms of service, increases in fees, or termination of our access could significantly harm our business. For example, changes to social media algorithms or policies could reduce our ability to reach our audience organically, requiring increased spending on paid advertising. Similarly, changes to e-commerce platform fees or functionality could increase our costs or limit our capabilities. We have limited control over these third-party providers and limited ability to negotiate terms given our size. Additionally, technical failures, cyberattacks, or other disruptions affecting these platforms could prevent us from processing orders, communicating with customers, or operating our business effectively. Our dependence on these third parties creates risks that are largely outside of our control and could have a material adverse effect on our operations.

An investment in these securities is highly speculative and involves a high degree of risk. Investors should be prepared for the possibility of losing their entire investment. We have a limited operating history, face significant competition, and operate in a challenging and evolving market. Our planned feature film production represents a substantial undertaking with no guarantee of success. The securities offered are suitable only for investors who can afford to lose their entire investment and who understand and accept the high risks associated with investing in an early-stage company. Prospective investors should carefully consider their financial situation and risk tolerance before investing and should not invest funds that they cannot afford to lose entirely.

There is no public market for the securities being offered, and none is expected to develop in the foreseeable future. The securities have not been registered under the Securities Act of 1933 or any state securities laws and are subject to significant restrictions on transfer. Investors will be required to hold these securities for an indefinite period and should not expect to be able to liquidate their investment in the event of an emergency or for any other reason. Even after any applicable holding period expires, there may be no market for the securities, and investors may be unable to sell their securities or may only be able to sell them at a substantial discount to the amount invested. Investors must be prepared to hold these securities for the long term and bear the economic risk of their investment indefinitely.

Investors in this offering will hold a minority position and will have no ability to control or significantly influence company decisions, including decisions regarding business strategy, future financings, acquisitions, sales of the company, or distributions. The company's management and controlling stakeholders will make all decisions regarding the operation of the business. Investors will have limited information rights compared to what would be available if the company were publicly traded, and the company is not required to provide the same level of financial reporting and disclosure as public companies. Investors will be dependent on management's judgment and decisions, and there can be no assurance that management will operate the company in a manner that maximizes returns to minority investors. Additionally, the interests of controlling stakeholders may differ from or conflict with the interests of minority investors.

The Offering

USE OF FUNDS

9. What is the purpose of this offering?

The Company intends to use the net proceeds of this offering for working capital and general corporate purposes, which includes the specific items listed in Item 10 below. While the Company expects to use the net proceeds from the Offering in the manner described above, it cannot specify with certainty the particular uses of the net proceeds that it will receive from this Offering. Accordingly, the Company will have broad discretion in using these proceeds.

10. How does the issuer intend to use the proceeds of this offering?

If we raise: **$50,000**

Use of Proceeds: If only the minimum target amount is raised, Black Sands, the Anime expects to use proceeds approximately as follows: 84% Anime production completion, 8.1% Post-production and finishing costs, and 7.9% Wefunder fee and related offering expenses. Management intends to apply proceeds primarily to completing production, but actual allocations may vary based on production needs and unforeseen costs.

If we raise: **$600,000**

Use of Proceeds: If the maximum offering amount is raised, including any oversubscriptions, Black Sands, the Anime expects to use proceeds approximately as follows: 55% Anime production completion, 13% Post-production and finishing costs, 13% Distribution and marketing outreach, 11.1% Merchandise and graphic novel tie-ins, and 7.9% Wefunder fee and related offering expenses. Management expects to allocate excess proceeds toward distribution and promotional efforts, but actual uses may shift based on production progress and market conditions.

DELIVERY & CANCELLATIONS

11. How will the issuer complete the transaction and deliver securities to the investors?

If we reach our target offering amount prior to the deadline, we may conduct an initial closing of the offering early if we provide notice about the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Wefunder will notify investors if we conduct an

initial closing. Thereafter, we may conduct additional closings from time to time at our and Wefunder's discretion until the deadline date.

The following describes the process to invest in the Company, including how the Company will complete an Investor's transaction and deliver securities to the investor.

Investor Commitment. The Investor will submit, through Wefunder Portal, a requested investment amount. When doing so, the Investor will also execute an investment contract with the Company ("Investment Agreement"), using the Investor's electronic signature.

