MCF FILM FINANCING

Typical Way of Producing a Film

A typical way of producing a film is to attach "bankable elements" to the film project. The bankable elements are the 3 minimum ingredients to any film package". The first being a A-list bankable movie star which is an actor famous or charismatic enough and "capable of improving on box-office success, a successful director and a script or a strong story idea.

The ability to attach "bankable elements" to the project usually requires a pay or play offer. The likelihood of attaching an actor that has value will not consider an offer to be attached to a film project unless it is a pay or play as they won't tie up their schedule if they aren't certain to be compensated for it.

Essentially, pay or play is the commitment by a producer -- a studio, network, production company, or individual -- to pay the artist even if the producer later decides that the artist's services won't be required. In other words, whether or not the production goes forward, and whether or not the artist is ultimately required to render services, he or she will be paid the negotiated fee.

After a pay or play offer is submitted via the talent agent representing the A-list bankable movie star and accepted the Producer would receive a Letter of Guarantee.

The Letter of Guarantee from the bankable actor is used to negotiate and obtain guaranteed distribution commitments from bankable domestic and international distributors.

Guaranteed distribution commitments are (i) the procuring of bankable presale commitments from one or more distributors for foreign or other distribution rights, or (ii) the procuring of distribution commitments from one or more established distributors for all or a portion of the distribution rights to the Motion Picture. "Bankable" means that the commitment is acceptable as collateral against which the accepting bank will lend at least 75% of the face value of the commitment. "Bank" means a bank or other commercial financial institution regulated by the Federal Reserve System or Comptroller of the Currency of the United States. Commitments must be in United States dollars.

MCF Private Placement and Escrow Experience

The MCF team has experience developing strategies for raising capital with private placements (234 securities engagements totaling $2,173,809,195) and FINRA broker dealers. MCF management has generated and delivered investor leads to FINRA broker dealers and generated revenue during the process of raising capital for film and entertainment projects.

Strategies include drafting the legal document's terms and conditions and company structure for private placement memorandums (PPM) and escrow agreements with the assistance, guidance, and review by corporate securities lawyers.

The PPM, commonly known as an offering memorandum or offering document, is a special business plan defined to meet an SEC exemption and is a vitally important legal document that discloses the objectives, risks, and terms of a proposed investment in a company.

The Private placement is a common method of raising business capital through offering equity shares. Private placements can be done by either private companies wishing to acquire a few select investors or by publicly traded companies as a secondary stock offering.

The strategies when structuring the terms and conditions and corporate structure in the private placement take into consideration and address the concerns of reducing risks for investors. The Company also obtains feedback and help from FINRA broker dealers to create an investment product that also addresses the concerns of broker dealers who want good quality investment opportunities for their clients.

The MCF team has experience developing escrow strategies and terms for film projects and incorporating them into the terms of the PPM. The escrow is a contractual arrangement in which a third party receives and disburses money or documents for the primary transacting parties, with the disbursement dependent on conditions agreed to by the transacting parties

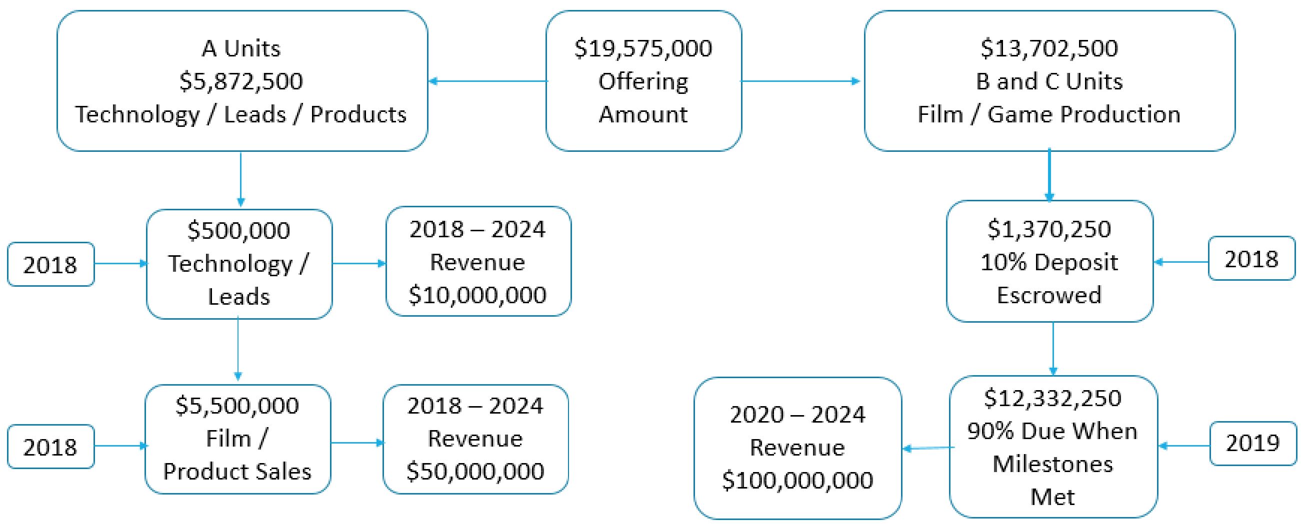
In the United States, broker-dealers are regulated under the Securities Exchange Act of 1934 by the Securities and Exchange Commission (SEC), a unit of the U.S. government. Some regulatory authority is further delegated to the Financial Industry Regulatory Authority (FINRA), a self-regulatory organization.

