



SUNNY DAY FILMS LTD
Information Memorandum

IMPORTANT INFORMATION

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

THE CONTENT OF THIS FINANCIAL PROMOTION HAS BEEN APPROVED, FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000, BY SHARE IN LTD, WHICH IS AN AUTHORISED PERSON WITHIN THE MEANING OF THE FINANCIAL SERVICES AND MARKETS ACT 2000. RELIANCE ON THIS FINANCIAL PROMOTION FOR THE PURPOSE OF ENGAGING IN ANY INVESTMENT ACTIVITY MAY EXPOSE AN INDIVIDUAL TO A SIGNIFICANT RISK OF LOSING ALL OF THE CASH INVESTED.

If you are in any doubt about the content of this Information Memorandum and/or any action you should take, you are strongly recommended to seek advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000 (FSMA) who specialises in advising on investment opportunities of this type. Nothing in this Information Memorandum constitutes investment, tax, legal or other advice and your attention is drawn to the section headed “Risk Factors” in this Information Memorandum.

This document (the “Information Memorandum” or “IM”) is issued by Sunny Day Films Limited (the “Company”) and constitutes an invitation to subscribe for shares issued by the Company on the terms and conditions set out in this document.

An investment in the Company will not be suitable for all recipients of this Information Memorandum. This Information Memorandum constitutes a financial promotion pursuant to Section 21 of the FSMA and has been approved by Share In Ltd (“ShareIn”) of 5th floor, 125 Princes Street, Edinburgh, EH2 4AD. ShareIn is authorised and regulated by the Financial Conduct Authority to conduct investment business (FRN: 603332). Neither the Company nor ShareIn is able to give investment or taxation advice on the suitability and appropriateness of the investment.

Investment in Sunny Day Films Limited is restricted to eligible investors, which are either:

- Certified as a “high net worth investor” in accordance with COBS 4.7.9R
- Certified or self-certified as a “sophisticated investor” in accordance with COBS 4.7.9R
- Certified as a “restricted investor” in accordance with COBS 4.7.10R
- Deemed suitable to invest by an appropriately authorised financial adviser

The Company has taken all reasonable care to ensure that the facts stated in this Information Memorandum are true and accurate in all material respects and that there are no material facts in respect of which omission would make any statement, fact or opinion in this Information Memorandum misleading. Delivery of this Information Memorandum shall not give rise to any implication that there has been no change in the facts set out in this Information Memorandum since the date hereof or that the information contained herein is correct as of any time subsequent to such date. The Company accepts responsibility accordingly.

IMPORTANT INFORMATION CONTINUED

Any references to tax laws or rates in this Information Memorandum are subject to change.

Tax benefits received are subject to personal circumstances and may be lost or withdrawn at a later date. Past performance is not a guide to future performance and may not be repeated. The value of your investment can go down as well as up and you may not get back the full amount invested.

No person has been authorised to give any information or to make any representation concerning this investment other than the information contained in this Information Memorandum, and, if given or made, such information or representation must not be relied upon.

This Information Memorandum does not constitute an offer to sell or a solicitation of an offer to purchase securities and does not constitute an offering in any state, country or other jurisdiction, or to any person or entity to which an offer or sale would be prohibited.

This Information Memorandum may contain certain forward-looking statements. Although the Directors consider that any expectations are based on reasonable assumptions, any forward-looking statements may be influenced by factors that could cause actual outcomes and results to be materially different from those predicted. Forward-looking statements may be identified by using the words “targets”, “believes”, “estimates”, “expects”, “aims”, “intends”, “considers”, “will”, “can”, “may”, “anticipates”, “would”, “should”, “could” and similar expressions in such statements or the negative thereof. Such forward-looking statements include, without limitation, statements made as to future operations, costs, capital expenditures, cash flow and sales and earnings estimates. Such forward-looking statements are based on current expectations and by their nature involve known and unknown internal and external risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from those expressed or implied in this document. You are cautioned not to rely on these forward-looking statements, which speak only as of the date they were made. The Company undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date of this IM.

An investment may only be made on the basis of this Information Memorandum. All statements of opinion or belief contained in this Information Memorandum and all views expressed and statements made regarding future events represent the Company’s own assessment as at the date of this Information Memorandum. No representation is made, or assurance given, that such statements or views are correct or that the objectives of the Company will be achieved. Prospective Investors must determine for themselves what reliance (if any) they should place on such statements or views made by the Company, and no responsibility is accepted by the Company in respect thereof.

