PROSPECTUS
BIG SKY CAPITAL HOLDINGS CORPORATION
2,500,000 Shares
Common Stock
$12,500,000

Big Sky Capital Holdings Corporation, a Montana corporation (the "Company"), is offering up to a maximum of 2,500,000 shares (the "Shares") of the Company's common stock (the "Common Stock") at a price of $5.00 per Share (the "Offering"). The Offering will terminate on the earlier of the sale of all Shares or within one year from the date of this Prospectus, unless sooner terminated by us. In addition, we may extend the Offering for one more year in our discretion with the permission of the Commissioner of Securities & Insurance of the Office of the Montana State Auditor. Any extension of the Offering will be dependent upon registration each year with the Commissioner of Securities & Insurance of the Office of the Montana State Auditor.

Investors in this Offering will be allowed to purchase a minimum of 1,000 Shares ($5,000) and a maximum of 4,000 Shares ($20,000), unless we permit a larger or smaller amount in our discretion. Our officers and directors may also purchase the Shares in the Offering.

As of December 31, 2020, the Company had accepted subscriptions for 565,125 Shares and has obtained gross proceeds of $2,825,625.

The Shares have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), in reliance on an exemption from registration for the offer and sale of securities on a wholly intrastate basis. Accordingly, the Shares will only be offered and sold to bona fide residents of the State of Montana who meet the suitability standards established by us. There is no existing public or other market for the Shares and no such market will develop as a result of this Offering. We have no obligation to register the Shares for future sale publicly and no assurance can be given that the Shares will be registered in the future. If the Shares are not registered, purchasers would only be able to sell their Shares pursuant to a valid exemption under federal and state securities laws. Consequently, purchasers of the Shares offered hereby may not be able to sell their Shares for an extended period of time, if ever.

These securities are speculative and involve a high degree of risk and immediate substantial dilution. If you purchase Shares, you should be prepared to sustain a loss of your entire investment. See the "Risk Factors" beginning on page 4 of this Prospectus, and "Dilution" on page 14 for additional information.

The date of this Prospectus is February 25, 2021.

Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities offered hereby or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

NONE OF THE SHARES MAY BE SOLD OR OTHERWISE TRANSFERRED UNTIL SIX MONTHS AFTER THE TERMINATION OF THIS OFFERING EXCEPT TO A RESIDENT OF MONTANA.

The Shares being offered hereby will have all of the rights and privileges applicable to the Company's existing shares of Common Stock. Certificates for the Shares will not be issued for six months after the completion or termination of the Offering. There is no public market for the Common Stock and no such market is expected to develop for a significant period of time after this Offering. No inference can be made that public trading for the Common Stock will occur.

	Price to Public	Selling Commissions(1)	Proceeds to Company
Per Share	$5.00	$.50	$4.50
Total if Maximum is Raised	$12,500,000	$1,250,000	$11,250,000(2)

(1) The Shares will be sold on a "best efforts" basis on behalf of the Company through its agents who are licensed with the Commissioner of Securities & Insurance of the Office of the Montana State Auditor to sell only the Company's securities. The sales agents will receive a direct sales commission for their services in connection with the sale of the Shares not to exceed 10% of the Price to Public.

(2) Before deducting Offering expenses, other than selling commissions, estimated by the Company to be $750,000 if the maximum proceeds are raised.

We have filed with the Commissioner of Securities & Insurance of the Office of the Montana State Auditor (the "Commissioner") a registration statement (the "Registration Statement") with respect to the Shares offered hereby. As permitted by the Commissioner, this Prospectus, which constitutes a part of the Registration Statement, does not contain all of the information included in the Registration Statement. You may obtain a copy of the Registration Statement, at no cost, by writing or telephoning the Company at the following address:

Michael Fink, Chairman, Big Sky Capital Holdings Corporation, 1283 North 14th Avenue, Suite 103, Bozeman, Montana 59715, telephone (406) 437-2949.

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No person has been authorized to give information or to make any representations other than those contained in this Prospectus, and, if given or made, such information or representations must not be relied upon as having been authorized by us.

Neither the delivery of the Prospectus nor any sales made hereunder shall, under any circumstances, create an implication that the information contained herein is correct as of any time subsequent to the date of the Prospectus.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO ANYONE IN ANY STATE OR JURISDICTION OTHER THAN THE STATE OF MONTANA.

PROSPECTUS SUMMARY

The following summary is qualified in its entirety by the more detailed information and unaudited financial statements included elsewhere in this Prospectus. You should read the entire Prospectus carefully, especially the risks of investing in our Common Stock discussed under "Risk Factors." The terms "Company," "we," "us," "our," and similar terms refer to Big Sky Capital Holdings Corporation.

THE COMPANY

Big Sky Capital Holdings Corporation is a Montana corporation formed on March 20, 2015. Its offices are at 1283 North 14th Avenue, Suite 103, Bozeman, Montana 59715, telephone number (406) 437-2949. We were organized to act as an insurance holding company, with our initial objective being to form and/or acquire a Montana domiciled life insurance company or life insurance-related companies in Montana, such as a life insurance agency, and operating such entities. We have assembled our management team and Board of Directors, conducted organizational activities, raised approximately $1,700,000 (exclusive of offering costs of approximately $146,000) in prior placements of our Common Stock and have raised $2,820,625 (exclusive of offering costs of approximately $689,454 as of December 31, 2020) in this Offering as of December 31, 2020. We have limited assets and no current operations other than a small office overseeing funds from this Offering and conducting this Offering.

THE OFFERING

Securities Offered:	2,500,000 Shares of Common Stock. Subscriptions will be subject to a minimum of 1,000 Shares ($5,000) and a maximum of 4,000 Shares ($20,000) unless otherwise permitted by us. Our officers and directors may elect to purchase Shares in the Offering.
Common Stock Outstanding Before Offering:	3,500,000 Shares.[(1)]
Common Stock Outstanding as of December 31, 2020	4,065,125 Shares.
Common Stock Outstanding After Offering (if maximum sold):	6,000,000 Shares.
Plan of Distribution:	Shares will be sold only to Montana residents on a "best efforts" basis through our agents, who will receive a direct commission based upon such sales not to exceed 10%. **Checks for an investment should be made payable to**

	"Big Sky Capital Holdings Corporation." See "Plan of Distribution" below for additional information.
Term of Offering:	The Offering commenced on March 1, 2017 and will continue until February 28, 2022, unless all of the Shares are sold before then. We may extend the Offering for one additional year or more if the Commissioner of Securities & Insurance of the Office of the Montana State Auditor grants an extension, which cannot be assumed.
Use of Proceeds:	We estimate that our net proceeds from the sale of Shares in this Offering, after deducting commissions and estimated offering expenses, will be approximately $10,500,000 if the maximum number of Shares (2,500,000) are sold. We intend to use the net proceeds of this Offering to form and capitalize a Montana domiciled life insurance subsidiary, form a life insurance agency or subsidiary and/or acquire additional life insurance or insurance related companies and operate them. See "Purpose of the Offering and Use of Proceeds" below for additional information.
Risks:	Investing in our Common Stock may be considered speculative and should not be made unless the investor can afford a complete loss of his or her investment. We face all of the risks of a startup entity. See "Risk Factors" beginning on page 4. Also, our overall business plan may be materially restricted if substantially less than the total Offering of $12,500,000 is sold. In the event we do not raise the majority of the maximum proceeds from this Offering, we would expect to be unable to satisfy all of our business objectives and we may only form and operate an insurance agency, without first obtaining substantial additional financing, which cannot be assured. See "Purpose of the Offering and Use of Proceeds" for additional information.