Acceptance of the Investment. If the Investor Agreement is complete, the Investor's commitment will typically be recorded within a few minutes. The commitment will also be available on the Investor's "My Investments" screen on the wefunder.com website. After the offering closes, the contract will be counter-signed by the Company. The executed investment contract will then be sent to the investor via email, and is also available to download on the "My Investments" screen.

Investor Transfer of Funds. Upon receiving confirmation that an investment has been accepted, the Investor will be responsible for transferring funds from a source that is accepted by Wefunder Portal into an escrow account held with a third party bank on behalf of issuers offering securities through Wefunder Portal.

Progress of the Offering. The Investor will receive periodic email updates on the progress of the offering, including total amounts raised at any given time, and will be notified by email and through the "My Investments" screen when the target offering amount is met.

Closing; Original Deadline. Unless we meet the target offering amount early, Investor funds will be transferred from the escrow account to the Company on the deadline date identified in the Cover Page to this Form C and the Company's Wefunder Portal Profile.

Early Closings. If the target offering amount is met prior to the original deadline date, we may close the offering earlier, but no less than 21 days after the date on which information about the Company, including this Form C, is posted on our Wefunder Portal Profile. We will reschedule the offering deadline, and at least five days prior to the new deadline, investors will receive notice of it by email and through the "My Investments" screen. At the time of the new deadline, your funds will be transferred to the Company from the escrow account, provided that the target offering amount is still met after any cancellations.

Book Entry. Investments may be in book entry form. This means that the Investor may not receive a certificate representing his or her investment. Each investment will be recorded in our books and records and will be recorded in each Investors' "My Investments" screen. The Investor will also be emailed the Investment Agreement again. The Investment Agreement will also be available on the "My Investments" screen. At the option of the Company, you may receive an electronic certificate.

12. How can an investor cancel an investment commitment?

NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.

The intermediary will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline.

If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be canceled and the committed funds will be returned.

An Investor's right to cancel. An Investor may cancel his or her investment commitment at any time until 48 hours prior to the offering deadline.

If there is a material change to the terms of the offering or the information provided to the Investor about the offering and/or the Company, the Investor will be provided notice of the change and must re-confirm his or her investment commitment within five business days of receipt of the notice. If the Investor does not reconfirm, he or she will receive notifications disclosing that the commitment was cancelled, the reason for the cancellation, and the refund amount that the investor is required to receive. If a material change occurs within five business days of the maximum number of days the offering is to remain open, the offering will be extended to allow for a period of five business days for the investor to reconfirm.

If the Investor cancels his or her investment commitment during the period when cancellation is permissible, or does not reconfirm a commitment in the case of a material change to the investment, or the offering does not close, all of the Investor's funds will be returned within five business days.

Within five business days of cancellation of an offering by the Company, the Company will give each investor notification of the cancellation, disclose the reason for the cancellation, identify the refund amount the Investor will receive, and refund the Investor's funds.

The Company's right to cancel. The Investment Agreement you will execute with us provides the Company the right to cancel for any reason before the offering deadline.

If the sum of the investment commitments from all investors does not equal or exceed the target offering amount at the time of the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

Ownership and Capital Structure

THE OFFERING

13. Describe the terms of the securities being offered.

Crowdfunding Financing Agreement

See exact security attached as Appendix B, Investor Contracts.

This Agreement (the "Agreement") constitutes the understanding and agreement between Black Sands First Act Co, and its assignee, if any ("Producer") and the investor executing this Agreement on the signature page hereto ("Financier"), in connection with certain investment financing undertaken by Financier regarding the animated series project tentatively entitled "Black Sands: Episodes 1-3" (the "Project") being produced by Producer.

WHEREAS, the Securities are being offered through the Portal in minimum increments of Two Hundred and Fifty Dollars ($250) for a **target offering amount of Fifty Thoursand Dolls ($50,000)** (the "Target Amount") and a **maximum offering amount of Six Hundred and Thousand Dollars ($600,000)** (the "Maximum Amount").

WHEREAS, if the Financier has invested in the first $300,000 raised by the Producer, Financier will receive a higher profit share in the Gross Receipts as set forth under Section 5 of the Agreement ("Early Bird Incentive").

RECOUPMENT AND PROFIT PARTICIPATION:

Provided that Producer has completed the Offering, and Financier is not in breach of this Agreement, **Producer agrees to repay to**

Financier the Financing Amount, together with a 10% premium thereon ("Financier Recoupment"), solely from Gross Receipts (if any) in accordance with this Paragraph 5 and the waterfall structure outlined below.

