FRAMEWERX.AI

Investor Memorandum

FRAMEWERX AI is a next-generation joint venture between Showdog Studio—a leading innovator in Hollywood-grade production and technology—and The Gersh Agency, one of the entertainment industry's most influential talent and literary agencies. Together, these two partners form a unified ecosystem that merges brand strategy, premium content creation, and advanced AI technology into a single, integrated platform.

This collaboration enables FRAMEWERX to sit at the intersection of creativity and commerce. By combining Showdog's production and post-production expertise with Gersh's unparalleled network of creators, rights holders, and distribution partners, FRAMEWERX provides a 360° solution that moves at the speed of culture—and delivers measurable, scalable value across the entire entertainment landscape.

FRAMEWERX AI is an AI-powered virtual product placement (VPP) and content-enhancement platform that transforms every frame of video into monetizable, brand-ready inventory. It fuses proprietary 3D/AI technology with Hollywood-level storytelling, allowing brands to be inserted seamlessly into new productions or existing library content with photorealistic fidelity.

At its core, FRAMEWERX acts as connective infrastructure—linking brands, creators, and distributors into a frictionless marketplace where creative vision, cultural relevance, and commercial opportunity reinforce one another.

Technology & Intellectual Property Advantage

FRAMEWERX has developed a proprietary AI file format known as OASIX, a six-layered content architecture that captures the geometric, lighting, and artistic characteristics of filmed scenes. OASIX enables:

- Real-time or near-real-time post-production brand insertion
- Frame-accurate matching of motion, perspective, and lighting
- Creation of reusable 3D environments
- Expansion into adjacent markets such as gaming, AR/VR, and immersive experiences

This proprietary file format forms a defensible moat and dramatically reduces production time and cost, allowing FRAMEWERX to deliver premium-quality results at a scale previously impossible.

Interests Aligned Across the Ecosystem

FRAMEWERX aligns incentives among brands, creators, and rights holders, transforming previously static media assets into dynamic, revenue-generating opportunities.

- Brands gain contextually authentic reach—without interruptive ads—and can adapt campaigns based on real-time cultural trends.
- Creators and rights holders unlock new revenue streams across both new titles and legacy libraries.
- Audiences enjoy seamless storytelling free of disruptive ad units.

This alignment builds long-term brand equity, strengthens IP value, and ensures that both content and campaigns remain culturally relevant.

How FRAMEWERX Works With Brands

FRAMEWERX partners with brands to understand their identity, goals, and target audiences. Using AI-driven content analysis, the platform identifies high-impact moments where a brand can appear naturally within the story world. Through the marketplace interface, brands can bid on this inventory across contracted titles.

FRAMEWERX manages the full process—creative development, VFX execution, legal and rights management, and distribution—across film, television, OTT/FAST channels, gaming, esports, and creator-driven content.

How FRAMEWERX Works With Content Creators

Whether working with studios, streaming platforms, or the creator economy, FRAMEWERX empowers storytellers to expand their IP across every screen and format. By bridging traditional and digital media, creators gain access to top-tier production resources, AI-enhanced post-production, and new monetization models.

FRAMEWERX's adaptive AI tools allow creators to update or modernize content in real time, ensuring their IP remains culturally resonant and commercially viable for decades.

How FRAMEWERX Works With Distributors

With decades of relationships across theatrical markets, broadcast networks, OTT platforms, and FAST channels, the FRAMEWERX/Gersh/Showdog ecosystem is uniquely positioned to manage IP lifecycles end-to-end.

Through OASIX and AI-driven analysis, FRAMEWERX can transform legacy content into refreshed, revenue-generating assets—reducing risk, expanding reach, and opening new downstream monetization pathways.

Market Overview

Product placement is a large and expanding category, with streaming, FAST channels, and creator ecosystems reshaping distribution and advertising economics. Framewerx.AI participates across all three segments by enabling dynamic, authorized insertions in both new and legacy content.

Business Model & Monetization

Framewerx.AI monetizes through three complementary verticals:

1) Brand Content (Core): Brokered placements between brands and rights holders; pricing modeled at $30,000 per 1 million views with a 70/30 revenue share to rights holder/Framewerx.AI.

2) FAST Channel Monetization: Acquire distribution rights to legacy content, add dynamic placements, distribute on FAST platforms; revenue from ad inventory and product placements.

3) Consulting & Custom Projects: Studio/brand integrations and bespoke campaigns that accelerate adoption without distracting from core platform scale.

