

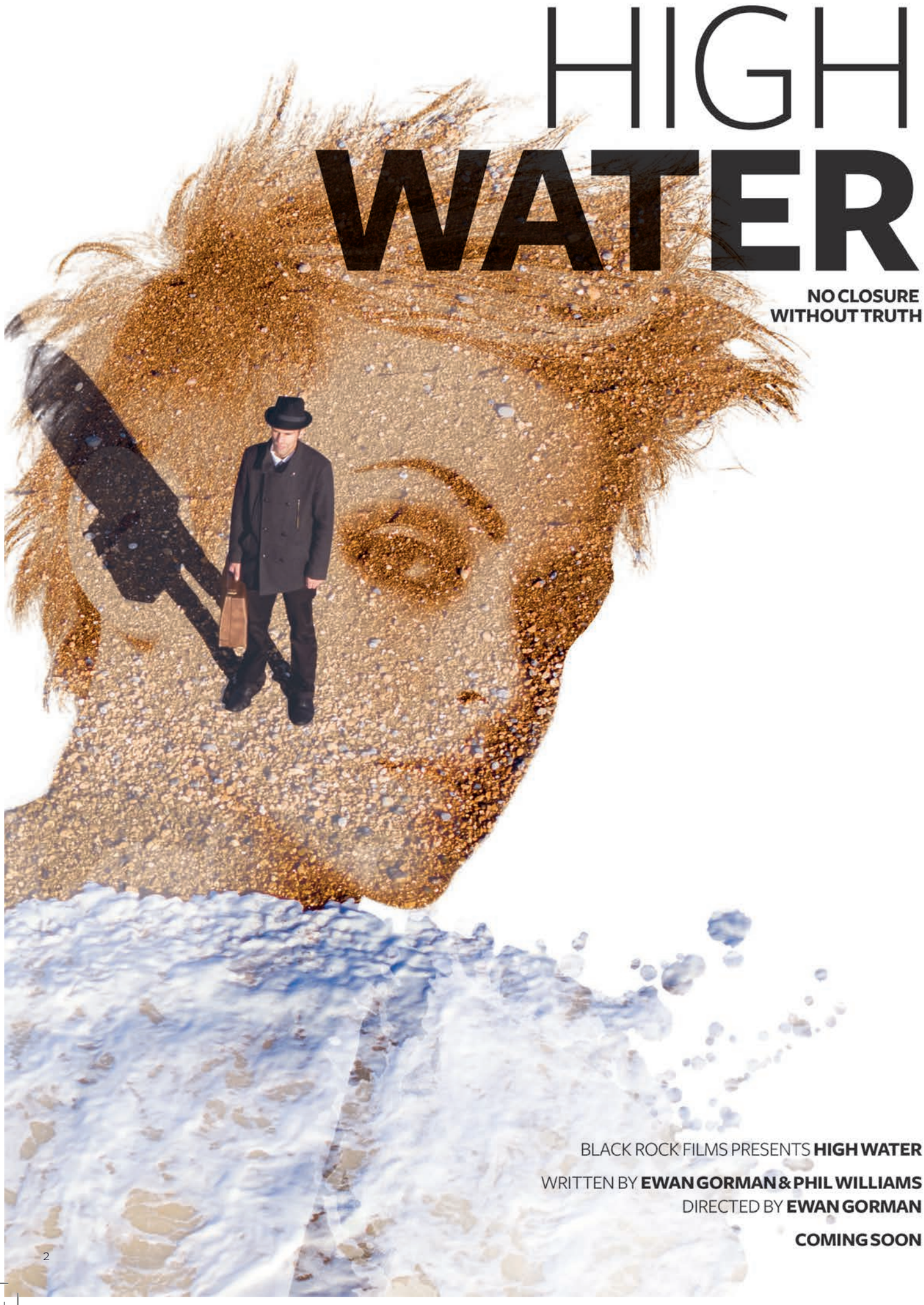
FEATURE FILM

INVESTMENT OPPORTUNITY

A journalist investigates the drug-related death of his estranged son, revealing a murder for which he is compelled to find justice.

INTRODUCING

HIGH WATER


HIGH
WATER
NO CLOSURE
WITHOUT TRUTH
BLACK ROCK FILMS PRESENTS HIGH WATER
WRITTEN BY EWAN GORMAN & PHIL WILLIAMS
DIRECTED BY EWAN GORMAN
COMING SOON

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THE PROJECT

High Water is an independent film for worldwide theatrical release.

This brochure is an invitation to invest in a UK feature film. Investors will become part of the production of this imaginative thriller.

The film is fully developed and ready for immediate pre-production. It has an identifiable, core audience of filmgoers, television viewers and home rental, similar to those audiences enjoying films like Dead Man's Shoes, Manhunter, London to Brighton.

High Water is set at a small budget with well-profiled cast appropriate to the budget. Theatrically the film will attract audiences aged between 15 - 40 years, both male and female.



GENRE
Thriller

STATUS
UK production
Pre-production
Screenplay by Ewan Gorman & Phil Williams

FINANCE
UK 100%

High Water is set in the United Kingdom and is intended for a global theatrical release. Core expenditure qualifies for the UK Film Tax Relief. We are seeking private equity investment with or without EIS and SEIS relief.

ORIGINATING FORMAT
4K Digital

BUDGET
£150,000

PRODUCTION COMPANY
Black Rock Films

SALES AGENT
Princ Films International Inc
United States of America
www.princfilms.com



SYNOPSIS

HIGH WATER (2018)

Following the death of his 20-year-old son, journalist Vince Sand returns to Brighton. He's been away five years and much has changed.

The new Brighton is brutal and unforgiving. Homelessness and drug taking are common place. There is a growing underclass of people who have fallen between the cracks in society. These Street People are ignored by many, and preyed upon by a few.

In this world where life is cheap, the rules are very different. No-one will help you once your address is "no fixed abode".

The coroner's report into Jake's death says heroin overdose but Vince doesn't believe it. Vince's objective is to investigate Jake's death, and find the truth, but all he really wants to do is leave town. His ex-wife Susanna is re-married to a successful restaurant owner called Lockwood.

Jake should have been in the prime of life, not six feet under. Vince discovers that the associates of Lockwood are involved in drug dealing. Is the restaurant just a front for a bigger operation? It appears to be murder. Maybe he can't fix society but he can certainly fix the scum that killed Jake. Were Lockwood's bitter rivals involved, the scouse brothers?



Vince searches through the underworld of drug taking and rough sleeping. People want him around like a bad smell, but he finds an ally in the form of post punk chick Jessie, Jake's ex-girlfriend.

She's an addict and scared but helps Vince to get to the people he needs. Vince tries to get her to change, seemingly unsuccessfully. The scouse brothers are blamed for supplying Jake and Vince tries to play one group off against the other.

The homeless community is fragile. Vince wants the truth, but the truth is hard to find. Jessie is working as a prostitute to feed her habit. Lockwood is superstitious and puts his trust in tarot cards. Vince puts his trust in his skills as a journalist.

The closer Vince gets to the truth the hotter it gets until the stakes are raised to life or death.

Things get worse when Vince kills one of the dealers. This leads to a face-off between the gangs. A hiatus that brings some home truths.

What is the value of human life? Fall below the radar, die and no-one gives a damn. But Jake's life is gone and Vince carries a tremendous sense of guilt. Who killed Jake and will Vince get justice?

THE FILM MAKERS



EWAN GORMAN
Writer/Director

"This film is based on my own experiences, the people that I know, and events that have happened here, in Brighton."