(1) Consists of (a) 2,000,000 Shares of Common Stock issued at $0.10 per share in an initial private placement in April, 2015 to officers and directors of the Company and a select number of individuals (all of these shares were held in escrow with Colorado State Bank and Trust, a division of BOKF, N.A., for a minimum of two years and have been released) and (b) 1,500,000 Shares issued at $1.00 per share in a private placement that was completed in September, 2015. As of December 31, 2020, we had sold 565,125 Shares in this Offering.

RISK FACTORS

You should carefully consider the risks described below before making a decision to buy our Common Stock. If any of the following risks actually occurs, our business could be materially harmed. In that case, the value of our Common Stock could decline, and you may lose all or part of your investment. You also should refer to the other information in this Prospectus, including our unaudited financial statements and the related notes.

We are a startup entity and do not have an operating history. We have a limited amount of assets.

We formed our Company on March 20, 2015. Since inception we have assembled our management team and Board of Directors, and conducted two private placements of our Common Stock to obtain seed money with which to pursue development of our business plan and to fund the anticipated costs of this Offering. As of December 31, 2020, we have raised $2,820,625 in this Offering. We have no operating history, nor revenues, and we have incurred start-up costs and cumulative operating losses from inception through December 31, 2020 of approximately $1,944,416__________. We are subject to all of the risks inherent in establishing a new business, including limited capital, an untested business plan, lack of revenues, and we will face competition from numerous established, better capitalized companies in the event we form or acquire a life insurance company. Moreover, we anticipate we will incur net operating losses during the Offering period and for a substantial period of time thereafter because we will not have a revenue stream and even if we do form or acquire a life insurance subsidiary, we expect it to incur significant startup losses for many years thereafter in the start-up phase of insurance company operations.

There is no assurance that our activities will be successful or result in meaningful revenues or net income to us, and the likelihood of any success must be considered in light of our early stage of development. These risks and our lack of operating history make it difficult to predict our future costs, revenues or results of operations. As a result, our financial results may fluctuate widely and fall below our expectations or the expectations of our investors. This would likely cause the value of our Common Stock to decline. Before investing, you should evaluate and understand the risks, uncertainties, expenses, and difficulties frequently encountered by companies in early stages of development such as us.

Ownership of our Common Stock involves substantial risk, and you may lose your entire investment.

This Offering involves a high-risk investment in a recently formed corporation with no revenue and significant losses incurred to date. Potential investors must be willing to risk the entire loss of their capital. No assurance or guaranty can be given that any of the potential benefits described in this Prospectus will prove to be available, nor can any assurance or guaranty be given as to any financial return which may result from an investment in the Shares. Any investment in this Offering should be considered a high-risk investment and any such investment should be restricted to an investor's risk capital only. **You could lose your entire investment.**

If we do not raise a majority of the maximum proceeds of this Offering, our business plan will likely be significantly restricted, heightening the risk that we will not succeed and that you will lose your investment.

If less than a majority of the maximum amount of this Offering is raised, our plan of operations will likely be significantly restricted. We will likely have to seek to accomplish our objectives with our limited capital, and our lack of capital could jeopardize additional equity or debt capital raising, and ultimately our ability to continue operations. If we were to seek to pursue all of our business objectives, we would need to raise substantial additional capital. We cannot assure that we will be able to raise any capital in the future, either debt or equity, thereby elevating the risk of an investment in our Common Stock.

We have no revenues and cannot assure you we will achieve profitability.

We have limited capital resources and we do not expect any meaningful revenues for a significant period of time. We expect to continue to incur significant losses in our startup phase and in forming and initially operating any life insurance subsidiary we may form or acquire. Moreover, there can be no assurance that we will derive any meaningful revenues from our operations or operate on a profitable basis. The likelihood of our success must be considered in light of the problems, cost, difficulties and delays encountered in connection with the start-up of a new business with limited capital, and the intensely competitive environment in which we will seek to operate.

We expect to have significant additional financing requirements and we cannot assure you that we will be able to secure any future financing.

We have limited capital and, assuming the sale of the maximum amount of this Offering, we may need significant additional capital to further fund our business plan. There can be no assurance that we would be successful in our efforts to raise any additional capital or if raised that it would be on economic terms for us. If we are unable to raise additional capital, we would likely be forced to restrict our operations and investors in our Shares could lose all of their investment.

This Offering is being made on a "best efforts" basis, and we cannot assure you that the Offering will be successful.

We are making this Offering on a "best efforts" basis through our agents. These agents, who have been recruited and trained to sell the Common Stock offered by the Prospectus are only licensed to sell our Common Stock and no other securities. This lack of experience may have a negative impact on our ability to complete this Offering and could result in significantly greater Offering expenses than we have estimated, leaving less net proceeds from this Offering for us to pursue our business plan. Accordingly, there can be no assurance that all of the Offering will be sold. If less than all of the offered Shares are sold prior to the termination of this Offering, we will have fewer funds available for our business purposes, and our ability to complete our business plan will likely be materially and adversely affected, depending upon the amount of proceeds raised. See "Purpose of the Offering and Use of Proceeds," "Plan of Distribution," and "The Business Plan" below for additional information.

We may be significantly undercapitalized.

In the event we sell less than a majority of the Shares offered pursuant to this Prospectus, our funds will in all likelihood not be sufficient for us to both establish a life insurance company and allow the insurance company to engage in significant sales of insurance policies. Typically, insurance policies require significant amounts of capital in order to put the policies in place and the break-even on the policies can take several years. Accordingly, it may well incur that we are undercapitalized and any chance for us to become profitable will require limited activities thus jeopardizing your investment or any return on your investment.

This Offering has not been reviewed by any independent party.

The Shares are being offered by us through our agents and will be sold without the use of an independent analyst. No independent review of the Offering has been, or will be, made by any other person.

The Offering price was determined arbitrarily.

The price of the Shares offered hereby was determined solely by our management and does not necessarily bear any relation to the market or book value of the assets or our prospects, the valuation of other startup companies in the insurance industry or any other accepted criterion of value. It should be noted that many of our shareholders to date purchased their shares in 2015 at $.10 per share or $1.00 per share. As of the date of this Prospectus, we have limited tangible assets and limited liabilities.

You will suffer an immediate and substantial dilution in the net tangible book value of the Shares you purchase.

There will be an immediate and substantial dilution of each purchaser's investment in Shares in this Offering. The dilution would be a minimum of approximately $3.25 per share or 65% of the $5.00 Offering price if all the Shares in this Offering are offered and sold and could be substantially higher depending upon whether a lesser number of shares are sold. This dilution is due in large part to the fact that prior investors in the Company paid an average price of $0.07 per share (net of offering costs) when they purchased their Shares of Common Stock, which is substantially less than the Offering price of $5.00 per Share in this Offering. See "Dilution" below for additional information.

Our Company is controlled by our officers and directors who, with their affiliates, own approximately 935,000 Shares.

When the Shares are sold pursuant to this Prospectus, it is contemplated that officers and directors of the Company and their affiliates are expected to own approximately 935,000 Shares or 15.58% of our outstanding Common Stock if the maximum Offering is sold. As a result, management will have a significant advantage in electing directors and otherwise controlling corporate actions. In other words, subscribers in this Offering other than management will not be able to elect any directors or exert any meaningful control over operations of the Company with the Shares purchased in this Offering.