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EXECUTIVE SUMMARY

Sunny Day Films Ltd (SDF) was established with a view to produce Film and TV Programmes, whilst allowing investors the opportunity to take advantage of the generous tax benefits available to UK taxpayers under the **Government Seed Enterprise Investment Scheme (SEIS)** and **Enterprise Investment Scheme**. The **SEIS** (£150,000) part of the fundraise has already been completed and the Company is now in the next phase of fundraising, which includes the tax benefits from **EIS** Investment (30% tax rebate).

Of course, no-one should invest purely for tax reasons; people who put their money into a business should have a reasonable expectation of making a profit, whilst being aware of the risks that any equity investment carries. In the following pages, the Directors of **SDF** hope to show how they intend to grow a profitable business and detail the main risks attached to such an investment.

The Company has already started trade. One of the founding directors has an Executive Producer credit on a film called “**The Obscure Life of the Last Grand Duke of Corsica**”, starring **Timothy Spall, OBE**, (Mr. Turner), **Peter Stormare**, (Prison Break) and **Lea van Acken**, (Dark). This is currently in post-production. Also, the Company is co-producing “**Jakob’s Wife**” with **AMP International**. This is a vampire movie which should be commercially successful and is due to begin filming in February 2020.

SDF has a close relationship with **AMP International** and will not only co-produce films with them but has access to their sales and distribution arm. **AMP International** will also help assess the commercial viability of each project. Both companies will make projects available to each other.

SDF has rights and options on a number of **TV** projects, one of which has a working title “**Between the Lines**”. This is a documentary series where **Rick Wakeman** would, in his own inimitable way, interview famous rock/pop stars from the past 40 years or so, many of whom he will have worked with. **Rick** is a shareholder and consultant to **SDF** and the company is very fortunate to have him aboard.

The Company has signed Heads of Terms to acquire **Gizmo Films** which has, among other things, produced “**Funny Cow**” (currently on **Netflix**) and “**The Quiet One**”, a biodocumentary about **Bill Wyman**, soon to be released. **Charlotte Arden** (see page 7) has already joined the team and the **CEO of Gizmo, Peter Dunphy**, is due to become Non-Executive Director once the deal is completed.

The Directors have personally seed-funded the Company, with a mixture of direct investment and loans, and are now confident enough in the prospects of success of the business to invite private individuals to participate in the venture. The company is seeking to raise up to £1million but would be able to proceed with considerably less. The more it raises, the faster it will be able to reach its objective, which is to get to a point where it would become attractive to larger players in the media world or to float on the stock market. These are the two most likely ways for shareholders to realise their holdings and the aim is to reach that point in the next few years or so.

The Directors of **SDF** believe that the team it has built and the association with **AMP International** gives it an excellent chance of commercial success. The Company received **Advance Assurance from HMRC** some time ago that its proposed activities fell within the **EIS rules** and this is currently being refreshed.

COMPANY INFORMATION

Company Name:	Sunny Day Films Limited
Directors:	David Stanley Gates Brian Thomas Wadlow
Registered Office:	322 High Holborn, London, WC1V 7PB United Kingdom
Registration Number:	09235949
Accountants:	RPG Crouch Chapman 62 Wilson Street London, EC2A 2BU
Website Address:	www.sunnydayfilms.org
SEIS/EIS Status:	Advance Assurance given by HM Revenue & Customs
Start Date:	1st Feb 2020
End Date:	Ongoing
Minimum Investment:	£5,000

CAPITAL AT RISK

THE TEAM

DAVID STANLEY GATES | Director

David has had many years' experience in the Financial Services Industry and was Chairman of Capital Planning (UK) Ltd., a successful IFA company until it was sold to the Tenet group of companies. Before that he had brief careers in banking and the Civil Service and, when he was 20 years of age, went to the Falkland Islands as a peripatetic teacher on a three-year contract with the FI Government.

He has published a book, "Islands in the Sky", describing his adventures whilst there and scripts for film and TV are being worked on. David has helped fund the company thus far. He has known Rick Wakeman and Tom Dean (see CVs below) for some years which is how they have come to be part of the team.

BRIAN WADLOW | Director

Brian has always worked in the financial sector and for about thirty years worked in banking, rising to senior management positions. For many years he has run his own successful company formation and secretarial services business in Central London. He is an investor in the business and will oversee the corporate governance of SDF.

RICK WAKEMAN | Producer/Presenter

Rick will be the main presenter of 'Between the Lines' and will bring his huge experience to bear on the production of the series. He is also involved, as Executive Producer, in other projects being considered by the Company. His CV is too long to reproduce in this document but potential investors can visit his website "rwcc" to see recent projects in which he has been involved as well as future planned performances.