Go-To-Market Strategy

Phase 1 focuses on influencers and mid-tier streaming content for speed to market and proof points. Phase 2 scales to FAST/CTV libraries through programmatic integrations. Phase 3 expands to a two-sided marketplace where brands and rights holders transact directly.

Competitive Landscape

The VPP landscape includes companies focused on manual or semi-automated insertions and creator tools. Framewerx.AI differentiates through a programmatic marketplace, photorealistic results, and a proprietary 3D scene file that enables fast, repeatable insertions and new derivative content opportunities.

Financial Plan & Outlook (Years 1–5)

The financial model reflects disciplined scaling with software-like margins as volume builds. The tables below summarize revenue by vertical and consolidated profitability metrics derived from the uploaded model.

Revenue by Vertical (USD)

	Revenue by Vertical			
	Brand Content	**FAST Channel**	**Consulting & Project**	**Total Revenue**
Year 1	$468,000	$300,000	$375,000	**$1,143,000**
Year 2	$9,612,000	$1,467,750	$1,333,333	**$12,413,083**
Year 3	$38,538,000	$2,864,430	$2,000,000	**$43,402,430**
Year 4	$77,733,000	$4,425,544	$2,500,000	**$84,658,544**
Year 5	$119,655,000	$5,064,790	$3,000,000	**$127,719,790**

Consolidated Financial Highlights (USD)

	Year 1	**Year 2**	**Year 3**	**Year 4**	**Year 5**
Total Revenue	$1,143,000	$12,413,083	$43,402,430	$84,658,544	$127,719,790
Gross Profit	$822,718	$10,334,132	$35,439,335	$68,658,590	$103,123,885
Gross Margin	72%	83%	82%	81%	81%
OPEX	$4,309,984	$4,492,784	$6,971,555	$10,956,811	$15,142,131
EBITDA	($3,487,266)	$5,841,348	$28,467,780	$57,701,779	$87,981,754
EBITDA Margin	-305%	47%	66%	68%	69%

Operating Drivers

Brand Content contracts scale from 19 at Year-end 1 to 182 (Year-end 2), 518 (Year-end 3), 894 (Year-end 4), and 1301 (Year-end 5). FAST Channels expand from 1 in Year 1 to 4 in Year 2, 7 in Year 3, 10 in Year 4, and 10 in Year 5.

Annual Breakdown:

Year 1: Initial revenue will be derived primarily from FAST Channels and Consulting/Custom projects already identified. Brand Content, the primary revenue generator for FRAMEWERX.AI, will be launched in the middle of our first year of operations. We anticipate approximately 20 active Brand Content contracts, 1 FAST Channel and 1 Consulting Project operational by year end.

Year 2: With the platform and marketplace fully operational, FRAMEWERX.AI will scale rapidly expanding to roughly 200 one-million view active Brand Content contracts which will be achieved through a diverse content base with varying viewership. Continued growth in supporting verticals with 4 FAST Channels and 3 Consulting Projects.

Year 3 & 4: Continued growth will occur from both inbound and outbound sales of Brand Content. End of year Brand Content contracts projected at approximately 900. FAST Channel and Consulting is expected to have consistent growth ending the year with 10 and 5, respectively.
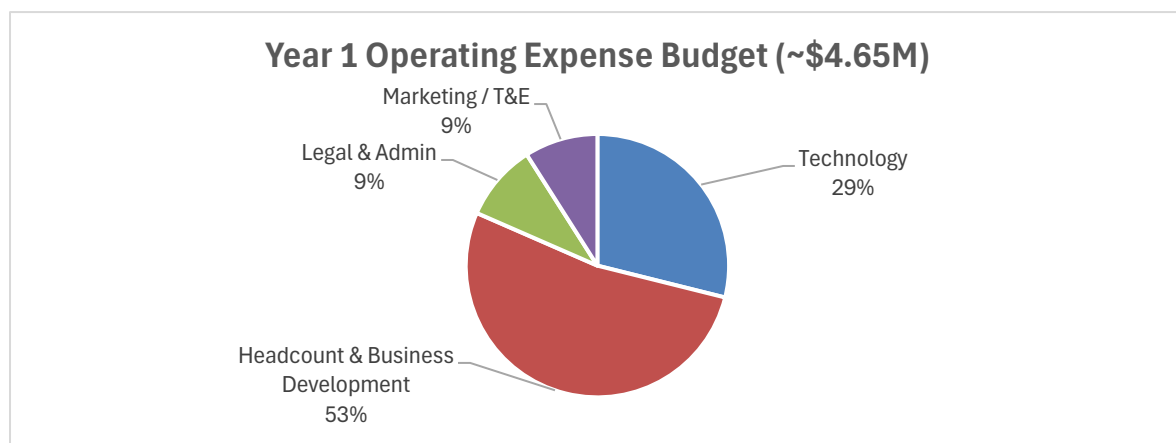
Year 5: In year 5, Framewerx.AI reaches a mature growth phase with ongoing expansion. Upon year end, we anticipate over 1300 active Brand Content contracts along with 10 FAST Channels and 6 Consulting Projects.