Ewan's first feature, the children's adventure Young Hunters: The Beast of Bevendean (2014), which he wrote and directed was represented worldwide by Princ Films Inc and is available on Amazon Prime.

Ewan is also a Director of Film Brighton. A community company running Brighton's Micro Features Film Production Programme. The company gives financial and logistical support to a slate of Five feature films. High Water is one of these five films.

He has recently directed a sci-fi short film, "Betrayed" Company Paradiso. Ewan also teaches filmmaking at the Youth Film School, and Hove College. He is passionate about equal access to filmmaking for everyone, regardless of race, gender or background.



PHIL WILLIAMS
Writer

Phil Williams is an author, screenwriter and editor who writes dystopian and contemporary fantasy fiction, and his educational grammar guides have become best sellers in the Amazon Kindle charts.

His feature-length screenplay The Faergrowe Principle won the Silver Award in the 2015 AURA Screenwriter Awards and reached the Quarter Finals of Shore Scripts 2016. His TV pilot script Brutal Tower reached the Quarter Finals of the 2017 Finish Line Script Competition and his short script Those Who Wait was commended in the Screenwriting Goldmine Seven Day Shorts competition.





DEBORAH ESPECT
Producer

Deborah Espect is a Writer, Director and Producer who has six short films, a web series and a dozen plays under her belt. She began her Producer career as a Production Manager on the short film 'Stalker' and recently production managed the 2nd World War drama 'Pitfall'.

In London, she regularly co-produced play festivals at The Old Red Lion Theatre. Recently she wrote, directed and produced the multi-award-winning web series 'As We Are', which has so far been selected for 12 festivals internationally with a current view count of over 130,000.

Her latest film 'The World Can Wait', which she also wrote, directed and produced has won awards in several film festivals around the world. Her current projects include the production of a music video for London band Useless Cities.



SERGIO DELGADO
Cinematographer

Sergio Delgado is a Director of Photography born in Logroño, Spain and now based in the UK.

He studied Image and Sound in Palma de Mallorca and Cinematography at the Centro de Estudios Cinematográficos de Cataluña in Barcelona.

He started his professional working career in the camera department on international projects with directors such as Steven Soderbergh (Che, The Argentine and Che guerrilla), Jim Jarmusch (The Limits of Control), and Guillermo del Toro (Pan's Labyrinth) .

While learning his cinematography he worked with DoPs such as Chris Doyle, Darius Khondji, Robert Richardson, Emmanuel Lubezqui Jack N. Green, Danny Cohen and Robert Yeoman.

In 2004 he worked as a director of photography on his first feature film (***H6: Diary of a serial Killer***) and in 2007 he shoots ***"Brain Drain"***, the highest grossing film of the year in Spain.

Currently he works as a Director of Photography on international projects from feature films to TV series.



EDMOND KURKJIAN
Composer

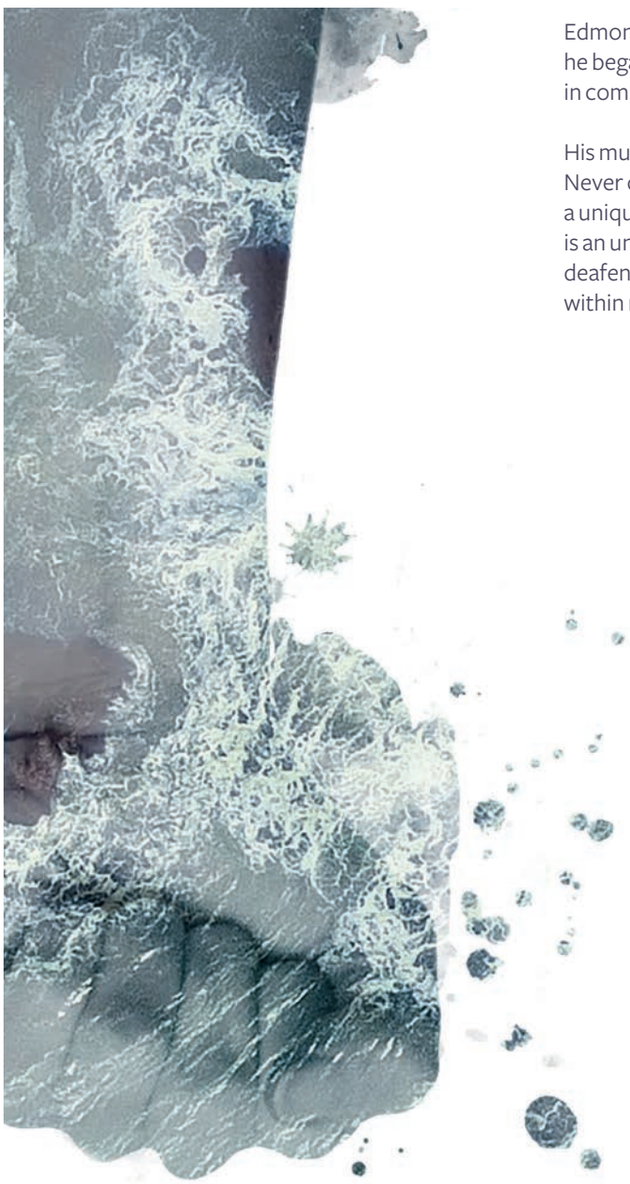
Edmond Kurkjian is a composer and music producer who creates haunting cinematic and heavily atmospheric music.

Ed began his musical path with intense classical training at Purcell School where he studied piano, oboe and guitar and later went on to study composition at The Royal College of Music .

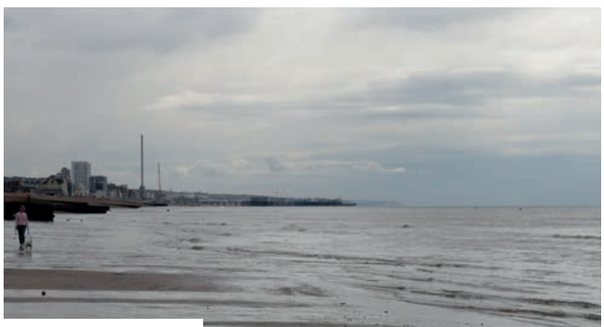
As a multi instrumentalist Edmond worked as a session musician for Island Records working with artists around the world.

Edmond's musical ambition turned to composing and he began working on his real passion and specialised in composition, improvisation and music production.

His music evokes emotions and visual stories. Never composing by numbers and always delivering a unique experience of great personal depth. There is an understanding that the silence can be just as deafening as the blistering explosive crescendos within music.







VISUAL STYLE

This is a stylish film. It will be imaginative, cool and beautifully lit. We will employ particular colours to emphasise dark emotional moods.

Water is a big theme in the movie and will have meaning whenever it is seen.

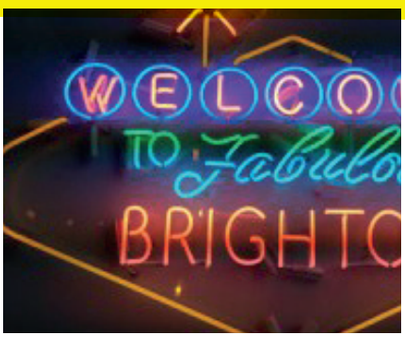
There will be very little CGI in the film. We intend for this movie to have a very real feel to it. The stunts, cars and props will all be real. The key thing you must feel during a chase, for instance, is involvement with the purpose of the chase - and not just explosive special effects. Sometimes a movie makes a greater impact by not trying so hard.