CHARLOTTE ARDEN | Executive / Development Producer

Charlotte Arden has extensive experience within film development, production, casting and investment. She was a producer on 'Mad to be Normal' starring David Tennant, Sir Michael Gambon, Elisabeth Moss and Gabriel Byrne. She exec' produced 'Funny Cow' starring Maxine Peake, Alun Armstrong and Paddy Considine, raising over £500k of private equity. The film premiered at the BFI film festival 2017 and was released by global distributors Entertainment One (eOne). She also raised significant funding towards the feature documentary 'The Quiet One' about the life of musician, producer and Rolling Stones bass guitarist, Bill Wyman. This was pre-sold to IFC Films/Sundance Selects and is due for release this year.

TOM DEAN | Consultant - Tax and Contracts

Tom started off his working life by spending 5 years at Allen & Overy, solicitors, specialising in tax. As a result of this experience he qualified as an Accountant and from 1970 to 2005 worked in various accountancy firms including being an equity tax partner with Baker Tilly. He gained an enormous amount of relevant experience by specialising in the field of entertainment. From 2005 he has run his own practice with a number of private clients, predominantly in the music and entertainment business. He will advise the company on tax as well as assisting in negotiations with artists and broadcasters.

INDUSTRY OVERVIEW - Part One

The views and opinions contained in this section are those of the “Team” based on their experience in the TV/Film markets.

Despite the rapid rate of technological change, the Television and Entertainment industry has proved resilient to any downturn in global business. The entry into the global market by distributors/media providers such as Amazon and Netflix has led to a renewed acquisition offensive by the incumbent television networks - terrestrial, cable and satellite. This translates into a desire by the networks to acquire more television hours from third party independent producers.

In the UK, this is exhibited by the recent launch of new Sky channels, including Sky Arts, Sky Independent Movies and other niche offerings.

These channels cater to very specific demographics and, as such, it is easier to predict the type of programming which appeals to their audience niche. SDF’s business strategy will be to produce targeted broadcast media specifically aimed towards the most valuable demographics.

SDF will be producing unique content, and license this offering to primarily international broadcasters and media content providers.

The route to market may include sales to streaming 'Video on Demand' platforms such as Hulu, Amazon and Netflix, as well as traditional broadcasters ranging from PBS in the United States to the Fox Network in Asia.

Why Music Documentaries?

The music sector was impacted by the technological changes in distribution far earlier than broadcast media and feature films. Record companies and artists have recognized the need to market their material to a wider audience and they see television programming, live concerts and merchandising a means of perpetuating their brand as an individual artist or band.

With this in mind, and the production association with Rick Wakeman, SDF feels that it will be able to access A-List music celebrities and acts which will wish to participate in programming made to highlight their own achievements and investigate their own unique contributions to the music industry and the art form.

The music sector has proved remarkably resilient to competition from other genres (documentaries and factual). In the main, this is because musicians have a core loyal following which is an easily identifiable viewer group for a broadcaster.

As a significant category of documentary films, the music documentary performs a valuable service. Whether highlighting a specific artist or examining an entire genre of music, the Rock’n’Roll documentary provides visual evidence of a powerful cultural moment.

INDUSTRY OVERVIEW - Part Two - Global Media & Entertainment Markets (M&E)

Aside from targeted programming and distribution efforts in the U.K., SDF aims to create compelling content relevant to international audiences. The U.S. M&E market represents a third of the global industry and will reach approximately **\$771 billion by 2019**, up from **\$632 billion in 2015**, according to the *2015 - 2019 Entertainment & Media Outlook by PriceWaterhouseCoopers (PwC)*.¹

Demonstrating major contributions of uniquely American culture, the United States boasts the largest global share of M&E earnings for film, music, book publishing and video games. ²In 2016, China (\$190 billion) became the second largest market after the United States (\$712 billion), followed by Japan (\$157 billion), Germany (\$97 billion) and the United Kingdom (\$96 billion).³

Music

Based on the 2015 study, the U.S. music market declined slightly from \$15.06 billion to \$15.01 billion from 2015 to 2016, but is projected to grow to \$15.84 by 2019.⁴

While the U.S. is still the largest global music market and it is essential for a company interested in global operations to establish a presence in the vibrant and highly diverse U.S. music market, competition is strong from European and Asian markets.

The UK music industry will experience very modest overall growth from 2015 through 2019 at a 0.7 percent growth rate to reach **\$4.43 billion** in revenues (down from **\$4.65 billion in 2010**). Live music constitutes more than half of the UK's music revenues and is expected to reach **\$2.53 billion by 2019** at only a 0.2 percent growth over five years.