Your Shares will not be transferable for a significant time period following this Offering.

The certificates evidencing ownership of the Shares sold pursuant to this Offering will not be issued until at least six months after the completion or termination of this Offering. The Shares acquired pursuant to this Offering may not be sold or transferred for six months following the completion or termination of this Offering including extensions to anyone other than a resident of the State of Montana. Thus, you may have to wait a significant period of time before you may even attempt to sell your Shares. See "Shares Eligible for Future Sales" below for additional information.

There is no market for the Shares and there are significant restrictions on your ability to transfer them.

The Shares offered hereby will not be registered under the Securities Act or the securities laws of any state except Montana, and may not be resold unless subsequently registered or an exemption from registration is then available, in addition to the resale restrictions set forth above. These restrictions will make it impossible to freely sell your Shares. All certificates issued in respect of the Shares offered pursuant to this Prospectus will be imprinted with a restrictive legend noting the foregoing restrictions on transfer. There is currently no existing public or other market for the Shares and no assurance can be given that any such market may develop in the future. Consequently, purchasers of the Shares may not be able to sell their Shares for an extended period of time, if ever. We have no obligation to register the Shares for public resale, and no assurance can be given that the Shares will be registered in the future.

There are significant obstacles for forming or acquiring a Montana domiciled life insurance subsidiary.

In order for us to establish insurance operations, it will be necessary for any proposed life insurance subsidiary to be granted a Certificate of Authority by the Commissioner of Securities & Insurance of the Office of the Montana State Auditor. There can be no assurance that a Certificate of Authority will be granted. If we instead attempt to acquire a life insurance company, we may be in competition with other well-established and substantially capitalized entities that might be interested in the same acquisition candidates as us. There is no guarantee that we will be able to acquire a life insurance company at a price which would allow us to obtain an economic return on our investment. In the event we are not able to form and operate an insurance subsidiary or acquire one, our operations and financial condition may be significantly limited, which could jeopardize the value of our Common Stock.

We expect to incur operating losses for a number of years following this Offering.

If we are successful in capitalizing and obtaining a Certificate of Authority for a Montana domiciled life insurance company or, in the alternative, acquiring a life insurance company, we expect the insurance subsidiary to sustain losses for a number of years. Our planned insurance subsidiary, as is common among new or inactive life insurance companies, will operate at a loss for a considerable time period because of the substantial costs of starting the business and writing new life insurance. The aggregate cost of writing new life insurance policies includes significant, nonrecurring items such as first year commissions, medical and investigation expenses, and other underwriting expenses incidental to the issuance of new policies, together with the initial financial reserves required to be established. Accordingly, the cost of putting a new life insurance policy in force is substantially greater than the first year premium received from the policy purchaser. As a result, a new life insurance company may be expected to sustain losses for a number of years, during which time earnings would not be achieved.

The insurance industry is intensely competitive.

Almost all of the companies with whom we expect to compete will have significantly larger capitalization and operations than will any life insurance subsidiary we may own. Accordingly, competition for new life insurance policies will be significant, which may have a negative impact on our ability to achieve meaningful revenues. There is also considerable competition among insurance companies in obtaining successful, motivated sales agents. We will face this type of competition. Also, the life insurance business competes with other companies that provide financial products that compete with life insurance. We will be at a competitive disadvantage when competing for qualified insurance agents and with other financial product providers due to our lack of operations and limited capital.

We are dependent upon key personnel.

Our ability to operate economically and pursue our business objectives will be dependent primarily upon the efforts of Michael N. Fink, Chairman of the Board and President. While Mr. Fink has significant prior experience in operating and managing small life insurance companies, he is expected to devote only approximately 50% of his business time to the Company. We do not have an employment agreement with Mr. Fink nor have we obtained any “key man” life insurance on his life. The loss of the services of Mr. Fink would likely have a material adverse effect on our ability to continue operations.

We have no plan to pay dividends on our Shares and you should assume we will never pay cash dividends.

We intend to use substantially all of the proceeds from the Offering to finance the establishment of our proposed business. The payment of cash dividends on our Common Stock will be contingent on our revenues and earnings, if any, our capital requirements and our general financial condition. The payment of dividends rest within the discretion of the Board of Directors, but we do not intend to pay dividends and we believe it is unlikely that dividends will ever be paid. We have no intention to pay cash dividends.

Our management will have broad discretion in using the net proceeds of this Offering.

Although most of the proceeds of the Offering are intended to be used to implement our proposed business plan, such proceeds are not otherwise being designated for discrete, specific purposes. Accordingly, the investors in this Offering will be substantially dependent on the judgment of our management regarding the allocation of the funds raised. There can be no assurance that management determinations relating to the specific allocation of the net proceeds of the Offering will permit us to achieve our business objectives. See "Purpose of the Offering and Use of Proceeds" below.

Any insurance subsidiary we own will be subject to numerous, significant laws and regulations, and compliance costs and/or changes in the regulatory environment could adversely affect our business.

Any proposed life insurance subsidiary we may own will be subject to significant government regulation in each of the states in which it conducts business. Such regulatory authority is vested in state insurance regulators having broad administrative power in dealing with all aspects of the insurance business, including rates, policy forms, and capital adequacy, and is charged with and concerned primarily with the protection of policyholders rather than shareholders.

During the past several years, certain state legislatures have considered laws that in many cases increase the authority of state insurance regulators to regulate insurance companies and insurance holding company systems. The National Association of Insurance Commissioners (the "NAIC") and state insurance regulators have examined existing laws and regulations on an ongoing basis, specifically focusing on insurance company investments and solvency issues, risk-based capital guidelines, interpretations of existing laws, the development of new laws, and the circumstances under which dividends may be paid. The NAIC has approved risk-based capital ("RBC") standards. We expect that the RBC standards of the NAIC will apply to any insurance subsidiary we may own and will require that any life insurance company we own must have capital and surplus substantially in excess of statutory minimums in Montana. NAIC initiatives could have a materially adverse impact on us; however, we cannot predict the form of any future proposals or regulation.

Individual state guaranty associations assess insurance companies to pay benefits to policyholders of insolvent or failed insurance companies. The impact of such assessments may be partly offset by credits against future state premium taxes. We cannot predict the amount of any future assessments, nor have we attempted to estimate the amount of assessments to be made from known insolvencies.

Changes in tax laws could adversely affect our business.

Congress has from time to time considered possible legislation that would eliminate the deferral of taxation on the accrued value within certain annuities and life insurance products. This and similar legislation, could adversely affect the sale of life insurance compared with other financial products if such legislation were to be enacted. There can be no assurance whether such legislation will be enacted or, if enacted, whether such legislation would contain provisions with possible adverse effects on any annuity and life insurance products that we may develop.

No market exists or is expected to develop for the Shares.

There is no existing public or other market for the Shares. The development of a public trading market, if any, will be delayed due to resale restrictions on securities offered and sold on an intrastate only basis. Consequently, purchasers of the Shares may not be able to sell the Shares for an extended period of time, if ever. See "Description of Securities – Restrictions on Transfer" below for additional information.

Any success we may achieve will be substantially dependent upon the success of our insurance marketing efforts.