Capital Structure to Finance Film IP

(DISCLAIMER)

MCF has developed an innovative capital structure and strategy which is how the Company plans to finance its overall operations, film and brand IP development, marketing, sales, and growth. The elements of the strategy include terms in the private placement and terms in the escrow agreement that provide flexibility on using different sources of capital to fund the film and the company.

Capital Formation Structure Diagram



Capital Structure Features

- Terms in the private placement that provide investors options (Units of Class “A”, “B”, “C”) to invest in the private placement offering that can be determined by level of risk tolerance.
- Multiple IP properties have already been developed that investors will have ownership and multiple revenue streams.
- Structured so the Company generates revenue with “A” funds projected to be $18,450,000 from 2018 to 2020 during the process of capital raising and film financing, pre-production, and prior to principal photography. Total “A” subscription agreements if fully subscribed is $5,872,500.
- A strategy utilizing the benefit of a market-rate interest escrow account and the terms of the escrow agreement for the contractual arrangement between investors funds, bankable talent and guaranteed distribution agreements in which a third-party bank will receives and disburses money or documents for the primary transacting parties, with the disbursement dependent on conditions agreed to by the transacting parties.
- The terms for “B” and “C” investors require that they need only to invest 10% of the total amount of their subscription agreement which will be held in a market-rate interest escrow account. The 90% balance amount will not be due unless milestones of attaching bankable actors and obtaining guaranteed distributions commitments are obtained. Should the milestones not be met, and the Motion Picture is not produced for whatever reason), refunds will be tendered to “B” and “C” investors. Total “B” and “C” subscription agreements if fully subscribed is $13,720,250. Total 10% amount is $1,370,250.
- The Company plans to utilize the “B” and “C” escrowed funds and subscription agreements during the casting to negotiate and attach bankable talent (actors, director) and receive letters of intent or letters of guarantee from their manager or agent to then obtain guaranteed distribution commitments that are bankable. The subscription agreement is a promise by the company to sell a

given number of Units to investor at a certain price, and an agreement by the investor to pay that price.

- The terms in the escrow agreement stipulates that bankable actors and bankable distribution agreements are requirements for the “B” and “C” investors to trigger payment of the 90% investment amount and the requirements for the bank to release funds from escrow.
- The Company will negotiate with talent agents to attach talent and with distributors to obtain guaranteed distribution commitments by demonstrating the funds necessary to produce the film with the escrowed funds of $1,370,250 and subscription agreements totaling $13,720,250.
- The Company will seek guaranteed distribution commitments for the Motion Picture from either (i) the procuring of bankable presale commitments from one or more distributors for foreign or other distribution rights, or (ii) the procuring of distribution commitments from one or more established distributors for all or a portion of the distribution rights to the Motion Picture. "Bankable" means that the commitment is acceptable as collateral against which the accepting bank will lend at least 75% of the face value of the commitment. "Bank" means a bank or other commercial financial institution regulated by the Federal Reserve System or Comptroller of the Currency of the United States. Commitments must be in United States dollars.
- The terms in the PPM and escrow agreement expands the sources of capital that can be accessed – accredited, corporate, institutional, film financing, and business partnerships.
- Preferential Return feature and a Priority Distribution. Once the Internal Rate of Return (“IRR”) is achieved for each Unit Class, Unitholders will receive funds available for distribution for the life of the LLC.
- Investors receive Cash Distribution from Iron Ice Film, LLC film and licensed merchandise and value of MCF common shares projected to grow 10x generate revenue generated from professional services and Hat Trick Licensed product sales.
- Holders of equity Common Shares in Iron Ice will be entitled to invest in subsequent LLC Offerings by the Company at 85% of the offering price to the public.