Cost Structure

COGS scales with usage and includes cloud compute/inference, software/API subscriptions, marketplace maintenance, sales commissions, and connectivity. OPEX includes FAST channel setup/maintenance, marketing/PR, legal (contracts, copyright, IP), admin/insurance/accounting, payroll & benefits, travel and events, employee hardware, and continued marketplace development.

Capital Plan & Use of Proceeds

The company is seeking $5 million via a SAFE with a $30 million valuation cap. Proceeds will be deployed to accelerate commercialization, protect and extend the IP estate, and expand marketplace supply/demand.

Year 1 Operating Expense Budget (~$4.65M)

Marketing / T&E 9%
Legal & Admin 9%
Technology 29%
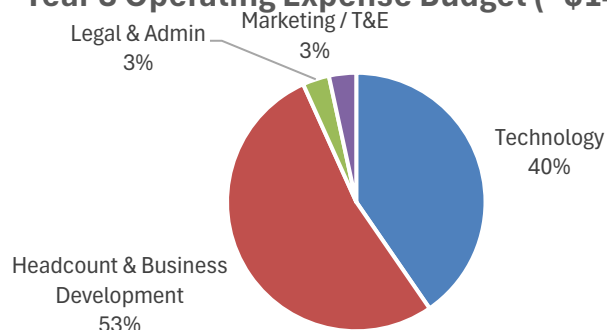Headcount & Business Development 53%

Illustrative allocation: 53% Headcount & Business Development, 29% Technology, 9% Marketing / T&E, 9% Legal and Admin which covers IP and operations.

Year 2 Operating Expense Budget (~$6.6M)

Legal & Admin 7%
Marketing / T&E 8%
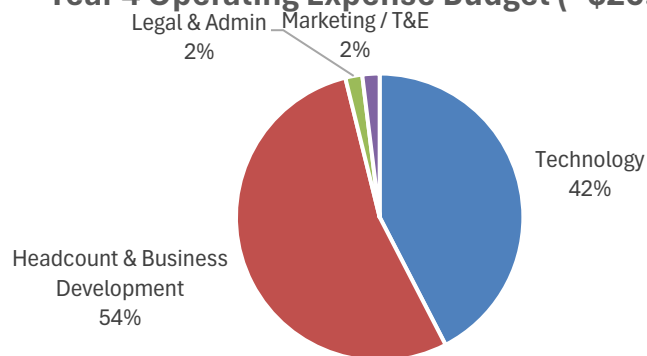Technology 31%
Headcount & Business Development 55%
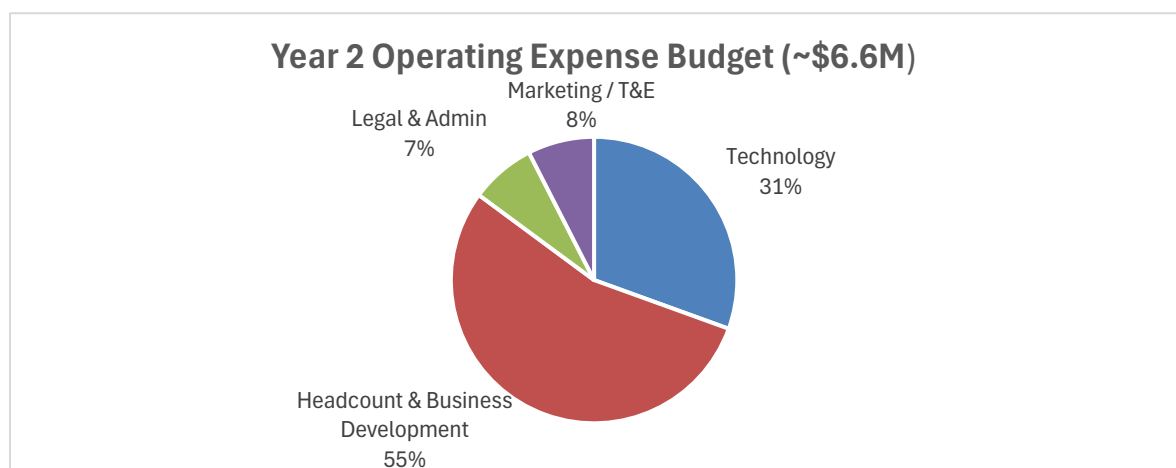
Illustrative allocation: 55% Headcount & Business Development, 31% Technology, 8% Marketing / T&E, 7% Legal and Admin which covers IP and operations.