"Gross Receipts" as used herein shall mean all non-returnable, non-forfeitable sums derived by, or credited to, Producer or any of its affiliated or related parties from the distribution, exhibition, and other exploitation of the Project (excluding any sequel or derivative, any merchandising, publishing, soundtrack and other allied and/or ancillary rights relating thereto) and any other funds received by or credited to Producer or any of its affiliated or related parties from the exploitation of the Project.

Gross Receipts, if any, of the Project shall be allocated in the following order:

a. First, to the payment of the following:

i. Any actual third party, out-of-pocket sales fees and sales expenses payable to the sales agents engaged to sell the Project and other third party distribution fees and expenses (including but not limited to reasonable outside attorney fees) actually incurred and not otherwise recouped by Producer relating directly to the Project, ongoing third party, out-of-pocket accounting costs and expenses incurred by Producer in connection with the processing of payments to profit participants on the Project;

ii. All other costs, expenses and charges actually incurred and paid by the Producer (or any affiliated or related entities) in connection with the production, post-production of the Project or any rights therein, including, but not limited to, actual, out of pocket third party delivery costs and expenses (exclusive of the budgeted delivery costs), actual, out of pocket third party reasonable festival expenses (e.g., publicist, accommodations for producers, etc.), guild royalties, residuals, the gross amount (net of any insurance proceeds in connection therewith) paid for the settlement of any claims or lawsuits, including all expenses, court costs and attorneys' fees in connection with any such claim or litigation; but only to the extent any of the foregoing have not previously been paid or assumed by the Project's distributor;

iii. Third party, out-of-pocket expenses incurred by Producer in connection with the ongoing ownership of the Project, including but not limited to (e.g., insurance premiums, the preservation and storage of negatives and master prints of the Project, and copyrighting of the Project) and maintenance and filing fees required to maintain Producer in good standing; taxes and other fees; and any amounts required to be withheld by law, if any;

iv. Any compensation or deferred compensation and bonuses (e.g., box office bonuses, award bonuses) payable to parties rendering services in connection with the Project (to the extent not assumed by the distributor(s) of the Project); market rate compensation payable to the Producer or its affiliates for services rendered in connection with the production, completion and delivery of the Project; any amounts paid to the completion guarantor of the Project (if any) in repayment of sums advanced by such completion guarantor; any reasonable reserve amount, as determined by Producer in its good faith business judgment, required to cover anticipated future costs or liabilities, provided that such reserve amounts shall be liquidated every twelve (12) months.

b. Second, to recoup P&A Costs;

c. Third, to pay Distribution Fees & Expenses;

d. Fourth, to pay Sales Agent Costs;

e. Fifth, to Debt Service;

f. Sixth, to Repay Investors (including Financier Recoupment);

g. Seventh, for the payment of any actual Deferments, which deferments shall not exceed 20% of the final budget of the Project. As used herein, "Deferments" shall mean arrangements for the deferral of some or all of the costs of goods and/or services in the Production Budget provided by the supplier of such goods and/or services;

h. Eighth, to Profit Share to 3rd Parties;

i. **Finally, the remaining amount shall be considered Production Company Net Receipts, to be split as follows:**

- 67 - 70% to Producer

- 30 - 33% to be divided among all Financiers participating in the Reg CF and A round.

"Net Receipts," as used herein, shall mean One Hundred Percent (100%) of all Gross Receipts remaining after the payments of all amounts set forth in subparagraphs 5(a) through (h) above. Producer shall receive 67% to 70% of Net Receipts ("Producer's Net Receipts") and the other 30% to 33% of Net Receipts shall be "Financier's Net Receipts", where i) Financier which do not qualify for Early Bird Incentive shall receive 30% and ii) the Financier who do qualify for the **Early Bird Incentive shall receive 33%.** Financier shall receive such percentage of Financier's Net Receipts equal to the percentage that the Financing Amount advanced to Producer represents to the actual Production Budget, which may exceed the estimated Production Budget as set forth herein.

VIP Bonus

Black Sands First Act Co will offer a discount to the normal terms listed in this Form C for all investments that are committed by investors who are part of Wefunder, Inc's VIP program. This means eligible Wefunder investors will receive a discount for any securities they purchased in this offering. For more specific details on the company's discount, please review the description of the terms above.