Digital streaming is expected to grow **39.4 percent to \$286 million** but with dramatic declines in mobile music by 30.9 percent and physical at 5.4 percent to **\$786 million**. This pattern of falling physical sales is a global phenomenon, but UK music revenues are higher than most European countries, with the exception of Germany which is estimated to reach **\$4.55 billion by 2019** and 28 percent digital streaming growth over the five year period measured here.⁵

1. Silva, Andrea. "2017 Media And Entertainment Top Markets Report - Sector Snapshot- Media and Entertainment."US Department of Commerce. June 2017: 1
2. Silva, Andrea. "2016 Media And Entertainment Top Markets Report. "US Department of Commerce. October 2016: 5
3. Silva, Andrea. "2017 Media And Entertainment Top Markets Report - Sector Snapshot- Media and Entertainment."US Department of Commerce. June 2017: 1
4. Silva, Andrea. "2016 ITA Media And Entertainment Top Markets Report - Sector Snapshot - Music. "US Department of Commerce. October 2016: 1
5. Silva, Andrea. "2016 Media And Entertainment Top Markets Report. "US Department of Commerce. October 2016: 54-55

Figure 1 Projected TOP 25 MEDIA & ENTERTAINMENT MARKETS 2015 - 2019*

1. United Kingdom	6. Mexico	11. Russia	16. Sweden	22. Israel
2. China	7. Germany	12. Italy	17. South Africa	23. Norway
3. Canada	8. France	13. Japan	18. Switzerland	24. South Korea
4. India	9. Australia	14. Spain	19. Argentina	25. Singapore
5. Brazil	10. Colombia	15. Turkey	20. Netherlands	

*U.S. Department of Commerce, International Trade Administration

Note:

Past performance is not a guarantee of future results

INDUSTRY OVERVIEW - Part Three - Domestic Media & Entertainment Market

According to the Media & Entertainment Report 2016, the U.K. is a top entertainment market and one of the largest film, TV and music markets in the world, and the British government provides hefty subsidies to these sectors to grow the domestic industry.

The British M&E market will expand to \$106 billion by 2019, growing at a steady 3 percent CAGR, from \$93 billion in 2015. Digital video entertainment is forecast to grow rapidly with the proliferation of viewing devices, and in late 2014, the United Kingdom boasted 48 million smartphone connections as well as two million smart TVs and 14 million tablets in use.

International film productions contributed 81% of the film spend in the United Kingdom, and the UK government offers lucrative tax incentives for domestic feature films, UK TV drama, video games and animation.

The United Kingdom ranks first on ITA's list of top M&E export markets. The UK entertainment industry is growing three times faster than the overall economy and, as a longstanding U.S. trading partner, garners the top spot for U.S. M&E exporters in 2016.

The overall digital M&E market will see steady growth through 2019, but three areas are standouts. Over the top (OTT) streaming will make a big jump and more than double to reach \$1.3 billion by 2019 while total electronic home video revenue will triple to \$1.8 billion in 2019.

The UK government is also supporting the Creative Content UK project between rights holders and ISPs to deal with IP infringement online music downloads are growing despite an otherwise heavily pirated global music market, signalling that consumers are willing to pay for content.

Filmed Entertainment

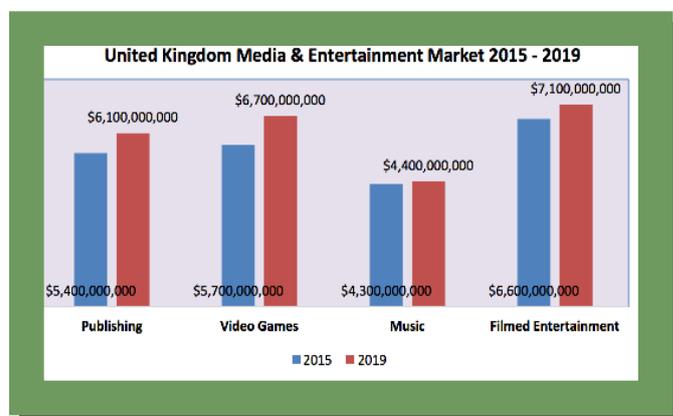
The United Kingdom's filmed entertainment sector was valued at \$6.7 billion in 2015 and is set to grow to \$7.1 billion by 2019 (1.9 percent), a decrease from the 2015 prediction for a 3.4 percent growth.

Electronic home video will continue to grow exponentially from \$1.2 billion in 2015 to \$1.9 billion by 2019 (12.3 percent), with OTT leading the way with expected revenues of \$1.34 billion by 2019.

Physical home video is contracting to only 58 percent of total home video revenues, down from 75 percent in 2014, despite an uptick in BluRay and TV box-set spending that same year, while electronic home video will increase its market share from 24 percent to 42 percent of total home video revenues.

Cable TV is in strong competition with the streaming sector, with major ad campaigns launched by industry giants like Sky, Netflix and Amazon to engage British consumers with their services on PCs, mobile apps and gaming consoles.