Year 3 Operating Expense Budget (~$14.9M)

Legal & Admin
3%

Marketing / T&E
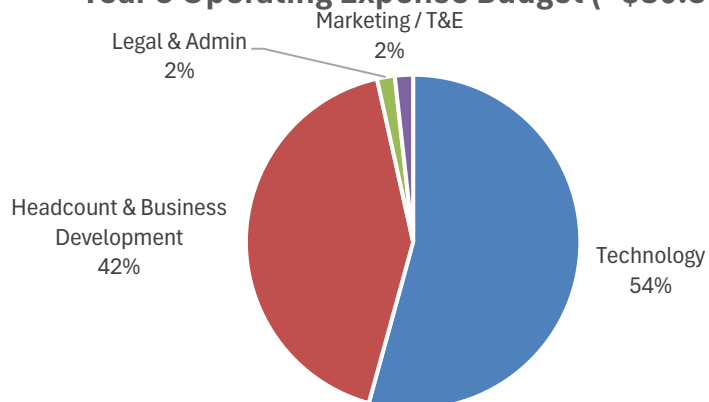3%

Technology
40%

Headcount & Business
Development
53%

Illustrative allocation: 53% Headcount & Business Development, 40% Technology, 3% Marketing / T&E, 3% Legal and Admin which covers IP and operations.

Year 4 Operating Expense Budget (~$26.9M)

Legal & Admin
2%

Marketing / T&E
2%

Technology
42%

Headcount & Business
Development
54%

Illustrative allocation: 54% Headcount & Business Development, 42% Technology, 2% Marketing / T&E, 2% Legal and Admin which covers IP and operations.

Year 5 Operating Expense Budget (~$30.8M)

Legal & Admin
2%

Marketing / T&E
2%

Headcount & Business
Development
42%

Technology
54%

Illustrative allocation: 42% Headcount & Business Development, 54% Technology, 2% Marketing / T&E, 2% Legal and Admin which covers IP and operations.

Key Risks & Mitigations

• Rights and clearances: addressed via contracts with distributors/rights holders and auditable placement logs.

• Content quality variance: model prioritizes titles with sufficient audience scale and brand fit; marketplace pricing reflects inventory quality.

• Compute and tooling costs: optimized through workload batching, model compression, and scalable cloud infrastructure.

• Competitive response: protected by proprietary file format (patent pending), marketplace network effects, and studio/brand relationships.

Appendix

— Competitive Landscape Analysis

— Detailed model assumptions (pricing, revenue share, launch cadence) and OPEX schedules are available in the Excel model.

— Additional materials: product demos, case studies, and example placements available upon request.

APPENDIX

Competitive Landscape

The virtual product placement (VPP) and AI-enhanced content advertising market has matured rapidly over the past five years, with several well-funded competitors validating the category. FRAMEWERX AI enters this landscape with a differentiated combination of premium creative pedigree, proprietary file-format IP, and a marketplace-driven business model that none of the existing players can match. The companies most often compared in the space include Rembrand, Mirriad, Ryff, and select walled-garden initiatives by Amazon and NBCU. While each competitor demonstrates the growing demand for in-content advertising, their limitations create a clear opening for FRAMEWERX to lead the next evolution of the category.

Market Context

The shift toward ad-skipping, fragmented viewership, and declining traditional ad effectiveness has accelerated demand for native, immersive formats embedded directly inside the content itself. Rembrand's growth, Mirriad's decade-long push into premium content, and Ryff's marketplace experiments all serve as confirmation of this accelerating market trend. The emergence of FAST, AVOD, and creator-driven platforms has further expanded the available supply of content where dynamic brand integrations can be deployed at scale. This momentum validates both the commercial value of in-content advertising and the need for scalable, automated solutions capable of serving advertisers, creators, and distributors simultaneously.

Competitor Overview

Rembrand
Rembrand is currently the most aggressive player in VPP, driven by generative AI, fast rendering, and integrations with programmatic buying platforms. Their acquisition of Mirriad's U.S. business and merger with Spaceback illustrate a race to consolidate tools, content access, and distribution pipes. However, Rembrand's combined stack remains largely focused on rapid ad generation and DSP distribution rather than the creative, production-grade fidelity that premium content owners require. The platform's speed and automation come at the cost of narrative intelligence, long-form production quality, and the robust relationship ecosystem that FRAMEWERX delivers through Showdog Studio and The Gersh Agency.