All the characters are clear on their hopes and fears but Vince is not. There is a principle in Hollywood film noir *"a movie lives its life not through its hero, but through its shadows."* (Roger Egbert)

There are depths and shadows to *High Water,* the ending is not simple, and although the heroes may live ever after, it may not be happily.

We will pay respects to the old and new, by acknowledging a world we knew and a world that is the living present. In doing this we will reference some of the great thrillers of the past. Films like *"GET CARTER"*, *"TO LIVE AND DIE IN L.A."*, *"DOUBLE INDEMNITY"*.

High Water is set in the present day and is very much a sleek modern thriller.









VISUAL STYLE



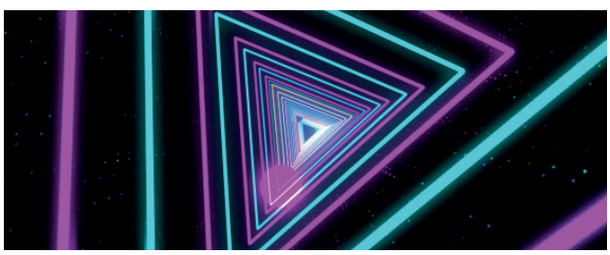


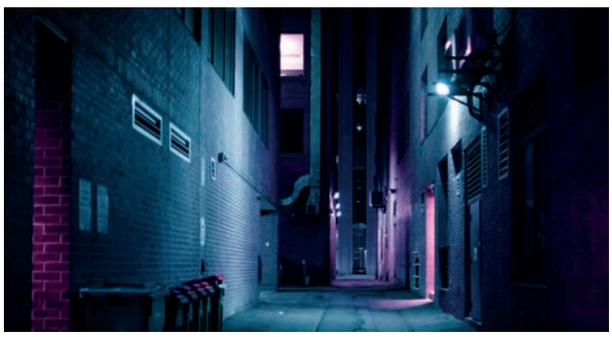














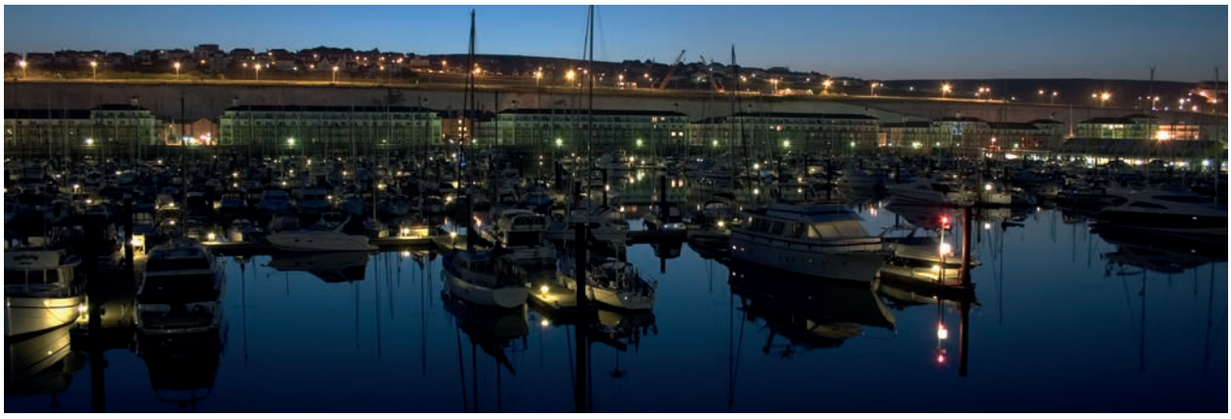












MUSIC

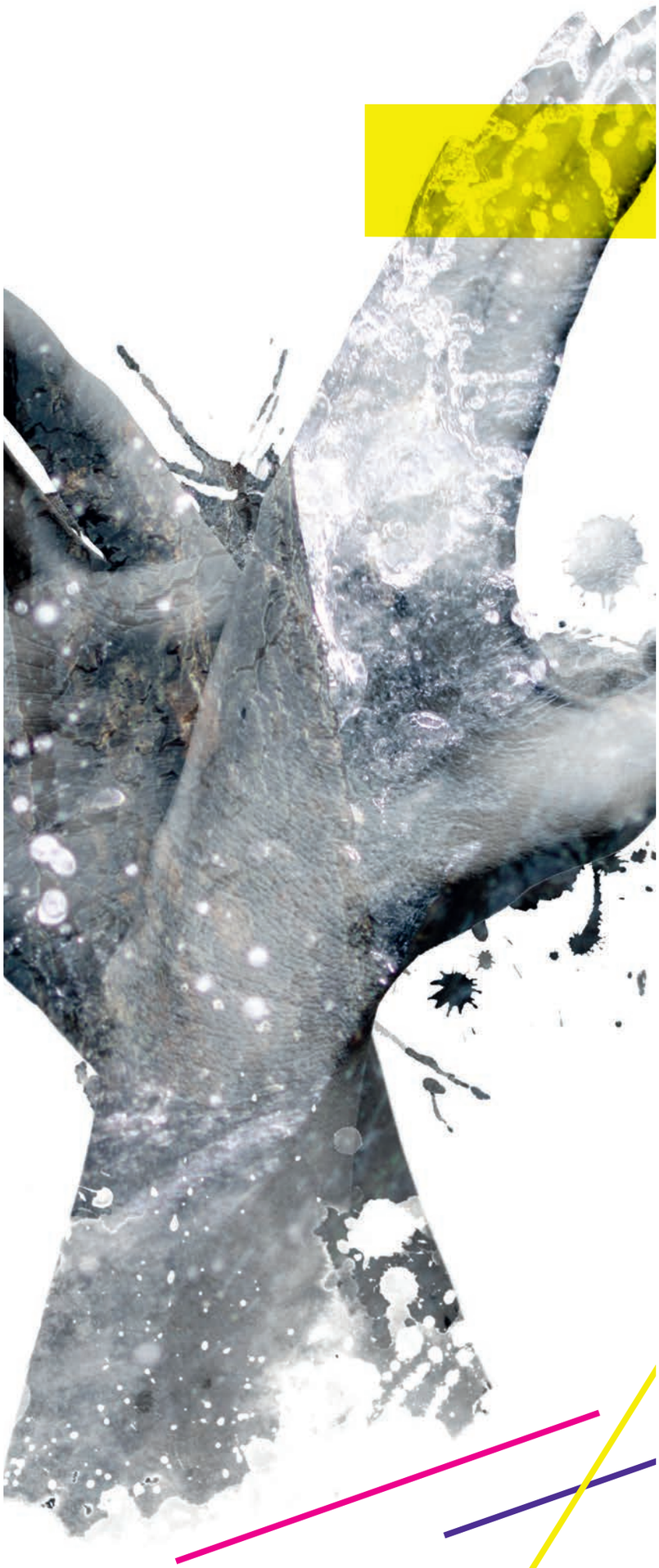
The score of the film is a very important element and one which we are paying care and attention to right now.

The score will be an electronic one, which will be based on percussion and melody.

The director Ewan Gorman is an admirer of the works of Vangelis (***Chariots of Fire, Blade Runner***) and Maurice Jarre (***Witness, Ghost, Jacob's Ladder***) but also soundtracks like ***To Live and Die in L.A.*** by Wang Chung, and ***Thief*** by Tangerine Dream.

"It will be melodic, as this is something I feel very strongly about." Ewan Explains. *"We intend that the score will be released as a Soundtrack Album in its own right."*

The composer Ed Kurkjian is a very accomplished musician who can play several instruments. He is also, naturally, a film lover!