The competition is leading to opportunities for innovative firms in this space to either partner with larger U.S. or foreign corporations who need English speaking expertise or to bring value added services from specialized small businesses to market.



Source: Media & Entertainment Report 2016

THE INVESTMENT OPPORTUNITY

SDF have re-examined the traditional television production process. The Directors consider that the investment risks traditionally associated with television investment have been substantially reduced. It is of course impossible to eliminate the risks completely so investors are strongly recommended to read and understand the risk section on page 14 before deciding to invest.

The Directors intend to use the following strategies:

- Assessment of target market (audience) with specific regard to age, demographic and economic profiling, thereby enabling SDF to select projects with appeal to broadcasters.
- Selection of low to mid-market television series projects with international appeal;
- Access to top-flight artists using an extensive network of music industry contacts;
- Pre-selection research from international television trade markets (MIPCOM etc.), assessing competing offerings and providing market insight into the commercial viability of SDF's own productions.

By producing a number of television productions, SDF will benefit from significant economies of scale by shooting "back to back". Being able to contract studios, crew and equipment for longer periods will result in reduced production costs. These cost savings go straight to the bottom line.

All investment involves risk. However, the Directors believe that spreading the business over a number of projects increases potential profits and the probability of making diversified returns for investors.

Although SDF is seeking to raise up to £1million, it does not require that amount in order to make it a viable business. SDF will adapt its approach according to the resources available. It will make programmes within the funds it has available. For instance, there is a significant part of '**Muse**' already filmed and it would take a small amount of finance to complete the programme. This would then be sold and the sale proceeds used to make another programme. This process would be repeated.

The Company's ambition is to get to a point where it would be attractive to potential purchasers or even to float on one of the world's stock markets. The Directors believe the more investment that is raised the faster this will happen.

SHAREHOLDING

The total shares in issue are 2,335,000 shares in issue, all held by the founders. The company is offering another 1,000,000 shares (approximately 30% of the total) at £1 each under the Enterprise Investment Scheme to qualified individuals who are UK resident taxpayers.

RISK MANAGEMENT

SDF will reduce the risks by concentrating on co-producing feature films and mid-budget TV programmes. The company has excellent contacts within the Film/TV industry and therefore has a good supply of new projects to consider. When considering a TV series such as 'Between the Lines' with Rick Wakeman, SDF may consider producing a pilot episode in order to test the market before filming the whole series.

The team at SDF have a wealth of experience within the industry and are confident on balancing high-quality content with commercial interest, with the aim of gaining the most profit for investors.

SDF will reduce risks by co-producing feature films and mid-budget TV programmes. This will enable it to be involved with a number of projects which has the effect of spreading the risk. The Company has excellent contacts within the the Film/TV industry and will always have a good supply of new projects to consider. Every project under consideration will be assessed by industry experts on the potential sales returns.

RISK FACTORS

Investors should be aware of the risks associated with an investment in SDF.

SDF believes an investment in the company via this Information Memorandum will provide the necessary capital to ensure that SDF is sufficiently capitalised to deliver its plans.

SDF considers the following risks to be the most significant for potential investors. The risks listed below do not necessarily comprise all those associated with the company. The attention of prospective investors is drawn to the fact that ownership of shares in the company will involve a variety of risks which, if they occur, may have a materially adverse effect on the company's business or financial condition, results or future operations. In such case, the value or market price of the shares could decline and an investor might lose all or part of his/her investment. Shares in the company are presently unquoted securities and should therefore be considered to have more risk than quoted securities and shares.

Investors should be aware of the risks associated with any investment in a business in the early stages of development. Investors should consider carefully whether an investment in the company is suitable for them, in the light of the matters referred to in this IM, their personal circumstances and the financial resources available to them. In addition to the information set out in this document, the following risk factors should be considered carefully in evaluating whether to make an investment in the company.

The following factors do not purport to be an exhaustive list or explanation of all the risk factors involved in investing in the company and they are not set out in any order of priority. There may be additional risks of which the Directors are not aware.

MANAGEMENT AND EMPLOYEES

The future performance of the company will depend on its ability to retain the services and personal connections or contacts of key executives and to recruit, motivate and retain suitably skilled, qualified and industry experienced personnel. The loss of the services of key individuals may have an adverse material effect on the business, operations, revenues, customer relationships and/ or prospects of the company.

GENERAL ECONOMIC CLIMATE

The general economic climate is volatile and is affected by numerous factors which are beyond the company's control and which may affect its operations, business and profitability. These factors include the supply and demand of capital, growth in gross domestic product, employment trends and industrial disruption, international economic trends, currency exchange rate fluctuations, the level of interest rates and the rate of inflation, global or regional political events and international events, as well as a range of other market forces, all of which have an impact on demand, business costs and stock market prices.