Mirriad
Mirriad pioneered the modern virtual product placement category. Its technology set the standard for visual fidelity and narrative consistency, earning deep trust with global studios and broadcasters. Despite this, Mirriad struggled to scale commercially because its processes required substantial manual oversight, and long lead times. Its U.S. divestiture

to Rembrand underscores the challenge of achieving velocity without sacrificing quality. Mirriad's legacy validates the need for creative authenticity—an area where FRAMEWERX, backed by Showdog's Hollywood-grade production DNA, delivers superior results while maintaining the speed and automation Mirriad lacked.

Ryff

Ryff takes a marketplace-forward approach with its Scene Intelligence™ engine, offering brand placements inside thousands of catalog titles. Its marketplace concept is directionally aligned with the FRAMEWERX strategy, but its rendering quality, asset flexibility, and integration capabilities remain inconsistent, particularly for premium or story-dependent content. Their catalog volume does not equate to high-value inventory, and the company has not demonstrated the ability to create reusable 3D environments or unlock higher-value derivative content the way FRAMEWERX's OASIX file format enables.

Walled Gardens: Amazon & NBCU

Amazon and NBCU have each pursued in-scene dynamic product placement within their own ecosystems. These initiatives are strategically important but are limited by their walled-garden nature. They do not license their tools externally, do not support open content ecosystems, and do not provide cross-platform monetization paths for independent creators or distributors. Their advancements validate the power of the category but leave significant whitespace for an independent, open-ecosystem partner to serve the broader market. FRAMEWERX is positioned to become that partner.

Why FRAMEWERX Wins

Proprietary OASIX Technology

FRAMEWERX's OASIX file format provides a defensible technology moat. Built on six immutable layers of geometric, lighting, and artistic scene data, OASIX enables unmatched rendering fidelity, rapid placement cycles, and derivative asset creation (gaming, immersive environments, multiplatform reuse). No competitor has an equivalent file architecture that functions as both a creative engine and a persistent content-intelligence layer, positioning FRAMEWERX to deliver long-term production value no other VPP system can replicate.

Premium Creative Pedigree Through Showdog Studio + The Gersh Agency

Unlike purely technical competitors, FRAMEWERX is rooted in Hollywood-grade storytelling and deep industry access. Showdog Studio's two decades of world-class production experience ensure that every placement respects the artistic integrity of the content. The Gersh Agency's vast network of creators, talent, and distribution partners provides FRAMEWERX with a pipeline of premium content opportunities and the credibility required to onboard top-tier rights holders. No competitor combines this level of creative authority with advanced AI tools.

Marketplace + Programmatic Scale

FRAMEWERX is the only platform architected as both a creative partner and a marketplace operator. While Rembrand has tied its placements into programmatic pipes, FRAMEWERX offers a full ecosystem where brands and rights holders transact directly inside a controlled, rights-aware marketplace. This combines the liquidity of a marketplace with the creative quality of a production studio—unlocking scale without sacrificing fidelity. The business model aligns perfectly with FAST and AVOD growth trends, enabling FRAMEWERX to function as the economic engine of next-generation content monetization.

Holistic Understanding of Story and Context

Competitors focus primarily on object detection, surface matching, or generative replacement. FRAMEWERX goes further by leveraging multimodal scene analysis capable of understanding emotional tone, narrative importance, and the creative intent behind each moment. This results in deeply contextual placements that elevate storytelling rather than disrupt it—addressing brand safety concerns and maximizing audience resonance.

Independent & Flexible

In a market where studios increasingly fear over-dependency on single large vendors, FRAMEWERX offers an independent, neutral alternative that can work across content owners, agencies, creators, and distributors. This independence is a strategic advantage as walled gardens continue closing their ecosystems and competitors consolidate into large, complex platforms struggling with integration challenges.

Conclusion

The competitive landscape showcases both demand for and fragmentation within the VPP and AI content-enhancement space. Rembrand validates scale, Mirriad validates quality, Ryff validates marketplace potential, and Amazon/NBCU validate category inevitability. FRAMEWERX unifies all of these strengths—creative integrity, technical excellence, automated scalability, and marketplace economics—into a single, defensible platform. With its proprietary OASIX technology, joint venture foundation with Showdog Studio and The Gersh Agency, and end-to-end ecosystem model, FRAMEWERX is positioned not only to compete but to lead the next decade of AI-powered content monetization.