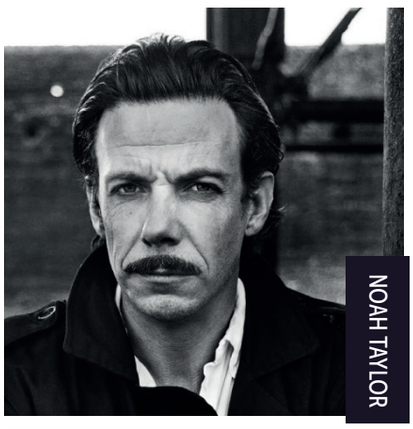


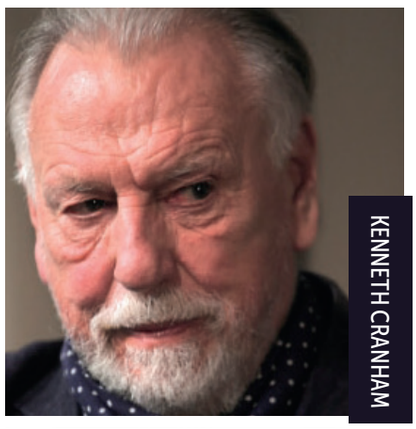
CASTING

We will be working with agents and casting directors to attach a well-profiled cast that will not only help ensure the commercial marketability of the project but will also lend their considerable experience and talent to the challenging, character-driven roles of 'High Water'.

The following artists represent the calibre and level of talent that we would be seeking to attach. Artists are the director's suggestions only and their inclusion does not indicate their attachment to the project.

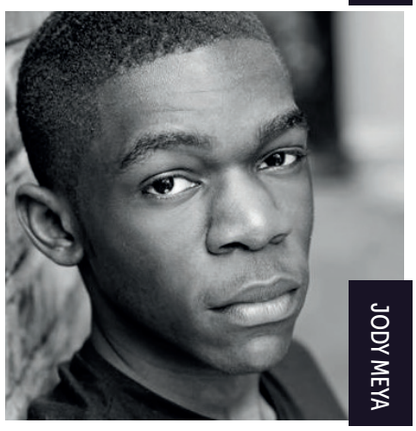

GRETA SCACCHI

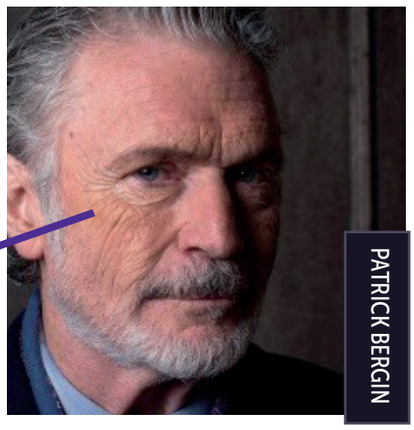

NOAH TAYLOR

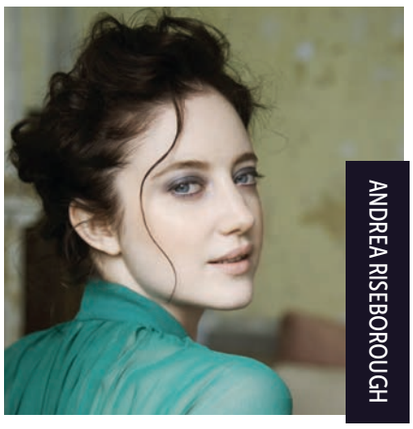

KENNETH CRANHAM

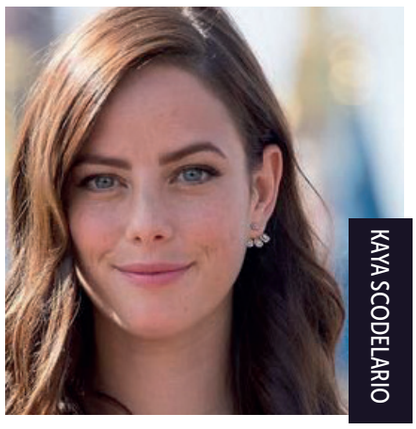

DAKOTA BLUE RICHARDS


MARK WILLIAMS

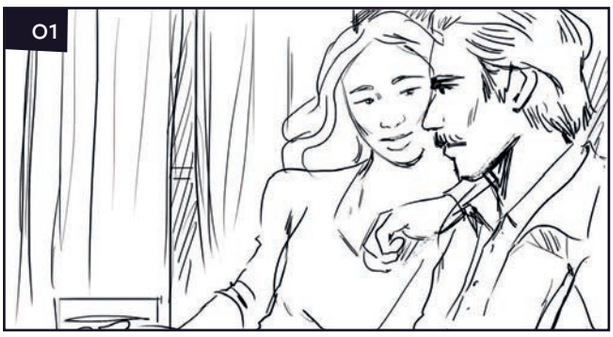

JODY MEYA


PATRICK BERGIN

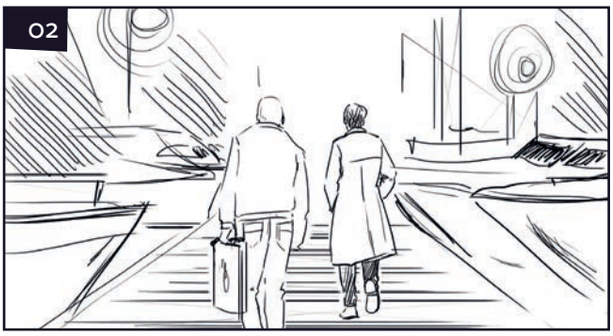

ANDREA RISEBOROUGH


KAYA SCODELARIO

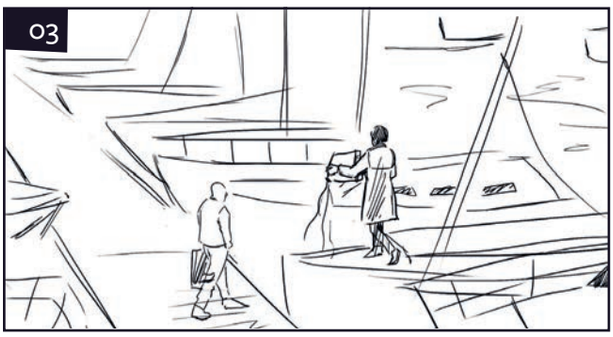
STORYBOARD



Vince sits with Ellen on the edge of his bed in B&B.
She attempts seduction but he is too grief stricken.



NIGHT Vince and Aaron walk along a pontoon.
Aaron carries a fuel can.



NIGHT Vince tips fuel on the scouse brother's boat.



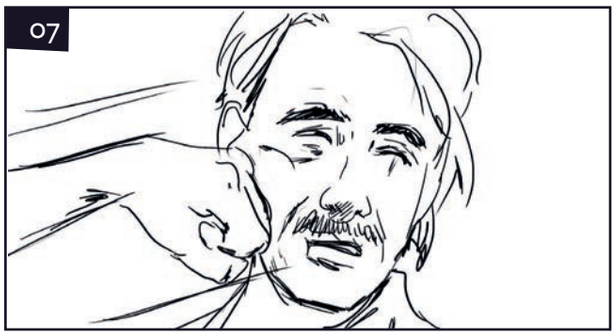
Aaron shoots at assailant unknown.



The boat is up in flames as Vince and Aaron run.



Vince reaches the marina gate.