RISK FACTORS (Continued)

UNCERTAINTY OF FUTURE REVENUES

The company only has a short trading history in the marketplace upon which an evaluation of the company and its prospects can be based. The company's business must also be considered in light of the risks, expenses and problems occurred by companies at an early stage of development. There can be no assurance that the company's operations will be profitable or produce a reasonable return, if any, on investment.

THE COMPANY'S OBJECTIVES MAY NOT BE FULFILLED

The ability of the company to implement its strategy could be adversely affected by changes in the economy and/ or industry in which it operates. Although the company has a clearly defined strategy and its directors are optimistic about its prospects, there can be no guarantee that its objectives or any of them will be achieved on a timely basis or at all. The company's ability to attract new business is also dependent on the maintenance of its reputation.

COMPETITION

Larger companies, in particular, may have access to greater financial resources and industry connections than the company, which may give them a competitive advantage. In addition, the company cannot predict the pricing or promotional activities of its competitors or their effect on its ability to market and sell its services. In order to ensure that its services remain competitive, the company may be required to reduce its prices as a result of price reductions by its competitors. This could adversely affect the company's results. Potential competitors may establish co-operative relationships between themselves or with third parties to enhance their services. Accordingly, it is possible that new competitors or alliances among competitors may emerge and rapidly acquire significant market share. There is no assurance that the Company will be able to compete successfully in such a marketplace.

FUTURE PAYMENT OF DIVIDENDS

There can be no assurance as to the level of future dividends. The declaration, payment and amount of any future dividends of the company are subject to the discretion of the directors and shareholders of the company and will depend upon, inter alia, the company's earnings, financial position, cash requirements and availability of profits as well as the provisions of relevant laws and/or generally accepted accounting principles from time to time. The company has no plans to pay a dividend in the immediate future.

INTERNAL CONTROLS

Future growth and prospects for the company will depend on its ability to manage the current business and to continue to expand and improve operational, financial and management information and quality control systems on a timely basis, whilst at the same time maintaining effective cost controls. Any failure to expand and improve operational, financial and management information and quality control systems in line with the company's growth could have a material adverse effect on the company's business, financial condition and results of operations.

LITIGATION

While the company currently has no outstanding litigation, there can be no guarantee that the current or future actions of the company will not result in litigation. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular legal proceeding will not have a material adverse effect on the company's financial position or results of operations.

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements that involve risks and uncertainties. All statements, other than statements of historical facts, contained in this document, including statements regarding the company's future financial position, business strategy and plans, business model and approach and objectives of management for future operations, are forward-looking statements. Generally, the forward-looking statements in this document use words like "anticipate", "believe", "estimate", "expect", "future", "intend", "may", "opportunity", "plan", "potential", "projects", "seek", "will" and similar terms. The company's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the company, which are described in this Information Memorandum. Investors are urged to read this entire document carefully before making an investment decision. The forward-looking statements in this document are based on the relevant directors' beliefs and assumptions and information only as of the date of this document, and the forward-looking events discussed in this document might not occur. Therefore, investors should not place any reliance on any forward-looking statements. Except as required by law or regulation, the directors undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future earnings or otherwise.

RAISING WORKING CAPITAL TO FUND DEVELOPMENT

It is possible that the company will need to raise further funds in the future. There is no guarantee that the prevailing market conditions at that time will allow for such a fundraising or that new investors will be prepared to subscribe for shares at the same price or at a different price. Shareholders may be materially diluted by any further issue of Ordinary Shares by the company.

If any of the risks referred to herein crystallise, the company's business, financial condition, results or future operations could be materially adversely affected. In such case, the value or price of its shares could decline and investors may lose all or part of their investment. The investment detailed in this document may not be suitable for all of its recipients and involves a high degree of risk. Before making an investment decision, prospective investors are advised to consult a professional adviser authorised under the Financial Services and Markets Act 2000 who specialises in advising on investments of the kind described in this document. Prospective investors should consider carefully whether an investment in the company is suitable for them in the light of their personal circumstances and the financial resources available to them.

YOUR CAPITAL IS AT RISK.

BETWEEN THE LINES: Confessions Of A Rock Star



Style: Observational

Format: Series

SYNOPSIS: A musicology series which uncover the secrets behind some of the greatest acts in music history.

What if we could finally decode the cryptic lyrics to epic songs like Stairway To Heaven or Bohemian Rhapsody? Imagine being inside the mind of Alanis Morissette as she walks you through her creative process and inspiration behind albums like, Jagged Little Pill. Between The Lines is a show that grants music lovers an all-access pass to a place where all their questions about their favourite artists are answered.