The discount is only valid until the offering closes. Investors eligible for the bonus will also receive priority if they are on a waitlist to invest and the company exceeds its maximum funding goal. They will be given the first opportunity to invest if space in the offering becomes available due to the cancellation or failure of previous investments.

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14. Do the securities offered have voting rights?

☐ Yes
☑ No

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15. Are there any limitations on any voting or other rights identified above?

N/A: no voting rights

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16. How may the terms of the securities being offered be modified?

This Agreement is complete and embraces the entire understanding between the parties. All prior understandings in connection with the subject matter herein contained, either oral or written, are null and void unless expressly set forth herein. No alteration, modification, or waiver, in whole or in part, of any provision of this Agreement shall be of any effect unless set forth in writing and signed by both parties hereto. A waiver by either party of any breach or default by the other party shall not be construed as a waiver of the same or any other breach or default by such party.

Restrictions on Transfer of the Securities Being Offered:

The securities being offered may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

1. to the issuer;
2. to an accredited investor;
3. as part of an offering registered with the U.S. Securities and Exchange Commission; or
4. to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

NOTE: The term "accredited investor" means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

The term "member of the family of the purchaser or the equivalent" includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.

Description of Issuer's Securities

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Class of Security	Authorized	Outstanding	Voting rights
Common Stock	10000000	6000000	☑
Preferred Stock	10000000	0	☐

Class of Security	Total Pool
Warrants	None
Options	None

Describe any other rights:

Common stock has voting rights and preferred stock does not.

18. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of security identified above?

Because the Investor holds no voting rights in the company, the holders of a majority-in-interest of voting rights in the Company could limit the Investor's rights in a material way. For example, those interest holders could vote to change the terms of the agreements governing the Company's operations or cause the Company to engage in additional offerings (including potentially a public offering). These decisions could affect gross revenues and diminish payments made to Investors.Based on the risk that the company may never realize revenues or face a Default Event, the Investor may never see any returns.Additional risks related to the rights of other security holders are discussed below, in Question 20.

19. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?

No.

20. How could the exercise of rights held by the principal shareholders identified in Question 6 above affect the purchasers of the securities being offered?

As holders of a majority-in-interest of voting rights in the Company, **the shareholders** may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor.

For example, **the shareholders** may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. **The shareholders** may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns.

The shareholders have the right to redeem their securities at any time. **Shareholders** could decide to force the Company to redeem their **securities** at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability.

In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

21. How are the securities being offered being valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

In the future, we will perform valuations of our common stock that take into account factors such as the following:

- unrelated third party valuations of our common stock;
- the price at which we sell other securities, such as convertible debt or preferred stock, in light of the rights, preferences and privileges of our those securities relative to those of our common stock;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the lack of marketability of our common stock;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions

in similar securities issued by us that were conducted in the market.

22. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

23. What are the risks to purchasers associated with corporate actions, including additional issuances of securities, issuer repurchases of securities, a sale of the issuer or of assets of the issuer or transactions with related parties?

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

24. Describe the material terms of any indebtedness of the issuer:

None.

INSTRUCTION TO QUESTION 24: name the creditor, amount owed, interest rate, maturity date, and any other material terms.

25. What other exempt offerings has the issuer conducted within the past three years?

Offering date	Exemption	Security type	Amount sold	Use of proceeds
7/2024	Regulation D	Priced Round	$600	General operations
3/2025	Regulation Crowdfunding	custom	$1,791,296	General operations
3/2025	Regulation Crowdfunding	other	$1,791,299	General operations

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12- month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

1. any director or officer of the issuer;
2. any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
3. if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
4. or any immediate family member of any of the foregoing persons.

☑ Yes
☐ No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

Name: Black Sands Anime Co.
Amount Invested: $600.00
Transaction type: Equity
Issue date: 7/23/2024
Relationship: Parent company, sole shareholder

FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history?

Yes

28. Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview of the Business and Financial Condition

Special-purpose entity (wholly owned subsidiary of Black Sands Anime Co.) holding rights for development, production, and distribution of the first three episodes of the animated series Black Sands: The Anime. Pre-revenue stage.

We are an early-stage company and have incurred operating losses and negative cash flows from operations since inception. We expect to continue to incur operating losses in the near term.

As of November 1, 2026, we had cash and cash equivalents of approximately $100,000.

Our ability to continue operations is dependent on managing our expenses and, if necessary, obtaining additional financing.

This discussion should be read in conjunction with the financial statements and related notes included in this offering statement.