Vince is knocked out CLOSE-UP.



A car boot is opened and inside is a groggy Vince.



Vince interrogated by the scouse bros in the cabaret bar.



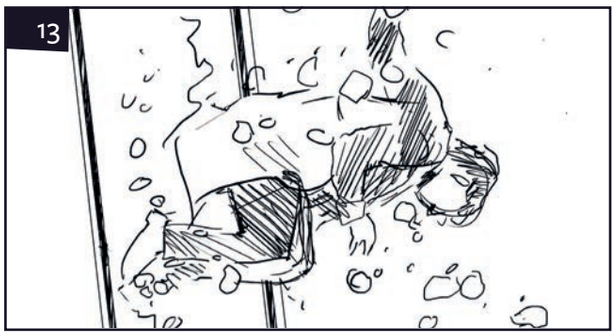
Drag queen Calista sings to an empty cabaret bar.



Close Up. Groggy Vince + drink.



Drugged Vince struggles with Calista. Pulls off her wig.



NIGHT Vince smashes through a window to escape.

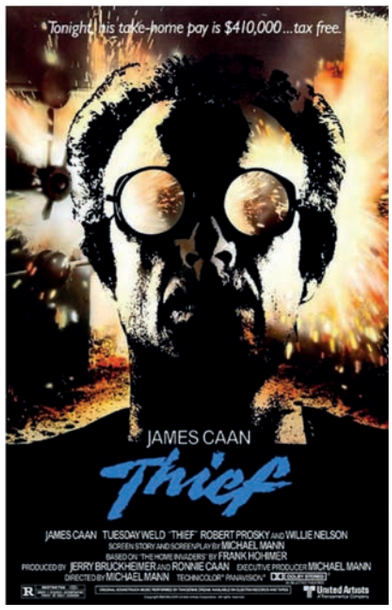
WORLDWIDE BOX OFFICE
FOR THRILLERS



DEAD MAN'S SHOES (2004)
Director: Shane Meadow
Starring: Paddy Considine, Toby Kebbell & Gary Stretch

Release Date:
October 2004
Budget:
£290,000

Worldwide gross to date:
£300,081



THIEF (1981)
Director: Michael Mann
Starring: James Caan & Tuesday Weld

Release Date:
March 1981
Budget:
£3,904,780

Worldwide gross to date:
£8,164,540



LONDON TO BRIGHTON (2006)
Director: Paul Andrew Williams
Starring: Georgia Groome & Johnny Harris

Release Date:
August 2006
Budget:
£180,000

Worldwide gross to date:
£700,681



SALES, DISTRIBUTION & RECOUPMENT

Negotiation on distribution deals vary and from offer to execution of long form distribution contracts may take approximately two to three months. We expect that once agreed and completed, 20% of the guarantee will be paid on signature with 80% paid on notification of delivery.

Following a traditional model of recoupment, revenue flow would take place between three and fifteen months after the first showing of the film.

The Sales Agent (Princ Films Inc) will negotiate sales, usually to ***Distributors*** who will exploit the movie through all media detailed above. The ***Distributor*** will pay a ***Minimum Guarantee*** (***MG***) to the Producers for this. Once the distributor has recovered the amount of the MG and their associated costs, additional revenues are divided according to a predetermined split.

It follows that provided the film is produced based on the ***Ask figures*** the ***investors*** have a good chance of recouping their investment.

It is entirely possible that a film could ***recoup*** the ***investment*** and make ***profits*** for the ***financiers & producers*** based on the ***MG*** without necessarily achieving massive figures at the Box Office. Once sold to the distributor it is essentially their risk.

SALES

Princ Films is a dynamic international sales and distribution company based in the United States. They acquire, produce, finance, market and distribute films and other entertainment content worldwide. Princ proudly represent labels and independent producers and their films and interests domestically and internationally. They have licensed their films and programs to over 60 territories, broadcast them worldwide and sold them on all platforms throughout the world.

Listed below are film and television festivals and markets they attend in order to market their films and series, meet with their buyers and look for potential acquisition opportunities:

American Film Market, Annecy International Animated Film Festival and Market, Cannes Film Festival, DISCOP, European Film Market, Hong Kong Filmart, KidScreen Summit, MIPCOM, MIPTV, NATPE, Toronto International Film Festival.



FILM BRIGHTON

Film Brighton is a Community Interest Company (CIC) set up to ensure more feature films are made in the city of Brighton & Hove. HIGH WATER has been accepted onto their Micro-Features scheme, which means the project will receive £10,000 of production funding. Five feature films, which will all be shot in the city, will receive this amount in year one of the programme.

In addition, Film Brighton will support the projects by facilitating skill sharing, joint studio use, and networking.

To read more please visit www.filmbrighton.net

TARGET AUDIENCE & GENRE ANALYSIS

One of the keys to sustaining commercial success in the UK Film industry is, we believe, the production of intelligently made high quality, popular genre films (such as Thrillers, Comedies and Dramas) designed to entertain mass audiences.

Thrillers have very wide appeal. They can be targeted to any gender or age, but usually at adults. The target audience for HIGH WATER is males and females in the 15-40 years age range. Although, it is envisaged that it will have wider appeal, outside this demographic, to an older audience.

Having studied the UK box office in recent years we find that a number of UK based films that have been successful and attracted a mass audience have been well crafted modestly budgeted genre movies, such as The Full Monty, Trainspotting and East is East.

What are the main reasons for this success? We believe it's because they were intelligently made films that each had an easily defined popular genre.

HIGH WATER is a project that has an easily defined popular genre "thriller" which in our opinion will appeal to a mass audience.



TIMELINE

The following stages will begin upon capitalisation of the offer.

(a) Packaging: During this stage the Company will "package " the film - i.e. attach actors, key production personnel and other talent.

(b) Pre-Production: During this period (The six weeks prior to the start of Production) the Company will:

- Open a production office
- Finalise shooting schedules
- Engage a production team
- Hire all the crew and artists
- Polish the script
- Secure music rights
- Secure all shooting locations
- Negotiate equipment rentals
- Formalise legals, permissions and distribution

(c) Production: The Production Period or "Principal Photography" will ensue for a period of 6 weeks.

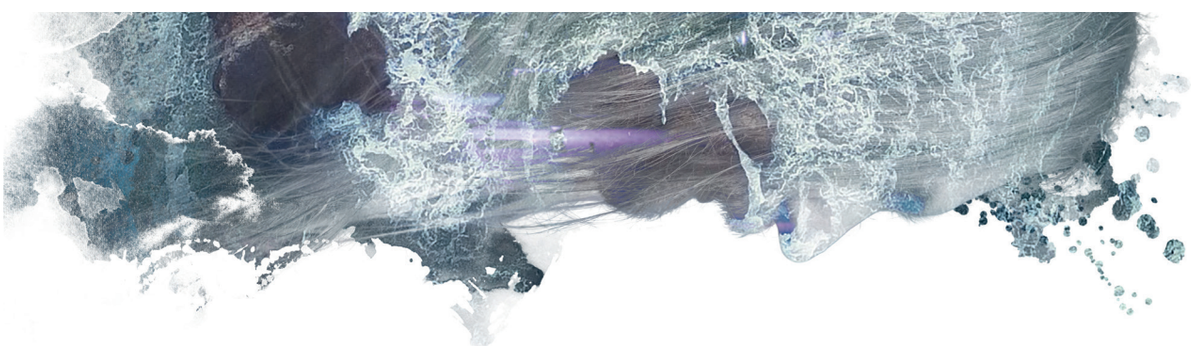
(d) Post-Production: Period of 16 weeks for the offline, online picture post and sound post. The music score will be composed and combined in a final mix with the completed audio.