Projected Return per Unit Ownership

Unit Type	“A”	“B”	“C”	“D” = {“A” “B” “C”}
Total Investment Amount From Investors	$21,750	$21,750	$21,750	$65,250
Initial Amount Due	$21,750	$2,175	$2,175	$26,100
Balance Due When Milestones Are Met	$0	$19,575	$19,575	$39,150
Ownership of Iron Ice Film, LLC	3,000	3,000	3,000	9,000
Ownership of MCF Common Shares	3,000	1,500	900	5,400
Total Cash Flows To Investors	$52,566	$41,180	$36,569	$130,314
Total Net Return %	143%	89%	68%	100%
IRR%	26%	24%	16%	23%
Equity in MCF Inc.				
Value at 10X Net Profit in 2024	$127,542	$63,771	$38,263	$229,576
Value Per Share	$45.51	$45.51	$45.51	$45.51

Description $19,573,000 Private Offering

- The Company is planning to raise $19,573,000 in a private placement offering.
- The funds will be used to fund investor and consumer lead generation and the development, pre-production, production, post-production, a portion of the marketing budget of “Iron Ice”, a “coming of age” youth ice hockey saga (the first of at least three in a planned series) and associated marketing opportunities in motion picture licensed games and merchandise and the “Hat Trick” lifestyle sports brand licensed merchandise.

Features of $19,573,000 Private Offering:

- The Company is raising $19,575,000 with a private placement offering if fully subscribed.
- The Company plans to offer 2,700,000 Units of Class “A”, “B”, “C”
- The Units are a combination of Marketing Completion Fund, Inc. common shares of stock and the Iron Ice Film, Limited Liability Company preferred membership interests.
- The Unit collectively is the “Securities” being offered to investors.
- The pricing for each Unit is $7.25.
- The amount of “A” Units being offered is 810,000 Units @ $7.25 per Unit = $5,872.500.
- The amount of “B” Units being offered is 1,080,000 Units @ $7.25 per Unit = $7,830,000.
- The amount of “C” Units being offered is 810,000 Units @ $7.25 per Unit = $5,827,500.

Features of “A” Units

- The amount of “A” Units total $5,872,500.
    - “A” Unitholders earn a higher return compared with the “B” and “C” Units, which finance activities further down the timeline of development after defined milestones have been met.
    - $4,497,700 is the “A” Unitholders funds net amount available after operating reserves, administrative and legal, and offering expenses of 7%.
    - “A” Unitholders funds are not escrowed and will be used to fund the earliest stage of development which include the development of the motion picture and development of the associated marketing opportunities that generate revenue during the process of raising capital and pre-production, and prior to film principal photography.
    - Revenue will be generated from marketing campaigns of services and products that include investor and consumer lead sales and associated motion picture licensed merchandise and sports brand products sales.
    - A” Unitholders funds are projected to generate revenue from 2018 to 2020 prior to the start of principal photography. The revenue prior to going into principal photography projected to be $18,450,000.
    - The. A” Unitholders funds are not escrowed and will be used to fund investor and consumer lead generation and the development, pre-production of “Iron Ice” and associated marketing opportunities in motion picture licensed games and merchandise and the “Hat Trick” lifestyle sports brand licensed merchandise.

“A” Unit Use of Funds Budget: $4,497,700 (PUT $$$ IN DESCENDING ORDER)

Description	Year	Budget	%
"A" Unit amount is $5,872,500 (Net amount after operating reserves, administrative and legal, offering expenses of 7%. "A" amount if fully subscribed is $5,872,500 - $500,000 - $498,925 - $376,075 = $4,497,700	Q1 2018 - Q4 2019	$4,497,700	0.0231%
Iron Ice Film Pre-Production	2018	$ 200,000	0.010%
Marketing Technology Platform	2018	$ 100,000	0.0050%
Investor Lead Generation - Chinese and English	Q3 2018 - Q4 2019	$ 1,000,000	0.051%
Consumer Marketing - Chinese and English	Q3 2018 - Q4 2020	$ 800,000	0.041%
Iron Ice Merchandise	Q3 2018	$ 100,000	0.0050%
Hat Trick Merchandise	Q3 2018	$ 100,000	0.0050%
Iron Ice and Hat Trick Sports Nutrition	Q4 2018 - Q2 2019	$ 100,000	0.0050%
Ecommerce website	Q4 2018 - Q2 2019	$ 500,000	0.0255%
Hat Trick Youth Fund Raiser	Q4 2019 - Q2 2020	$ 100,000	0.0050%
Hat Trick Travel Packages	Q4 2019 - Q2 2020	$ 100,000	0.0050%
Hat Trick Box	Q2 2019 - Q4 2019	$ 100,000	0.0050%
Hollywood Hat Trick	Q4 2019 - Q2 2020	$ 100,000	0.0050%
Go Hattrick App	Q4 2018 - Q2 2019	$ 50,000	0.0050%
Iron Ice and Trick AR/VR	Q2 2019 - Q4 2019	$ 200,000	0.0102%
Celebrity Hockey Teams	Q4 2019 - Q2 2020	$ 100,000	0.0050%
Marketing and Sales	Q2 2018 - Q4 2019	$ 847,700	0.043%
Use of Funds ("A" Units)		**$ 4,497,700**	**0.231%**