Business and Operating Uncertainty

Our business operates in an environment subject to various risks, uncertainties, and changing conditions, which makes it difficult to evaluate our business, financial condition, and prospects and may limit the comparability of our results of operations from period to period.

Financial Condition

As of December 31, 2025, our total assets were $0 and our current and non-current liabilities, as reflected in available financial statement fields, were $0.

Our financial statements reflect an early-stage company with limited operating history. Investors should not place undue reliance on historical financial information given the company's limited operating history and the likelihood that future results will differ from historical results.

Liquidity and Capital Resources

As of December 31, 2025, we did not have any cash or cash equivalents on hand.

Based on our current operations, we have a monthly net cash burn of approximately $40,000.

Our monthly net cash burn or profit may vary significantly from month to month due to the timing of receipts and expenditures and other short-term factors. As a result, period-to-period comparisons may not be meaningful.

Based on our current plan, we do not expect to have sufficient cash to fund operations for at least the next 12 months. The main drivers of our limited runway include:

- Production cost is finite and we only have capital specifically for production and advertising.

Our historical operations have been funded primarily through external financing.

Liquidity Assumptions

Our assessment of our liquidity and ability to fund operations is not a projection and is based on current assumptions regarding operating expenses, cash requirements, and capital needs. These assumptions may change, and actual results may differ materially due to changes in operating conditions, timing of receipts and payments, and other factors.

Dependence on Additional Financing

There can be no assurance that additional financing will be available on acceptable terms, or at all. If we are unable to raise additional capital when needed, we may be required to materially reduce or suspend operations.

Indebtedness and Capital Structure

As of the date of this offering statement, we did not have any outstanding indebtedness.

(For the avoidance of doubt, SAFEs are not treated as indebtedness.)

During the past three years, we have conducted exempt offerings, resulting in the issuance of securities in aggregate amounts of approximately $1,791,899.

Known Trends, Events, and Uncertainties

Management is not currently aware of any known trends, events, or uncertainties that are reasonably likely to have a material adverse effect on our financial condition or results of operations over the next 12 months.

The absence of a discussion of any particular trend, event, or uncertainty should not be interpreted to mean that such matters do not exist; rather, it reflects management's judgment based on information currently available.

Changes Since the Date of the Financial Statements

There have been no material changes in our operations or financial condition since the date of the financial statements included in this offering.

Impact of This Offering

The proceeds from this offering are expected to be used to produce the Black Sands full length feature movie. The timing and extent of our use of proceeds will depend on the amount of proceeds raised and future operating conditions. Additional detail regarding our planned use of proceeds is provided in Item 10 of this Form C.

There can be no assurance that the proceeds of this offering will be sufficient to fund our operations or achieve our business objectives.

Certain information relevant to understanding our financial condition and liquidity is presented elsewhere in this offering statement, including in the financial statements, related notes, and the sections describing indebtedness and prior financings.

Forward-Looking Statements

This discussion contains forward-looking statements that are based on management's current expectations and assumptions. Actual results may differ materially from those expressed or implied by these statements.

FINANCIAL INFORMATION

29. Include financial statements covering the two most recently completed fiscal years or the period(s) since inception, if shorter:

Refer to Appendix C, Financial Statements.

I, Manuel Godoy, certify that:

(1) the financial statements of Black Sands First Act Co included in this Form are true and complete in all material respects; and

(2) the tax return information of Black Sands First Act Co included in this Form reflects accurately the information reported on the tax return for Black Sands First Act Co filed for the most recently completed fiscal year.

Manuel Godoy

Manuel Godoy

CEO

STAKEHOLDER ELIGIBILITY

30. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

(1) Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:

i. in connection with the purchase or sale of any security? ☐ Yes ☑ No
ii. involving the making of any false filing with the Commission? ☐ Yes ☑ No
iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

(2) Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:

i. in connection with the purchase or sale of any security? ☐ Yes ☑ No
ii. involving the making of any false filing with the Commission? ☐ Yes ☑ No
iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

(3) Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

i. at the time of the filing of this offering statement bars the person from:
   A. association with an entity regulated by such commission, authority, agency or officer? ☐ Yes ☑ No
   B. engaging in the business of securities, insurance or banking? ☐ Yes ☑ No
   C. engaging in savings association or credit union activities? ☐ Yes ☑ No
ii. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement? ☐ Yes ☑ No