Anticipated Timeline

Pre-production: 16 weeks
Production: 6 weeks
Post-Production: 16 weeks
Sellable Film: Within approximately 18 months
Goal: To be recouping within 24 months from end of principal photography

SUCCESSFUL FILMS
IN THE SMALL BUDGET CATEGORY

FILM	GENRE	BUDGET	WORLDWIDE BOX OFFICE GROSS
Pi (US, 1998)	Thriller	£49,070	£3,376,159
El Mariachi (US, 1993)	Thriller	£5,000	£1,473,518
Mad Max (AUS, 1979)	Sci-fi / Thriller	£300,000	£71,982,680
Sean of the Dead (UK, 2004)	Comedy / Horror	£3,760,000	£18,666,517
Monsters (UK, 2010)	Sci-fi	£20,000	£2,673,076
Paranormal Activity (US, 2009)	Horror	£10,000	£123,909,443
The Blair Witch Project (US, 1999)	Horror	£15,000	£1,766,431,030



PRODUCTION BUDGET TOP SHEET

Acc. #	Category	Specifics	Cost	w/Tax	Budget
ABOVE THE LINE					
001	Script & Rights				£1,000
002	Development				£300
003	Producer				£10,000
004	Director				£10,000
005	Cast				£38,000
				ABOVE THE LINE	£59,300
BELOW THE LINE					
006	Travel & Transportation				£2,000
007	Hotel & Lodging				£0
008	Art Department				£10,000
009	Construction				£0
010	Hair/Make Up				£1,000
011	Catering				£3,000
012	Camera	Kit, Crew, Expendables			£20,000
013	Lighting	Kit, Crew, Expendables			£8,000
014	Sound	Kit, Crew, Accessories			£10,000
015	Locations	Fees & Permits			£5,000
016	Costume				£1,000
017	Art Dept	Props, etc.			£2,000
018	Office Expenses	Paper supplies, fax, internet etc.			£200
019	Petty Cash				£500
020	Hard Drives and Storage				£500
021	Insurance				£4,000
022	Legal and Auditing				£1,000
023	Still Photos	Photographer, film, developing, etc.			£100
024	Contingency	10% of production costs			£6,820
				PRODUCTION	£75,120
025	Editing				£2,000
026	Visual Effects				£1,500
027	Music				£4,000
028	Post Production Picture				£2,000
029	Post Production Sound	Sound mixing session			£1,000
030	Marketing	Festival fees, screeners, social media			£5,000
				POST	£15,500
				GRAND TOTAL	**£149,920**

THE SHARE OFFER

Summary Of The Offer

The following is a summary of information appearing elsewhere in this Offer Document and should be read as an introduction to this Offer Document only. This summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in this offer document. Any decision to invest in the Non-Voting B Shares should be based on a consideration of the Offer Document as a whole.

Prospective investors should consider the rights attaching to the Non-Voting B shares being offered and should consider the rights and risks attaching to the investment as a whole. The attention of investors is, in particular drawn also to the risk factors set out on pages 29-30 of this Offer Document.

Offer for subscription:

Of up to 150,000 Non-Voting B Shares at £1 per share

Issuer:

Brighton Thriller Film Limited

Offer period:

The offer will open on 13th April 2018 and will remain open until 15th October 2018 or until such time £150,000 has been raised, whichever period is shorter. The Directors at their sole discretion may extend the period during which the offer is open.

Application for the Offer:

The procedure to Subscribe for Non-Voting B Shares is set out on page 30 of this document.

Copies of this offer document will be available during normal business hours on any day except weekends and public holidays from the company at its registered office from the date of publication of this offer document until the end of the period for which the offer is open.

Share capital assuming full subscription. An investment in the Company involves a significant degree of risk and may not be suitable for all recipients of this Offer Document. A prospective Investor should consider carefully whether an investment in the Company Offer Price Per Non-Voting B Share, with a minimum subscription of £500. The Maximum number of Non-Voting B Shares being issued under the Offer is 150000 Total number of Non-Voting Shares in issue following the Offer assuming full subscription 150000.









IMDb



Car Salesman	KURT SCHWEICKHARDT
Hooker #1	LARISSA KOKERNOT
Hooker #2	MELISSA PETERMAN
Shep Proudfoot	STEVEN REEVIS
Reilly Diefenbach	WARREN KEITH
Morning Show Host	STEVE EDELMAN
Morning Show Hostess	SHARON ANDERSON
Stan Grossman	LARRY BRANDENBURG
State Trooper	JAMES GAULKE
Victim In Field	
Victim In Car	MICHELLE SUZANNE LeDOUX
Marge Gunderson	FRANCES McDORMAND
Norm Gunderson	JOHN CARROLL LYNCH
Lou	BRUCE BOHNE
Cashier	PETRA BODEN
Mike Yanagita	STEVE PARK
Customer	WAYNE EVENSON
Officer Olson	CLIFF RAKERD



INVESTOR REWARDS

There are a number of exclusive rewards available to investors:

Level of Investment	Exclusive Reward
£500 +	• "With Thanks" Credit - on the movie credits and IMDB • Visit the set on our Investor Event Day • Gala Screening Tickets - 2 Tickets to the exclusive red carpet event, at the Duke of York cinema in Brighton. Plus entry to the after screening party with cast and crew. • Copy of the film, Free Rental or Download/DVD
£1000 +	ALL OF THE ABOVE PLUS: • A3 movie poster signed by the Director • Access to the complete Movie Stills Collection from our on-set photographer.
£2000 +	ALL OF THE ABOVE PLUS: • "Executive Producer" Credit - on the movie credits and IMDB • Movie Prop • Invest £2000 and receive a non speaking role in the film. Parts available include; Bar Person, Taxi Driver, Drug Addict, Rough Sleeper. • Visit the edit • Picture taken with director and shown on website photo gallery.

DEFINITIONS

The following terms apply throughout this document, unless the context requires otherwise:

"A Shares"
The Ordinary A Shares of £1 each in the Capital of the Company

"Authorised Person"
Investment professionals and firms as specified in Section 31 of the Financial Services and Markets Act 2000

"Company"
Brighton Thriller Film Ltd, incorporated in England and Wales and registered under number 10764608 with a registered office at 14 St. Richards Road, Brighton, East Sussex BN41 1PA

"Document"
This Document, including the application form

"FSA"
The Financial Services Authority

"FSMA"
Financial Services and Markets Act 2000 (as amended)

"Gross Receipts"
The aggregate sums, exclusive of VAT, received by the Company from the lease,license, exhibition and commercial exploitation of the Film

"Investors"
Subscribers for Non-Voting B Shares of £1 each under the Offer

"Minimum Amount"
£50,000 which, in the opinion of the Directors, is the minimum amount which must be raised by the issue of Non-Voting B Shares of £1 each under the Offer.

"Offer"
The offer for the subscription to raise up to £150,000 by the issue of up to 150,000 Non-Voting B Shares of £1 each on the terms set out and referred to in this Document

NOTICE TO RECIPIENTS

Prospective Investors must make their own examination of the legal, taxation, financial and other consequences of investment in the Company and Investors should not treat the contents of this Offer Document as advice relating to legal, taxation or other matters and, if in any doubt about the proposal discussed in this Offer Document, its suitability, or what action should be taken, should consult a person authorised and regulated by the FSA under FSMA and qualified to advise on investments.