In the event we form or acquire life insurance subsidiaries, we intend to market our insurance products through the services of our agents who are selling Shares in this Offering, who may be expected to become licensed as insurance agents. We anticipate that some of our insurance agents will have no prior insurance product selling experience and, accordingly, this lack of experience may have a negative impact on the amount of insurance premium volume we write. The extent of this negative impact on the premium volume written will depend primarily on our ability to train agents timely and adequately to sell our insurance products successfully. We also expect to use independent agents to write insurance business. We believe that our long term success will be significantly dependent upon obtaining a sufficient number of independent agents to sell our products effectively.

This Offering is being made under the intrastate offering exemption, and failure to satisfy all of the conditions of that exemption could result in civil liability.

We have not registered the Shares under the Securities Act in reliance on Rule 147 and/or Rule 147A of the Securities and Exchange Commission that exempts the offering of securities on a wholly intrastate basis. The conditions that must be satisfied to permit reliance on the Rule, including the requirement that each offeree and purchaser be a resident of Montana and that purchasers not resell the Shares to non-residents of Montana for at least six months after the termination or completion of the Offering, are exacting. If challenged, we will have the burden of proving that we have satisfied the conditions of the exemption. If we are unable to sustain this burden, we could be exposed to civil liability to each of the purchasers in the Offering for return of their investment plus interest, among other liabilities.

We and our agents in this Offering must comply with federal "broker" and "dealer" laws, and a failure to comply with these laws would materially and adversely affect our financial condition.

We do not plan to use the services of a broker/dealer to sell the Shares in the Offering. Instead, we will offer the Shares through our agents that have been registered as our agents with the Commissioner of Securities & Insurance of the Office of the Montana State Auditor. See "Plan of Distribution" below for additional information. In this context, neither we nor any of our agents have registered with the Securities and Exchange Commission as a "broker" or a "dealer" but have relied on a statutory exemption for a broker or dealer whose business is exclusively within a single state and who does not make use of any facility of a national securities exchange. Should a determination be made that any of the individual agents recruited to sell the Shares was acting in violation of the statutory exemption, we could be subject to the provisions of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which, in essence, provides for the voiding of any transactions made in violation of the Exchange Act. If a significant number of the Subscription Agreements received by us are voidable for this reason, our financial condition could be materially and adversely affected and your investment in the Shares could be jeopardized.

Any insurance subsidiary we may form or acquire will operate in a highly competitive industry, and our business will suffer if we are unable to compete effectively.

The operating results of companies in the insurance industry have been historically subject to significant fluctuations due to competition, economic conditions, interest rates, investment performance, and maintenance of insurance ratings from rating agencies such as A.M. Best and other factors. We believe our ability to compete with other insurance companies will be dependent upon, among other things, our ability to attract and retain motivated, successful agents to market insurance products, our ability to develop competitive and profitable products and our ability to obtain industry ratings. In connection with the development and sale of products, any life insurance subsidiary we may own will encounter significant competition from other insurance companies, most of whom have financial resources substantially greater than any life insurance subsidiary owned by us will have, as well as competition from other investment alternatives. We do not anticipate that industry analysts will rate any life insurance company of ours for several years. This will likely have a negative impact on our ability to compete with other established insurance companies. Accordingly, competition for new life insurance policies will be significant, which may have a negative impact on our ability to operate profitably. See "The Business Plan" below for additional information.

Development of any life insurance products involves the use of certain assumptions, and the inaccuracy of these assumptions could materially adversely affect our financial condition.

It is likely that, in the event we develop life insurance products, we will make certain assumptions as to expected mortality, lapse rates and other factors in developing the pricing and other terms of the products. These assumptions will be based on industry experience. We will review and revise our assumptions regularly so as to reflect actual experience on a current basis. Variation of actual experience from that assumed by us in developing such terms may affect a product's profitability and in turn, our revenues. If our assumptions are incorrect, our results of operations may be materially affected, and our financial condition could suffer.

If we underestimate liability for future policy benefits, our results of operations could suffer.

The liability established by us for future life insurance policy benefits will be based upon a number of factors, including certain assumptions. If we underestimate future policy benefits, we would incur additional expenses at the time we become aware of the inadequacy. As a result, our revenues could suffer and profitability may not be attainable.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements that involve risks and uncertainties. These statements relate to future events or our financial performance. In some cases, you can identify forward-looking statements by terminology including "could," "expect," "may," "will," "should," "plan," "anticipate," "believe," "estimate," "predict," "potential," "intend," or "continue," the negative of these terms, or other comparable terminology used in connection with any discussion of future operating results or financial performance. These statements are only predictions, and reflect our management's present expectation of future events and are subject to numerous important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The factors set forth in the "Risk Factors" section of this Prospectus and any other cautionary language in this Prospectus provides examples of these risks and uncertainties.

You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this Prospectus. We are under no obligation, and expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events, or otherwise.

DILUTION

As of December 31, 2019, we had an aggregate of 4,065,125Shares of Common Stock outstanding and a tangible net book value, as reflected on our balance sheet, of $1,803,108 or approximately $0.444 per share. "Tangible net book value per share" represents our total assets less deferred offering costs, less liabilities, divided by the number of Shares of Common Stock outstanding.

New Shares will experience an immediate dilution in tangible book value per share of Common Stock of $3.25______ from the $5.00 per Share purchase price, or 65_____%, while present shareholders will receive an immediate increase in the tangible net book value of $1.65_____ per Share. Such dilution represents the difference between the Offering price per Share and the tangible net book value per Share immediately after completion of the Offering. The increase in tangible book value per share of Common Stock held by the current shareholders would be solely attributable to the cash paid by new shareholders for their Shares.

After the Offering, if the total of $12,500,000 is raised we will have an aggregate of 6,000,000 Shares outstanding (assuming all Shares offered hereby are sold) and a tangible net book value of $10,510,046 (assuming net proceeds from the remaining Shares being sold of $8,706,937) or approximately $1.75 per Share. Such dilution represents the difference between the Offering price per Share and the tangible net book value per Share immediately after completion of the Offering. The increase in tangible book value per Share of Common Stock held by the shareholders as of December 31, 2020 would be solely attributable to the cash paid by new shareholders for their Shares.

PURPOSE OF THE OFFERING AND USE OF PROCEEDS

In the event greater than the minimum number of Shares are sold in this Offering, the Company will seek to form and capitalize a Montana domiciled life insurance company, or, in the alternative, acquire a life insurance company. In the event less than a majority of the Shares are sold in this Offering, the Company may, in the alternative, capitalize and expand operations of an insurance agency and/or seek to acquire an insurance related company such as a third party administrator or another insurance marketing agency. There is no assurance that we will be able to raise sufficient capital through the sale of Shares to pursue our primary strategy.

The actual use of proceeds relating to these strategies will be subject to the judgment and discretion of our management.

The following table summarizes the anticipated use of the gross proceeds in the order of priority from the sale of Shares, assuming all Shares offered are sold. It should be noted, however, that these figures are only estimates and are subject to change, particularly if less than a majority of the Shares offered are sold.

	AMOUNT
Use of Proceeds from Offering	Maximum Amount Raised
Offering Expenses (1)	$750,000
Commissions (2)	$1,250,000
Total Offering Expenses and Commissions	$2,000,000
Formation and Capitalization of Insurance-related Company (3)	$6,000,000
Working Capital	$4,500,000
TOTAL	$12,500,000

(1) Includes agent recruiting and training, legal, accounting, registration fees, printing and mailing costs in connection with the Offering.