Chart of “A” Unit Use of Funds – $18,450,000 Projected Revenue from 2018 to 2020

Year	2018	2019	2020	2018 -2020
Description				
Revenue				
Iron Ice Merchandise	$100,000	$ 500,000	$ 1,000,000	$ 1,600,000
Iron Ice Sports Supplement	$ -	$ 500,000	$ 750,000	$ 1,250,000
MCF Consulting Services	$100,000	$ 500,000	$ 500,000	$ 1,100,000
Leadmatching	$500,000	$1,000,000	$ 3,000,000	$ 4,500,000
Hockey Hat Trick e-commerce	$ -	$1,000,000	$ 2,000,000	$ 3,000,000
Hat Trick Merchandise	$ -	$ 500,000	$ 1,000,000	$ 1,500,000
Hat Trick Travel	$ -	$ 500,000	$ 1,000,000	$ 1,500,000
Hat Trick Youth Fundraisers	$ -	$ 500,000	$ 1,000,000	$ 1,500,000
Hollywood Hat Trick	$ -	$ 500,000	$ 2,000,000	$ 2,500,000
Total Revenue	$700,000	$5,500,000	$47,250,000	**$ 18,450,000**

Features of “B” and “C” Units

- The amount of “B” funds being offered to investors is $7,830,000.
    - “B” Unitholders are funding the Intermediary costs related to financing, development and pre-production of the motion picture, attaching talent, merchandising, pre-production expenses and costs associated with Motion Picture production, salaries for stars and production crew.
- The amount of “C” funds being offered to investors is $5,827,500.
    - “C” Unitholders funding the post-production costs and costs associated with securing international theatrical distribution and secondary distribution post-theatrical release.
- The total amount of subscription agreements for “B” and “C” Unitholders when fully subscribed will be $13,702,500.
    - Investors may secure “B” or “C” Units with an investment equal to 10% of the amount of their subscription agreement which will be held in a market-rate interest escrow account.
    - The balance of funds in the amount of 90% of their subscription agreement would be due after milestones are met (attaching bankable actors and obtaining guaranteed distribution commitments). Should the milestones for either the “B” or “C” Units not be met, and the Motion Picture is not produced for whatever reason), refunds will be tendered to investors.
    - The “B” and “C” funds will be used for pre-production, production, post production and marketing of the film, and the production and marketing of the film games.
        - It will include casting and attaching bankable talent letters of intent and seek guaranteed distribution commitments from domestic and international distributor agreements.
    - The “B” or “C” Unitholders 10% escrowed funds when fully subscribed will be $1,370,250.
    - The “B” or “C” Unitholders 90% amount balance due if milestones are met is $12,332,250.
    - The total amount of funds from “B” and “C” Unitholders that will be deposited in escrow is $1,370,250.
    - The “B”, or “C” Unitholders 10% escrowed funds and the subscription agreements are utilized to negotiate bankable talent and guaranteed distribution agreements
    - The “B” and “C” Unitholders $1,370,250 escrowed funds and the subscription agreements of $13,702,500 will be utilized during casting to negotiate and attach bankable talent and obtain letters of intent to then negotiated and obtain bankable guaranteed distribution agreements.
- The Company will negotiate with talent agents to attach talent and with distributors to obtain guaranteed distribution commitments by demonstrating the funds necessary to produce the film with the escrowed funds of $1,370,250 and subscription agreements totaling $13,720,250.
- The Company will seek guaranteed distribution commitments for the Motion Picture from either (i) the procuring of bankable presale commitments from one or more distributors for foreign or other distribution rights, or (ii) the procuring of distribution commitments from one or more established distributors for all or a portion of the distribution rights to the Motion Picture. "Bankable" means that the commitment is acceptable as collateral against which the accepting bank will lend at least 75% of the face value of the commitment. "Bank" means a bank or other commercial financial institution regulated by the Federal Reserve System or Comptroller of the Currency of the United States. Commitments must be in United States dollars.