Celebrated musician and host Rick Wakeman curates the conversation between friends, which unfold like a true meeting of creative minds. Nothing is off-limits for Wakeman and his mates as they offer insights about music history, methodology, evolution, collaboration and creative process. The result is highly entertaining, intelligent and audacious banter that an audience of their music fans will adore.

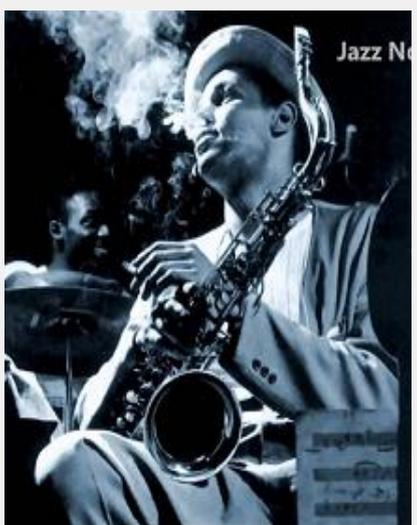
Comparable to the documentary, This Might Get Loud, Between The Lines also features spontaneous live performances with random guests, resulting in unusual collaborations between artists who wouldn't typically share the stage.

ARTISTIC VISION: OUR UNIQUE OFFERING

A Cinéma-Vérité style Talk Show provides collaboration opportunities for both the artist and the fan. Fans have the opportunity to submit questions and participate in the interview process.

In addition to delivering compelling, intimate high-quality interviews, the live performance segment would be filmed in cutting-edge 360 VR technology. This interactive component will be utilized as a cross-platform, value-add feature which broadens our audience base as well as bring the ultimate concert experience to music lovers right in their own living rooms.

This experimental approach to documentary filmmaking also creates opportunities for financing and demonstrates that we are at the forefront of content innovation.



MUSE: Chasing Inspiration

Style: Observational

Format: Music Documentary Mini-Series

SYNOPSIS:

Meet Eric Mercury. A charismatic singer-songwriter, who carries a certain swagger reminiscent of musicians who can say they once hit the big time. Rightfully so, Mercury has released multiple solo albums under major record labels and collaborated with a revolving door of music legends. Yet, he remains a peripheral character on the music scene, with not much else left but a fascinating story to tell.

With three progressive decades and one hiatus under his belt, Eric Mercury, now 73, is planning a comeback; A new album. Quite possibly, his last. To prepare, the soulful singer warms up with a series of live performances at a blues club in his hometown.

In between his live sets, Eric shares anecdotes and colorful stories about his past. These trips down memory lane take us all the way back to Eric's roots in Gospel music.

Further along, we discover rare stories about a long list of famous musicians he collaborated with during the peak of his career, who inspired Mercury and so many others in immeasurable ways.

Muse is series of heartfelt stories about how great artists chase and find their inspiration.

ARTISTIC VISION:

OUR UNIQUE OFFERING

Our Principal Photography includes an exclusive interview with Eric Mercury in his element: A live Blues club.

This location set the perfect atmospheric tone for the narrative. It also delivers an intimate and entertaining live performances, to it's audience.

Our choice for observational, cinema verite-style of shooting will induce a visceral experience for music lovers, as though they had a front row seat.

EIS GUIDE

The Enterprise Investment Scheme (EIS) seems to encourage individuals to make equity investments in the higher risk small to medium sized unquoted company sector, by offering a raft of tax reliefs

The Tax Reliefs

In order to encourage investment in EIS companies, the government offers tax reliefs. These can give total tax reliefs of up to 98% of the sum invested:

Providing the shares are held for three years, Income Tax relief is available at 50%, and the scheme offers exemption from Capital Gains Tax on 50% of the investment. The maximum investment qualifying for relief is £100,000.

EIS cash subscription	£100,000
Income Tax relief at 30%	£(30,000)
CGT Deferral relief at 28%	£(28,000)
Inheritance Tax relief at 40%	£(40,000)
Net cost of investment	£2,000

The tax reliefs in detail

A. Income Tax Relief

An investor who subscribes in cash for ordinary or non-cumulative fixed preference shares in an EIS qualifying company can obtain income tax relief of up to 30% on investments of up to £1,000,000 each year. This relief can be claimed either in the tax year the investment is made, or in the previous year.

B. Inheritance tax exemption

Provided a shareholder has owned shares in a qualifying unquoted trading company for at least two years and certain conditions are met at the time of transfer, inheritance tax business property relief of 100% is available, which reduces the inheritance tax liability on the transfer to nil.

There is no Limit on the amount you can invest in EIS companies for inheritance tax relief purposes.