(2) The Company's sales agents will be paid commissions ranging from 7% to 10% of the Shares sold by them. The table assumes that all commissions will be 10%.

(3) If only less than a majority of proceeds are realized, the Company may focus on forming and expanding an insurance agency. Those funds would be used for general and administrative purposes and for marketing. If less than the maximum proceeds are raised, subject to the regulation and supervision of the relevant insurance regulatory authority, the funds would likely be utilized to capitalize a life insurance company subsidiary or to acquire or form insurance-related companies, as well as working capital primarily for general and administrative purposes.

Net proceeds of this Offering will be invested only in U.S. Government Securities and certificates of deposit prior to being utilized. In the event that a subsidiary becomes operational during the selling period, any proceeds retained in the Company during the remainder of the selling period will be invested in highly liquid investment grade securities which are rated A or better by Moody's or Standard & Poor's investment rating service until allocated to a specific operating subsidiary. Prior to the date of this Prospectus, the Company invested in United States Treasury obligations, certificates of deposit from federally insured institutions, and money market accounts.

THE COMPANY

Introduction

Big Sky Capital Holdings Corporation was incorporated on March 20, 2015. It has conducted organizational activities, incurred startup costs, raised $1,700,000 (exclusive of offering costs of approximately $146,000 and operating expenses) in two private offerings, and raised in this Offering gross proceeds of $2,825,625. We were formed for the primary purpose of becoming an insurance holding company. Until an operating Montana life insurance subsidiary or other Montana life insurance related company such as an agency is either formed and operating or acquired, we will not have any meaningful revenue and significant operating losses are expected. We expect to have up to four salaried employees for the first year of operations, including our Chief Executive Officer. Further, additional administrative personnel are expected to be hired as needed. If we raise only the minimum proceeds from this Offering, we expect to form and operate an insurance agency.

Our proposed business strategies

Formation and capitalization of a wholly owned, Montana domiciled life insurance subsidiary will be our primary business objective. We have formed an insurance agency and will seek to operate it to seek profitability, as well as seek acquisition opportunities for insurance related entities, until we may be able to acquire or form a life insurance company subsidiary, of which there can be no assurance. Montana insurance laws require that a newly chartered life insurance company be capitalized with a minimum of $600,000 capital and surplus, although the minimum required for a new life insurance company will likely be significantly higher due to Risk Based Capital requirements that are expected to apply. We believe the required capital and surplus of a life insurance subsidiary will be at least $1,200,000.

We expect that the insurance agency would sell life insurance products primarily. Any products sold will be subject to approval of the Commissioner of Securities & Insurance of the Office of the Montana State Auditor and our agents would need to be licensed to sell insurance.

There is no assurance that the Commissioner of Securities & Insurance of the Office of the Montana State Auditor (the "Commissioner") would issue a Certificate of Authority for a new Montana life insurance company. In the alternative, we may seek to acquire a Montana life insurance company to facilitate our entry into the life insurance business. However, there is also no assurance that a life insurance company can be acquired at a price that is economically feasible to us. The acquisition cost may be more or less than the several million dollars presently contemplated to be used to capitalize a newly chartered life insurance subsidiary.

Any Montana domiciled life insurance subsidiary formed or acquired will be subject to the regulation and supervision of the Commissioner. This regulation is primarily for the benefit of policyholders rather than shareholders of the Company. Broad administrative powers are possessed by the Commissioner. These powers include the authority to grant and revoke licenses to transact business, to approve the form of insurance contracts, to regulate capital requirements, to regulate the character of permitted investments, and to require deposits for the protection of investments. The insurance code of Montana requires the filing of detailed annual reports with the Commissioner. Any proposed insurance subsidiary's business and financial accounts will be subject to examination by the Commissioner, as well as insurance departments of any other states in which it may do business.

There can be no assurance that any insurance subsidiary will be able to satisfy the regulatory requirements of the Commissioner or a similar department in any other state in which it may wish to transact business.

As the potential holder of all of the interest in a life insurance company, we would also be subject to the provisions of the Insurance Holding Company Act of Montana. The provisions of this statute generally provide for restrictions on a change in control of the insurance holding company, require the filing of certain reports with the Commissioner, and limit the amount of dividends and other payments which may be received by a holding company from the insurance company subsidiary.

The life insurance industry is intensely competitive. There are several thousand chartered life insurance companies in the United States. Many of the life insurance companies authorized to do business in Montana are well-established companies with outstanding reputations, offering a broader line of insurance policies, having larger selling organizations, and greater financial resources than a proposed insurance subsidiary could have. There is also considerable competition among insurance companies in obtaining qualified sales agents. We expect to face this type of competition on an ongoing basis. Also, the life insurance business competes with others that provide financial products. We expect to be at a competitive disadvantage when competing for qualified insurance agents and with other financial product providers due to our lack of operations and limited capital.

If we are successful in capitalizing and obtaining a Certificate of Authority for an insurance subsidiary or acquiring a life insurance company, there are certain factors particular to the life insurance business which should be expected to have an adverse effect on the operating results of an insurance company subsidiary. The basic factors are that costs of putting a new policy in force will be greater than the first year's premium thereon, and, accordingly, in the early years of a new life insurance company, these initial costs and the required provisions for reserves have an adverse effect on operating results. Any insurance subsidiary, as is common among new life insurance companies, would probably operate at a loss for a number of years because of the substantial costs of writing new life insurance. The aggregate cost of writing new life insurance includes such significant nonrecurring items as first year commissions, medical and investigation expenses, and other underwriting expenses incident to the issuance of new policies, together with the initial reserves required to be established. Accordingly, the cost of putting a new policy in force is substantially greater than the first year premium. As a result, the reported profits of a new life insurance company are affected adversely. Such a life insurance company subsidiary may be expected to sustain losses for a number of years. We will be substantially dependent on our management to oversee operations such that we are able to seek to expand our insurance product sales yet not "write ourselves out of business." Many small life insurance companies are not successful in achieving this balance in operations.

THE BUSINESS PLAN

If we are successful in forming or acquiring a life insurance subsidiary, our operating plan is expected to be as follows:

General. Any life insurance subsidiary would initially underwrite and market life insurance products only within the State of Montana. A Certificate of Authority to be obtained from the Commissioner (assuming we are successful in obtaining a Certificate of Authority) will permit the subsidiary to sell only within the State of Montana. Over time, we would expect that the insurance subsidiary would make applications with other state insurance regulatory authorities in order to obtain Certificates of Authority to market life insurance products in those states. We have no timetable for applying for any such additional Certificates of Authority.

Our business plan contemplates that the life insurance subsidiary will only conduct limited operations prior to completion of this Offering or if other financing is obtained. By delaying full-scale operations we would expect to remain focused on completing the entire Offering in seeking to fund all of our business objectives.

The agents recruited to sell the Shares being offered pursuant to this Prospectus will be recruited with the intent to cross train them into the insurance business. We expect to recruit individuals who have a long-range goal to be career life insurance agents. The recruiting, training and hiring of captive agents (agents who sell only the life insurance subsidiary's products) will be a continuous process for the life insurance subsidiary.

Types of Policies. It is anticipated that the life insurance subsidiary will market traditional life insurance products to individual residents of the State of Montana. Traditional forms of life insurance generally include the following:

- Ordinary Whole Life
- Term Life (Level, Decreasing and Mortgage)
- Limited-Pay Juvenile Whole Life
- Fixed-Rate, Single-Premium Deferred Annuities
- Fixed-Rate, Flexible-Premium Annuities

➢ Other Non-Interest-Sensitive Life Insurance Products

The life insurance subsidiary would, in all likelihood, offer limited pay whole life, term and decreasing term life and single and flexible premium annuities.