No person is or has been authorised in connection with the Company to give any information or to make any representation not contained in this Offer Document and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company.

Neither the Company nor any of its associates, directors, employees, partners or advisers makes any express or implied representation or warranty as to the accuracy or completeness of this Offer Document, nor is any such person under any obligation to update the Offer Document or correct any inaccuracies or omissions in it which may exist or become apparent.

THE CONTENTS OF THIS DOCUMENT SHOULD NOT BE TREATED AS ADVICE. THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT YOU SHOULD CONSULT A PERSON AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 WHO SPECIALISES IN ADVISING ON THE ACQUISITION OF SHARES AND OTHER SECURITIES. RELIANCE ON THIS DOCUMENT FOR THE PURPOSE OF ENGAGING IN ANY INVESTMENT ACTIVITY MAY EXPOSE AN INVESTOR TO SIGNIFICANT RISK OF LOSING ALL OF THE PROPERTY OR ASSETS INVESTED.

Brighton Thriller Ltd - Incorporated in England and Wales under the Companies Act 2006 with registered number 10764608 Offer of up to 150000 new Non-Voting B Shares of £1 each at a price of £1 per share

EXPECTED SHARE CAPITAL ASSUMING FULL SUBSCRIPTION

Number issued

150,000 Non-Voting B Shares of £1 each - total £150000

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION This document should be read as a whole and reliance should not be placed on one section (with the exception of the Risk Factors) in preference to another section, or the application form. This document is being offered to the public as an offer that relates to securities outside the scope of section 85 FSMA (as amended by the Prospectus Regulations 2005) by virtue of Schedule 11A, paragraph 9 FSMA. As a result, this offer is exempt from the requirement to make available an approved prospectus.

The Company was incorporated on 11th May 2017 as Brighton Thriller Film Ltd. and may be re-registered as a PLC. It has been constituted as a special purpose vehicle for the purpose of raising funds for the development and production of a movie provisionally entitled HIGH WATER as described elsewhere in this Offer Document.



DIRECTORS & ADVISORS

Accountants, Auditors and Tax Advisers:

Accountants

DA Accountants, Spiersbridge Business Park
1 Spiersbridge Way, Thornliebank
Glasgow, G46 8NG

Telephone: 0141 638 5780
Web: www.daaccountants.co.uk

Tax Adviser

Ian Clifton and Associates, Worthing.

Brighton Thriller Film Limited Registered Office

14 St. Richards Road,
Brighton, BN41 1PA
The Company Director:
Ewan Gorman



TAX RELIEF & PROFITS

The initial offering is 150,000 shares at £1 per share. There is the potential of up to 70% tax refund to come back to UK Taxpayers, regardless of the film's success at the box office.

Profits

We cannot guarantee profits; we can only guarantee a share in the potential profits.

It is **important to note** that as an investor, you will be in 'first position', i.e. you will recoup your investment before any profits are divided.

UK Film Tax Relief

As a British film, made in the UK, the project would be eligible for UK Tax Relief. So a 20% refund will be applicable via **UK Film Tax Relief**. This is usually absorbed by the production but here we will be passing it straight back to investors.

SEIS Scheme

The Seed Enterprise Investment Scheme was established by the UK Government to stimulate investment in start-up companies. Film and Media companies are potentially eligible for the scheme.

The SEIS means a rebate of 50% on the amount you invest coming back through HMRC on your personal tax bill. Please note that although we are applying for the SEIS status, at this stage qualification is not guaranteed.

Share Certificates

Sequential share certificates will be issued through the production company, Brighton Thriller Films Ltd, to you based on the number of shares you take.

Equity

300 initial equity 'parcels' are being made available in units of £500.
The Minimum investment per investor is £500 and Maximum is £45,000 (SEIS rules state maximum is no more than 30% of the share issue).

Investor Perks

Depending on your level of investment there are a number of exclusive perks available.

ADDENDUM A: RISK FACTORS

Investors should consider carefully the following factors and other information in this Document before they decide to invest in the Non-Voting B Shares (OBS). An investment in the OBS involves risks and investors may lose part or all of their investment. All of the information contained in this Document should be considered in the light of the risk factors set out below.

Investment in the Company, which will be unquoted, involves a high degree of risk and may result in the loss of the entire investment. You should note that the value of shares may go down as well as up and there is no certainty that you will get back the full amount which you invest. You should carefully consider the risks described below before making a decision to invest in the Company. If any of the following risks occur, the Company's business, financial condition, results or future operations could be materially adversely affected. This Document contains forward-looking statements that involve risks and uncertainties. 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 it described below and elsewhere in this Document. The principal risk factors considered by the Directors to be relevant when considering an investment in the OBS are as follows (this is not an exhaustive list and other risk factors may apply).

Risks relating to an investment in shares

Investing in shares is speculative and involves a high degree of risk and should only be made by investors who can afford to lose their entire investment. Additionally, there is no guarantee of return on an investment. If there is a return it is likely that this will vary in amount from time to time. The value of stocks or shares may go down as well as up. Any investment in the OBS should be seen as a medium to long-term investment. As the shares in the Company are unlisted/unquoted on a public market, it is difficult to obtain valuation information and information regarding the extent of the risk involved. There are often greater risks involved in unquoted shares than quoted shares/securities. You may have difficulty selling this investment at a reasonable price and, in some circumstances, it may be difficult to sell it at any price. Under the Company's Articles of Association, A Shares and B Shares have different rights. These affect, among other things, the control of the company and entitlement to any payment of capital or profit to investors.

Risks relating to operating history, past performance and future performance

Past performance and historical information is not an indication of future performance. The Company's actual performance could differ materially from projections. The Company will be operating in a competitive industry where the commercial risks are high. Audience reaction, initial reviews and public taste cannot be predicted. The Company has no operating history. Consequently, evaluating the Company's prospects must be considered in light of the risks, expenses and difficulties frequently encountered by early-stage companies.

Risks relating to income

If there is any return on the investment it is unlikely that this will be distributed to Investors before the expiry of three years from the closing date of the offer. As a result of this investing in the company should not be seen as a short term investment. In circumstances where the Company seeks funding from sources other than from the offer, these may need to be re-paid in preference to any payment to investors. This will reduce the amounts of any revenues from the Projects available to investors.

Risks relating to taxation

Changes in government or government policy could affect the tax treatment of the slate of projects and any investments. This could have a material effect on the performance of the Company and any investment in the Company.

Risks relating to the film industry

The film industry is a high-risk sector and there is a significant risk that the Company may lose all of its investment in the Projects as a consequence of which the entirety of an investor's investment could be lost.

Third parties may not enter into definitive legal documentation with the Company in respect of the distribution and the Projects and the Company may be unable to enter into binding agreements with a distributor or sales agent and this would have a detrimental effect on a film's potential success.

A film's budget may be exceeded and the sales of a film may not materialise or reach anticipated levels. There is a risk that the film may not be completed, in which case, an investor could lose all of his or her Investment.

Other risks

The investment relating to in this Document may not be suitable for all recipients and investors are strongly advised to consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

Inflation and economic risk could increase the costs of producing the Project.

ADDENDUM B: TERMS & CONDITIONS

1. I hereby acknowledge that the acceptance and basis of application of the Non-Voting B Shares of the Company is in the absolute discretion of the Directors and that they have reserved the right to reject in whole or in part or to scale down any application including without limitation multiple or suspected multiple applications or any application considered by the Directors to have been made by a nominee.