C. CGT Deferral Relief

Investors with capital gains made up to three years before or one year after an EIS investment is made can claim 'deferral relief' against those gains.

Deferred gains do become taxable again on certain events, such as a sale of the EIS shares.

The £1,000,000 annual limit does not apply for CGT deferral relief purposes - any amount can be deferred.

EIS GUIDE (Continued)

D. Exemption from Capital Gains Tax

If an investor holds EIS shares for at least three years, any capital gain realised on the disposal of the shares will be both income tax and capital gains tax free, provided income tax relief has been given and has not been withdrawn.

E. Loss relief

If a loss is made on the disposal of EIS shares at any time, the loss may be claimed against either current year or future capital gains, or, by election, against income of the current or previous tax year. The effect of this, for a 45% taxpayer, is to reduce the loss as follows:

EIS cash subscription	£100,000
Income tax relief at 30%	£(30,000)
Loss relief	£(31,500)
Net loss	£38,500

Qualifying unquoted trading company

There are a number of conditions that a company must fulfill in order to qualify under the Enterprise Investment Scheme. In brief, the main conditions are as follows.

The company or its subsidiary must carry on a qualifying trade which excludes certain financial and so-called 'passive' activities such as hiring plant, letting property and receiving royalties.

Additionally, certain land-backed trades such as operating hotels, nursing homes, farming, forestry and property development do not qualify, nor do shipbuilding, coal mining, steel production, or legal and accounting services.

A company does not qualify if its gross assets immediately before the EIS share issue exceed £15m or immediately afterwards exceed £16m. The company must have fewer than 250 employees when the shares are issued, and the maximum amount that can be raised from Venture Capital Schemes is £5m in a 12 month period.

If a company fails to meet the conditions in the three years following the investment, or an investor sells or otherwise disposes of the shares, the tax reliefs will be lost.

The Investment Process

Before investing in a company offering EIS reliefs, investors should consult their tax and financial advisers.

Additionally, investors should ask to see the Company's Advance Assurance letter from HM Revenue & Customs.

Advance Assurance does not guarantee that EIS tax reliefs will be available, but it does give a degree of comfort.

Provided the company has been trading for at least four months, they will then apply to HM Revenue & Customs for the EIS certification and investors should receive an 'EIS 3 Certificate' within a couple of months.

However, the Company cannot apply for the certificates from HMRC until it has traded for four months.

The EIS3 certificate is needed before a claim for any of the EIS tax reliefs can be made. Investors' tax or financial advisers will be able to assist with the claim if necessary.

EIS Funds

Finding the right company to invest in can be problematic for investors. One approach to this problem is to invest in an EIS Fund. These operate in a similar way to Venture Capital Trusts or Unit Trusts - the fund manager selects and monitors the companies invested in.

However, with an EIS Fund the investor is the beneficial owner of the underlying investments, rather than owning units in a unit trust. Investing through a Fund also enables the investor to spread their risk as a Fund will typically invest in at least four different companies.

Risk

Investors considering investing in EIS Companies must remember that the tax reliefs are only available because investing in this type of business is perceived as high risk.

Additionally, shares in unquoted companies can be difficult to sell, should you wish, or need, to liquidate your investment.

Acknowledgements and Representations

1. If your application is accepted, you agree to observe, perform and be bound by the terms and conditions of this document.
2. You confirm and warrant that you personally possess sufficient knowledge, experience and expertise in financial and business matters (including experience with investments of a similar nature to an investment in the Company) to be capable of evaluating the merits and risks of investing in the Company is suitable for you and/or you have taken appropriate advice from a professional investment adviser.
3. You acknowledge that your application is not transferable or assignable.
4. You undertake to notify the Company immediately if there are ever relevant circumstances of which the Company should be aware, including whether an investment in this Company is no longer suitable for your needs and circumstances.
5. You confirm, in relation to your investment in the Company, that:
 - you are applying on your own behalf,
 - you will notify the Company of any Investment with which you are connected within section 163 and sections 166 to 177 of the Income Tax Act; and you will notify the Company if, within three years of the date of issue of Shares by an EIS Qualifying Company, you become connected with that EIS Qualifying Company or receive value from it,
 - you confirm that you will provide all information required by the Company to comply with all applicable anti money laundering regulations (including the Proceeds of Crime Act 2002 and the Money Laundering, Terrorist Financing and Transfer of Funds (information on the Payer) Regulations 2017 (“ML Rules”)),
 - you acknowledge that your application will not be accepted unless the Company is satisfied (in its absolute discretion) with compliance with the ML Rules in relation to you and your application, and
 - you confirm that if an Application Form is not accepted the obligations of the Company to return any application monies (which will be returned without interest) will be subject to the ML Rules.