The potential profitability of any product, including the cost involved to market and administer it, will be a significant factor in the decision to offer that product.

Product Pricing. None of the insurance products that may be marketed by a life insurance subsidiary have been developed or filed with the Commissioner for approval. These products would be developed with a pricing structure designed to accomplish the following primary objectives:

1. Provide a competitively priced product to the insurance consumer;

2. Provide sufficient gross margins to allow the insurance subsidiary to achieve operating profits comparable to the life insurance industry as a whole; and

3. Provide sufficient first year and renewal commission structures necessary to attract and retain career-oriented insurance agents.

We intend to use the services of an independent qualified actuary to develop the products.

Underwriting Standards. Underwriting guidelines will have a direct impact on any life insurance subsidiary's operating results. If the underwriting standards that we may establish are not adequate, desired operating results will not be realized. Generally, when underwriting standards are less restrictive, more mortality claims will result and vice versa. Underwriting standards have a direct impact on the pricing structure of a product. The less restrictive the underwriting standards, the higher the product needs to be priced in order to allow for a higher incident of mortality. This higher incident of mortality is also reflected in greater policy reserves being established.

In the event we form or acquire a life insurance subsidiary, we would expect to establish underwriting guidelines consistent with any pricing structure of the products to be offered. The insurance subsidiary would retain a consulting actuary, along with its reinsurance underwriting department, to assist the insurance subsidiary in establishing its underwriting standards.

Marketing. Those agents cross-trained from selling the Shares being offered by this Prospectus would market the initial individual life products developed by the life insurance subsidiary. The recruiting, hiring, and training process would be continuous in the event the life insurance company commences operations. We expect that these "captive" agents will market only the life insurance subsidiary's products.

The insurance products are expected to be marketed using the same face-to-face marketing concept as used to sell the Shares offered pursuant to this Prospectus. The insurance agents would use our shareholder base and their referrals as potential clients for life insurance products. Through this approach, we believe the life insurance agents should have access to potential clients throughout all 56 Montana counties.

If, and when, the life insurance subsidiary enters the interest-sensitive and universal life markets, it is not expected that the subsidiary would use its captive agents to market such products. Generally, these are sophisticated products, which require a unique ability to market. Accordingly, if the life insurance company chooses to enter this market, it would develop an independent agent distribution system using independent marketing agencies that have the experience and ability to market these products. However, the life insurance subsidiary would not enter this market segment unless it believes it could do so profitably.

Administration. The daily administration of policies written or acquired are expected to be through a contract with a third party administrator. Such administration is expected until such time as it becomes practical and economical to have such work handled by an internal data processing system. Policy administration includes the issuance of policies, billing, preparation of commission and production statements, posting of premium payments and servicing of policyholders.

Investments. Any life insurance subsidiary we may acquire or form would adopt an investment policy in compliance with the insurance laws of the State of Montana. The Insurers Investment Act specifically controls the type and amount of investments, which can be made by a life insurance company domiciled in the State of Montana.

It is critical that an insurer invest its assets conservatively as investment income ultimately (as a new company grows, investment income will increase as a percent of total income due to investment of policy reserves) will be a significant component of total revenue. Accordingly, any life insurance subsidiary will need to develop a conservative investment policy in an effort to minimize its investment risk. In the event any insurance subsidiary becomes operational, an independent professional investment advisor who specializes in the insurance industry may be retained to assist the insurance subsidiary with its investments.

Reinsurance. Any life insurance subsidiary will need to reinsure with other companies portions of the life insurance risks it will underwrite. The primary purpose of reinsurance is to allow a company to reduce the amount of its risk on any particular policy. The effect of reinsurance is to transfer a portion of the risk to the reinsurers. However, the subsidiary will remain contingently liable for the risk in the event the reinsurer is not able to meet its obligations under the reinsurance agreement. Further, when life insurance risks are ceded to another insurer, the ceding company must pay a reinsurance premium to the reinsurance company as consideration for the risk being transferred. The payment of this reinsurance premium to the reinsurer represents a reduction of the premium income received by the life insurance subsidiary. This reduction in premium income has a direct impact on the profitability of the ceding company.

It is expected that any life insurance subsidiary we may acquire or form will negotiate reinsurance agreements with other companies as needed. Such agreements will be reviewed by any life insurance subsidiary's independent certified consulting actuary and approved by the Commissioner prior to their execution.

Reserves. Any life insurance subsidiary will be required to set up as liabilities actuarially computed reserves to meet the obligations on the policies it writes, in accordance with the insurance laws and the regulations of the Commissioner for statutory accounting and generally accepted accounting principles ("GAAP") for financial reporting to shareholders. These reserves are the amounts which, with additions from premiums to be received and with interest on such reserves, compounded annually at certain assumed rates, will be calculated to be sufficient according to accepted actuarial principles to meet the proposed life insurance subsidiary's policy obligations as they mature. The various actuarial factors are determined from mortality tables and interest rates in effect when the policies are issued.

Any life insurance subsidiary will be required to retain an independent certified consulting actuary to make the computations required to establish its reserves and to perform other duties required by law by certified actuaries in the conduct of a general life insurance business.

Regulation. There is no assurance that the Commissioner will issue us a "Certificate of Authority" to organize a new life insurance company. We may also acquire a life insurance company to facilitate our entry into the life insurance business. However, there is also no assurance that we will be able to acquire a life insurance company at an economically feasible price. The acquisition cost may be more or less than the initial capitalization of a newly chartered life insurance subsidiary.

Any life insurance subsidiary that we acquire or form will be subject to the regulation and supervision of the Commissioner. Such regulation is primarily for the benefit of policyholders rather than shareholders of the Company. The Commissioner possesses broad administrative powers. These powers include the authority to grant and revoke licenses to transact business, to approve the form of insurance contracts, to regulate capital requirements, to regulate the character of permitted investments, and to require deposits for the protection of investments. Montana insurance law requires the filing of a detailed annual report with the Commissioner. Any insurance subsidiary's business and financial accounts will be subject to examination by the Commissioner, as well as insurance departments of any other states in which it may do business.

In order to file for a certificate of authority for a life insurance subsidiary we must have capital and surplus in the life insurance subsidiary of $600,000. Also, $600,000 is the minimum capital and surplus that must be maintained to avoid regulatory action by the Commissioner. We expect that, due to Risk Based Capital regulations, the capital and surplus requirements will be several times greater than the minimum required under the Montana statute.

There can be no assurance that any anticipated insurance subsidiary would be able to satisfy the regulatory requirements of the Commissioner or a similar department in any other state in which it may wish to transact business.

We, as the holder of a controlling interest in a Montana insurance company, would also be subject to the provisions of the Montana Insurance Holding Company Act. The provisions of said Act generally provide for restrictions on a change in control of the insurance holding company, require the filing of certain reports with the Commissioner, and limit the amount of dividends which may be received by the holding company from the insurance company subsidiary.