If any application is not accepted, or is accepted for fewer OBS, then the number applied for the application monies or the balance thereof (as the case may be) will be returned by sending the applicant's cheque or bankers draft, or a crossed cheque in favour of the applicant in each case by post or by hand and at the risk of the person entitled thereto to the address of the applicant without interest.

2. In consideration of the Directors agreeing that they will consider and process applications for the OBS in accordance with the procedure referred to in the Document and as a separate contract with the Company which will become binding on despatch by post of this application form:

(a) I warrant that my cheque or banker's draft will be honoured on first presentation and agree that if such cheque or banker's draft is not so honoured I will not be entitled to receive a share certificate for any OBS unless and until I make payment in cleared funds for such OBS and such payment as accepted by the Company in its absolute discretion (which acceptance may be on the basis that I indemnify the Company against all cost, damages, losses, expenses and liabilities arising out of or in conjunction with the failure of my remittance to be honoured on the first presentation).

(b) I understand that any application by me to invest in the Company shall be deemed to be an offer up to the value of my application and that such offer shall be deemed to take effect on despatch by post with this application form.

(c) I confirm that I am not relying on any information or representation in relation to the Company other than that contained in the Document and agree that neither the Company nor any person responsible for the Document or any part of it shall have any liability for any information or representation not so contained.

(d) I hereby authorise the Company to send a cheque for any moneys returnable to me by first class post at my risk to the address given overleaf or introducing agent.

(e) I agree that my application is irrevocable.

(f) I warrant that if I have signed this application form on behalf of any other person I have due authority to do so, and that such person will also be bound accordingly and be deemed to have given the confirmations, warranties and undertakings contained in this Document.

(g) I warrant that I am not nor am I applying on behalf of a person who is under the age of 18. I hereby warrant and declare that I am not connected with the Company and I will notify the Directors immediately in writing if I become so connected as defined in section 291 of the Income and Corporation Tax Act 1988.

(h) I agree that this application form shall be construed in accordance with and governed by the laws of England and Wales.

3. I hereby declare that I have read a copy, understood and agreed to the terms and conditions contained in the Document and this application form including the risk factors Document and have taken all the appropriate professional advice which I consider necessary before submitting my application and that I am aware of the special risks involved in participating in an investment of this nature, and I understand that my application is made upon the terms of the Document and this application form.

4. I acknowledge that in relation to the transactions in the Document, advisers of the Company mentioned therein are acting for the Company and not for me or on my account and that accordingly will not be responsible to me for providing protections afforded to their clients, for advising me on any transaction described herein, or for ensuring that any such transaction is suitable for me.

5. I agree that acceptance of an application form by the Company will have the meaning set out in the Document unless the context requires otherwise. I warrant that I am resident and ordinarily resident in UK and that I have been so resident and expect to remain so resident and I will notify the Directors immediately in writing if I cease to be so resident.

6. Save where the context otherwise requires, words and expressions defined in this document have the same meaning when used in the Application Form and any explanatory notes in relation thereto and the Document referred to in these terms and conditions.

Important - Money Laundering Regulations
7. It is a term of the Offer that, to ensure compliance with the Money Laundering Regulations 2003, the Company is entitled to require, at its absolute discretion, verification of the identity from any person lodging an application form for NCBPS (the "Applicant") including, without limitation, from any Applicant who either (i) tenders payment by way of a cheque or banker's draft drawn on an account in the name of a person or persons other than the Applicant or (ii) appears to the Company to be acting on behalf of some other person. In the case of (i) above, verification of the identity of the Applicant may be required. In the case of (ii) above, verification of the identity of any person on whose behalf the Applicant appears to be acting may be required.

8. Pending the provision of evidence satisfactory to the Company as to the identity of the Applicant and/or any person on whose behalf the Applicant appears to be acting, the Company may, in its absolute discretion, retain an application form lodged by an Applicant and/or the cheque or other remittance relating thereto and/or not enter the Applicant on the register of members or issue any certificate in respect of NCBPS allotted to the Applicant. If, within a reasonable period of time following request for verification of Identity and in any no later than 3pm on the relevant date of allotment, the Company has not received evidence of the identity of the Applicant satisfactory to it, the Company may, at Its absolute discretion, reject any such application in which event the remittance submitted In respect of that application will be returned to the Applicant (without prejudice to the rights of the Company to under take proceedings to cover any loss suffered by it as a result of the failure of the Applicant.

APPLICATION FORM

Brighton Thriller Film Ltd.

Offer for subscription of up to 45,000 Non-Voting B Shares payable in full on application.
Number of shares applied for *_____. Amount enclosed/transferred at £1 per share_____.

*Applications must be for a minimum of 500 Non-Voting B Shares and thereafter multiples of 500 Non-Voting B Shares. PLEASE NOTE THAT ONCE SUBMITTED THIS APPLICATION IS IRREVOCABLE; YOUR SUBSCRIPTION WILL NOT BE RETURNED UNLESS THE OFFER IS EITHER OVERSUBSCRIBED OR THE MINIMUM AMOUNT IS NOT RAISED

This application form, together with your cheque or banker's draft made payable to Brighton Thriller Film Limited should be sent to 14 St. Richards Road, Portslade, Brighton, East Sussex BN41 1PA. **Bank transfers should be made to: Sort code 09-01-29, Account number 23814895**. The Offer will open on 13th April 2018. The initial closing date is 15th October 2018. The period during which the Offer is open may be extended by the Directors.

To: The Directors, Brighton Thriller Film Ltd. I hereby irrevocably offer to subscribe for the number of fully paid Non-Voting B Shares on the terms of the document dated 13th April 2018 (the "Offer Document") and subject to the terms and conditions set out on the reverse and the memorandum and articles of association of the Company. I enclose a cheque/banker's draft or transfer for the amount specified above, made payable to Brighton Thriller Film Ltd and agree to accept the same or such lesser number of such Non-Voting B Shares in respect of which my application may be accepted. I request and authorise you to register any Non-Voting B Shares for which this application is accepted in the name(s) set out below:

Title: Forenames: Surname:

Address:

Postcode:

Tel: Fax: E-Mail:

Signature:

Date:

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Joint Applicants

All joint applicants must sign (Note: joint applicants may not be able to claim SEIS Relief, EIS Relief or EIS Referral Relief in the desired ratios and should consider seeking professional advice before making a joint application). Your cheque/banker's draft should be made payable to Brighton Thriller Film Ltd. If application is made through your agent, please complete below including occupation and authorisation.

Agent's name: Reference:

Address:

Postcode:

Authorisation code: Tel:

Signature:

SUBMITTING THIS APPLICATION DOES NOT GUARANTEE THAT YOUR APPLICATION WILL BE ACCEPTED OR THAT YOUR SUBSCRIPTION WILL BE INVESTED

WHAT'S NEXT?

Well, what happens now? If you are interested in HIGH WATER then you can be part of it. The next step is to chose your level of investment.

Complete the share application form, and post it together with payment to us at Brighton Thriller Film Ltd, 14 St. Richards Road, Portslade, Brighton BN41 1PA. Cheques and bankers drafts must be made payable to: Brighton Thriller Film Ltd

You will then be sent a share certificate together confirmation your investor rewards package.

We will keep you regularly updated with news on the project. We will also invite you to any investment events we will be holding.

If you have any questions please send them by email to **info@blackrockfilms.co.uk** or call me on **07931 626077**

Thank you for your interest.

Ewan Gorman
Director "High Water"





Ewan Gorman
Director Black Rock Films

ewan@blackrockfilms.co.uk
Tel: 01273 413882