



NEWS RELEASE

Thumzup Media Corporation Files \$200 Million Shelf Registration for Working Capital and to Further Its Bitcoin Treasury Strategy

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Thumzup Currently Holds 19.106 BTC with a Market Value of Approximately \$1.8 Million as of May 4, 2025

The Company's Board of Directors has Authorized Thumzup to Hold Up to 90% of its Liquid Assets in Bitcoin Under its BTC Reserve Strategy

LOS ANGELES, May 5, 2025 /PRNewswire/ -- **Thumzup Media Corporation** ("Thumzup" or the "Company") (Nasdaq: TZUP), an emerging leader in social media branding and programmatic marketing solutions, today announced that it has filed a "universal shelf" registration statement on Form S-3 with the Securities and Exchange Commission (the "SEC").

Once effective, the registration statement would allow Thumzup to raise up to an aggregate of \$200,000,000 for additional working capital and to acquire additional Bitcoin ("BTC").

The Company has Board approval to implement a Bitcoin ("BTC") acquisition strategy, pursuant to which it may allocate up to 90% of its liquid assets to BTC. Under the terms of the offering, the Company would have the ability to raise capital in one or more offerings over the three years after the registration statement is declared effective by the SEC. These capital raises could include common stock, preferred stock (including in the form of depository shares), warrants, debt securities (including convertible debt), purchase contracts, and/or units (which are typically a combination of two or more types of securities (global securities)).

If the Company chooses to raise capital in a future offering using the shelf registration statement, Thumzup will describe the specific details of that future offering in a prospectus supplement that is filed with the SEC. Currently, no securities are being sold under the shelf registration statement. Thumzup believes that a shelf registration on

Form S-3 will provide greater flexibility to raise capital in the future.

The registration statement on Form S-3 has been filed with the SEC but is not yet effective. These securities may not be sold nor may offers to purchase be accepted under the Form S-3 registration statement prior to the time the Form S-3 registration statement becomes effective. This press release shall not constitute an offer to sell nor the solicitation of an offer to purchase the securities that are proposed to be registered on the Form S-3, nor shall there be any sale of such securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state. Any offer of securities will occur solely by means of the prospectus included in the registration statement and one or more prospectus supplements that would be issued at the time of the offering.

About Thumzup®

Thumzup Media Corporation (Thumzup) is democratizing the multi-billion dollar social media branding and marketing industry. Its flagship product, the Thumzup platform, utilizes a robust programmatic advertiser dashboard coupled with a consumer-facing App to enable individuals to get paid cash for posting about participating advertisers on major social media outlets through the Thumzup App. The easy-to-use dashboard allows advertisers to programmatically customize their campaigns. Cash payments are made to App users/creators through PayPal and other digital payment systems.

Thumzup was featured on [CBS Los Angeles](#) and in [KTLA](#).

Legal Disclaimer

This press release contains certain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These include, without limitation, statements about its Registration Statement on Form S-3, potential capital raises, and purchases of additional Bitcoin. These statements are identified by the use of the words "could," "believe," "anticipate," "intend," "estimate," "expect," "may," "continue," "predict," "potential," "project" and similar expressions that are intended to identify forward-looking statements. All forward-looking statements speak only as of the date of this press release. You should not place undue reliance on these forward-looking statements. Although we believe that our plans, objectives, expectations and intentions reflected in or suggested by the forward-looking statements are reasonable, we can give no assurance that these plans, objectives, expectations or intentions will be achieved. Forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from historical experience and present expectations or projections. Actual results may differ materially from those in the forward-looking statements and the trading price for our common stock may fluctuate significantly. Forward-looking statements also are affected by the risk factors described in our filings

with the U.S. Securities and Exchange Commission. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

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