The life insurance industry is fiercely competitive. The Commissioner reported that as of December 31, 2020, there was one domestic (Montana-chartered) life insurance company and an additional 390 companies incorporated in other jurisdictions, which are authorized to sell life insurance in Montana. Many of the life insurance companies authorized to do business in Montana are well-established companies with established reputations, offering a broader line of insurance policies, having larger selling organizations, and possessing greater financial resources than our planned insurance subsidiary will have when it commences operations. We do not anticipate that the planned life insurance company will be rated by industry analysts until five years after it is formed. This will have a negative impact on our ability to compete with rated insurance companies. There is also considerable competition among insurance companies in obtaining qualified sales agents.

Acquisition of other companies

We may acquire one or more insurance-related companies in the event less than a majority of Shares offered hereby are sold in this Offering. Also, we may seek to acquire a life insurance company. We may seek to acquire insurance-related companies such as: (i) third-party administrators; (ii) existing marketing agencies; (iii) actuarial services companies; (iv) reinsurance brokerage companies and (v) life and health insurance data processing services. See "Purpose of the Offering and Use of Proceeds" for additional information.

The primary reasons we may acquire an existing life insurance company or insurance-related company are: (i) the placement of administrative, accounting and data processing systems that would allow us to expand; (ii) provide additional revenue streams to us through additional marketing expansion or ancillary services and; (iii) provide additional profits through more effective cost management of an existing company as many companies within the insurance industry have excessive administrative cost levels relative to premium income.

The acquisition strategy, should this avenue be pursued, will be to identify one or more established insurance companies which have developed viable marketing networks for their products and which are or could be managed from our Montana home office. In selecting target insurance companies which constitute suitable acquisition candidates, we will consider factors such as, but not limited to, the target company's financial statements and operating history (including surplus adequacy and underwriting standards); the price and features of insurance products sold and the markets serviced; the competency and loyalty of its agents; certain income tax considerations; and the purchase price thereof.

Although no acquisition candidates have been identified and there are no existing arrangements to consider any specific candidates, we expect to consider any appropriate acquisition candidates.

Marketing Plan for the Offering

The marketing plan for the Offering has been designed to enhance our insurance marketing efforts once the Offering is completed or terminated.

The marketing plan is designed to obtain a significant number of shareholders with a wide geographical disbursement throughout the 56 Montana counties. Investors in this Offering will be allowed to purchase a minimum of 1,000 Shares ($5,000) and a maximum of 4,000 Shares ($20,000), unless we in our sole discretion permit a different amount. The total $12,500,000 Offering has been allocated to sell to all 56 Montana counties based on each county's population and an assumed average investment of $5,000. Thus, for example, we will expect that counties with large populations will be our primary focus of sales efforts, although we cannot assure that actual sales will occur proportionate to populations of the 56 Montana counties. We do not have a precise formula that we will use in allocating sales efforts but intend to conduct sales efforts in all 56 counties. We expect to seek a broad distribution of ownership throughout Montana of this Offering. We cannot assure such a wide distribution but this is our goal. If this assumed average investment is actually realized, there would be approximately 2,500 investors in the Offering.

We plan to use a face-to-face selling approach for this Offering and meet with potential shareholders in their homes or place of business. We expect to recruit and train a limited number of agents who will market this Offering only to residents of Montana. We expect to have a minimum of three agents and up to eight agents at any given time, depending on our sales efforts. We intend to retain sales agents such that we can allocate our resources as economically as practicable. For example, we would seek to have agents share transportation and business costs where feasible. This face-to-face approach is designed to create personal relationships with investors in this Offering. At the conclusion of this Offering, we expect that all agents recruited to sell this Offering will be cross-trained and licensed to sell insurance products and such agents' securities licenses will be canceled.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The statements contained in this discussion which are not historical facts are forward-looking statements that involve risks and uncertainties that actual results may differ materially from those set forth in the forward-looking statements. Any projections of financial performances or statements concerning expectations as to future developments should not be construed in any manner as a guarantee that such results or developments will, in fact, occur. There can be no assurance that any forward-looking statement will be realized or that actual results will not be significantly different from that set forth in such forward-looking statements. In addition to the risks and uncertainties of ordinary business operations, the forward-looking statements of the Company referred to above are also subject to risks and uncertainties.

The following discussion should be read in conjunction with the unaudited financial statements and notes included in this Prospectus.

Results of Operations

We have been in the development stage since inception on March 20, 2015. Accordingly, operations are limited and we have no meaningful revenues.

Total expenses incurred were $1,997,827_______ for the period from inception through December 31, 2020. The bulk of these expenses were related to completing two private offerings of our Common Stock and this Offering. Other expenses were primarily salary, payroll taxes, benefit expenses and consulting expenses.

From inception through December 31, 2020, the Company experienced a net loss of $1,944,416_______. Operating losses are expected to continue to occur through the completion of the Offering and for a substantial time thereafter. Management will not initiate an investment strategy to earn additional income to offset operational expenses until the completion of the Offering. We cannot reasonably estimate the extent of these operating losses; however, we do not expect the losses to impair our ability to complete the Offering.

Liquidity and sources of capital

Our only source of capital has been proceeds received from the sale of our Common Stock. The initial total gross proceeds of $4,525,625 from our Common Stock sales offerings including this Offering, have been primarily used to fund operating costs, such as salaries, rent, office expenses, and Offering expenses, as well as other direct costs of the Offering such as legal and accounting fees and printing costs. Other than normal operating costs, we do not have a significant need or commitment for additional capital expenditures.

DESCRIPTION OF SECURITIES

Description of Capital Stock

Our authorized capital stock consists of 70,000,000 Shares of which 50,000,000 Shares are Common Stock and 20,000,000 Shares are Preferred Stock. There are 4,065,125Shares of Common Stock and no Shares of preferred stock outstanding as of December 31, 2020.

Common Stock

Subject to all of the rights of the preferred stock as expressly provided in the Articles of Incorporation, the Common Stock has such rights and privileges as are afforded to capital stock by applicable Montana law in the absence of any express grant of rights or privileges in the Articles of Incorporation, including, but not limited to, the following rights and privileges:

(a) distributions may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Company legally available for the payment of distributions;

(b) the holders of Common Stock have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote; and

(c) upon the voluntary or involuntary liquidation, dissolution or winding up of the Company, our net assets will be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

Cumulative voting is not allowed in election of directors or for any other purpose.

Holders of Common Stock have no preemptive rights to purchase additional Common Stock which may be issued in the future. There are no subscription or conversion rights with respect to any Preferred or Common Stock.

Preferred Stock

The preferred stock may be issued from time to time by the board of directors as shares of one or more series. The description of shares of each series of preferred stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the board of directors in articles of amendment to state terms of series shares filed with the Montana Secretary of State as required by law from time to time prior to the issuance of any shares of such series.

Stock Options

We have not issued any options to purchase our Common Stock. However, we may in the future establish one or more option plans for our employees, salespersons, and consultants who are not executive officers or employee Board Members subject to shareholder approval.

Montana law and certain charter provisions

Our articles of incorporation limit, to the fullest extent permitted by Montana law, the liability of a director to the Company or our shareholders for monetary damages for a breach of such director's fiduciary duty as a director. Montana law presently permits such limitations of a director's liability except where a director breaches his or her duty of loyalty to the Company or our shareholders, fails to act in good faith or engages in intentional misconduct or a knowing violation of law, authorizes payment of an unlawful dividend or stock repurchase, or obtains an improper personal benefit. This provision is intended to afford directors additional protection, and limit their potential liability, from suits alleging a breach of the duty of care by a director. We believe this provision should assist us in maintaining and securing the services of directors who are not our employees.