(4) Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:

i. suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal? ☐ Yes ☑ No
ii. places limitations on the activities, functions or operations of such person? ☐ Yes ☑ No
iii. bars such person from being associated with any entity or from participating in the offering of any penny stock? ☐ Yes ☑ No

(5) Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:

i. any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder? ☐ Yes ☑ No
ii. Section 5 of the Securities Act? ☐ Yes ☑ No

(6) Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade? ☐ Yes ☑ No

(7) Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued? ☐ Yes ☑ No

(8) Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations? ☐ Yes ☑ No

If you would have answered "Yes" to any of these questions had the conviction, order, judgment, decree, suspension, expulsion or bar occurred or been issued after May 16, 2016, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.

OTHER MATERIAL INFORMATION

31. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and
- (2) such further material information, if any, as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading.

All information presented to investors hosted on Wefunder.com is available in Appendix A: Business Description & Plan.

ONGOING REPORTING

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than:

120 days after the end of each fiscal year covered by the report.

33. Once posted, the annual report may be found on the issuer's website at:

https://blacksands.com/invest

The issuer must continue to comply with the ongoing reporting requirements until:

1. the issuer is required to file reports under Exchange Act Sections 13(a) or 15(d);
2. the issuer has filed at least one annual report and has fewer than 300 holders of record;
3. the issuer has filed at least three annual reports and has total assets that do not exceed $10 million; or
4. the issuer or another party purchases or repurchases all of the securities issued pursuant to Section 4(a)(6), including any payment in full of debt securities or any complete redemption of redeemable securities; or the issuer liquidates or dissolves in accordance with state law.

APPENDICES

Appendix A: Business Description & Plan

Appendix B: Investor Contracts

- Black Sands First Act Co Financing Agreement
- Early Bird Black Sands First Act Co Financing Agreement (EB)

Appendix C: Financial Statements

- Financials 1

Appendix D: Director & Officer Work History

- Carl Reed
- Geiszel Godoy
- Manuel Godoy

Appendix E: Supporting Documents

- ttw_merged_comms

Signatures

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the intermediary's platform.

The following documents will be filed with the SEC:

Cover Page XML
Offering Statement (this page)
Appendix A: Business Description & Plan
Appendix B: Investor Contracts
  Black Sands First Act Co Financing Agreement
  Early Bird Black Sands First Act Co Financing Agreement (EB)
Appendix C: Financial Statements
  Financials 1
Appendix D: Director & Officer Work History
  Carl Reed
  Geiszel Godoy
  Manuel Godoy
Appendix E: Supporting Documents
  ttw_merged_comms

Wefunder Portal will review the information you provide before we agree to submit a Form C to the SEC. Our review is designed to assess whether the information you have provided is complete and not inaccurate, misleading or otherwise fraudulent. Despite our review, the company submitting this Form C may be held responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading. By submitting your Form C to us, you acknowledge this. You also agree to provide any additional information or clarification we may request from you so that the Form C we submit on your behalf, in our reasonable, good faith review, does not contain incorrect information. Wefunder Portal will not submit a Form C that we believe, in our sole discretion, omits material information or contains false or misleading information. As a result, there is no guarantee that we will submit a Form C on your behalf.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the Form C.

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

I authorize Wefunder Portal to submit a Form C to the SEC based on the information I provided through this online form and my company's Wefunder profile.

As an authorized representative of the company, I appoint Wefunder Portal as the company's true and lawful representative and attorney-in-fact, in the company's name, place and stead to make, execute, sign, acknowledge,

swear to and file a Form C, any future non-material Form C-A, any future Form C-U, and any future Form C-W on the company's behalf. This power of attorney is coupled with an interest and is irrevocable. The company hereby waives any and all defenses that may be available to contest, negate or disaffirm the actions of Wefunder Portal taken in good faith under or in reliance upon this power of attorney.

Before you click on the button below, please review the information you have provided carefully.

We strongly recommend you have your company's lawyer review the information as well. The company submitting this Form C is responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading.

☑ I verify the Form C is 100% accurate

☑ I agree to the Wefunder Listing Agreement

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

Black Sands First Act Co

By

Manuel Godoy

CEO

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C and Transfer Agent Agreement has been signed by the following persons in the capacities and on the dates indicated.

Manuel Godoy

CEO
11/23/2026

Carl Reed

President
11/23/2026

Geiszel Godoy

CFO
11/24/2026

The Form C must be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.