Our bylaws provide that directors and officers shall be indemnified against liabilities arising from their services as directors and/or officers to the fullest extent permitted by law, which generally requires that the individual act in good faith and in a manner he or she reasonably believes to be in or not opposed to the Company's best interests. We have not obtained directors' and officers' liability insurance to limit our exposure under these provisions.

Transfer Agent

In order to keep administrative costs at reasonable levels, the Company will serve as its own transfer agent for its Common Stock. It intends to use Excel software to keep and track transfers.

Restrictions on Transfer

The Shares offered hereby have not been registered under the Securities Act in reliance on Rule 147 and/or Rule 147A promulgated there under, which exempts from registration securities offered and sold on a wholly intrastate basis. A condition of the exemption is that during the period in which the securities that are a part of an issue are being offered and sold by the issuer, and for a period of six months from the date of the last sale by the issuer of such securities, all resales of any part of the issue, by any person, shall be made only to persons resident within the state of offer. Accordingly, no securities purchased in this Offering may be resold or transferred pursuant to the exemption to persons resident in any state other than Montana until at least six months have elapsed since the completion or termination of the Offering which could be in 2019 or later.

To assure compliance with the exemption, we will take the following steps:

1. Obtain the written representation in the Subscription Agreement of each subscriber that such person is a bona fide resident of the State of Montana;

2. Obtain undertakings in the Subscription Agreement of each subscriber that such person will not transfer the securities until six months after the completion or termination of the offering and, upon the expiration of the six month waiting period, such subscriber will not transfer the securities to persons outside the State of Montana;

3. Place the following legend on each certificate evidencing the Shares:

   TRANSFER OF THE SECURITIES EVIDENCED BY THIS CERTIFICATE ARE SUBJECT TO RESTRICTION. PRIOR TO THE DATE SIX MONTHS FROM THE DATE OF THE LAST SALE OF SECURITIES OF THE ISSUE OF WHICH THIS SECURITY WAS A PART, NO TRANSFERS, SALES, OR ASSIGNMENTS OF THE SECURITIES OR ANY INTEREST THEREIN SHALL OCCUR.

4. Make notation in our transfer records prohibiting any transfers of the Shares during the period specified in Paragraph 2 above, with respect to any attempted transfer.

5. We will not issue any certificates until six months after this Offering is completed in its entirety or otherwise terminated.

OFFICERS AND DIRECTORS

Our officers and directors are as follows:

Name and Address	Age	Position
Michael N. Fink 2581 Walnut Grove Lexington, KY 40509	65	Chairman of the Board and President
Donald R. Peoples 3440 St. Ann Street Butte, MT 59701	81	Director
Joseph L. Goggins 4935 Powmer Road	54	Director

Billings, MT 59105		
James L. Sitz 9100 Highway 91 N Dillon, MT 59725	52	Director
Flint A. Rasmussen P.O. Box 724 Choteau, MT 59422	53	Director
Craig Tilleman 7320 2nd Street West Havre, MT 59501	51	Director, Secretary, Treasurer

The executive officers serve at the direction of the Board of Directors and are elected at the annual meeting of the Board. Directors will be elected annually by the shareholders. The following is a brief description of the business background of the executive officers and directors.

MICHAEL N. FINK: Mr. Fink serves as the Company's Chairman of the Board. Mr. Fink has been in the financial services and insurance industry since 1981. He currently serves as Marketing Consultant to K-TENN Capital Inc., a Kentucky holding company seeking to form a Kentucky/Tennessee life insurance company. Since 2012, Mr. Fink has served on the Board of Directors of Vetix Inc. in Lexington, Kentucky. Currently, he is also in the farming and livestock industry in Lexington, Kentucky and serves as the President of Bay Y Cattle. From 2003-2012, Mr. Fink served as Marketing Consultant to Citizen's Inc., Austin, Texas, and he served as Chairman of the Board for Integrity Capital Inc. in Indiana from 2000-2009. From 1993 to 2003, he served as President and Chairman of First Alliance Corp. in Kentucky and was Chairman of First American Capital Corporation ("First American"), an insurance holding company in Topeka, Kansas from 1996-2002. Earlier in his career, Mr. Fink held positions as Agent, District Director, Regional Director, State Director, Assistant to the President and Marketing Director for companies in Nebraska, Texas and Ohio before organizing the company in Kentucky. Mr. Fink also served on the board of directors of New Mexico Capital Corporation, a New Mexico corporation from 2011 to 2015 and Pacific Northwest Capital Corp., an Idaho corporation from 2011 to 2015. He resigned from these board positions to focus his attention on the Company.

DONALD R. PEOPLES, SR.: Mr. Peoples is currently Executive Chairman of the Board for MSE, Inc. and MERDI in Butte, Montana, working with the presidents of both companies in an advisory capacity. He was previously the President and CEO of both companies and was responsible for the establishment of short and long term MSE, Inc. corporate and subsidiary goals, planning, administrative policy, directing corporate and subsidiary business activities and developing new business opportunities. MERDI, the non-profit parent corporation of MSE, Inc., is involved in community and economic development, as well as other activities. He is actively involved in community and state development initiatives and serves on many boards and committees. He has held board positions with the Deaconess Research Institute, Carroll College Board of Trustees, St. James Healthcare, the Montana Tech Foundation, and numerous other civic and educational institutions. In 1990, he was appointed by the Governor as a member of the Montana Commission on Higher Education for the 90's and Beyond and was an original board member of the Governor's Science and Technology Alliance. Mr. Peoples has held various positions in local government culminating in his election as Chief Executive of Butte-Silver Bow in 1979, a position he held for 10 years. Mr. Peoples is credited with leading the economic development team that created a revival of Butte's economy after the loss of the community's major industry in 1982. U.S. News and World Report named him on the nation's top 20 mayors in 1987, based largely on his ability to lead the community toward an economic resurgence. After ten years, and an All-American City designation for Butte, Mr. Peoples left the local government to become the CEO of MSE, Inc. He is a member of the President's Advisory Council, University of Montana, and a member of the Board of Directors of Southwest Montana Development Corporation, Butte Central Foundation, Butte Silver-Bow Chamber of Commerce, Community, Counseling and Correctional Services, Inc., and the Montana Economic Development Action Group.

JOSEPH L. GOGGINS: Mr. Goggins has been involved in livestock agriculture his entire life. He is a 1989 graduate of Montana State University with a Bachelor's Degree in Animal Science. Through the years, he has become a renowned purebred livestock auctioneer, selling at many of the top purebred sales in America as well as auctioning the first Angus production sale in Russia. He is heavily involved in the family's livestock auction markets including Public Auction Yards, Billings Livestock Commission Co., Northern Livestock Video Auction, all of Billings, and Western Livestock Auction, Great Falls, Montana, as well as many divisions of the Vermilion Ranch Corporation. He currently owns and operates J & L Livestock, which merchandises from 3,000 to 5,000 top bred commercial Angus females annually. Mr. Goggins is a member of and has held leadership positions in numerous organizations including the Livestock Marketing Association, Montana Livestock Auction Markets Association, Montana Angus Association, and the Montana Stockgrowers Association.

JAMES (JIM) L. SITZ: Mr. Sitz currently owns and manages the Sitz Angus Ranch along with his brother in the Harrison, Montana area. Registered Angus were first brought to the ranch in 1928 by his grandparents, and the herd has since grown to become one of the top sources of Angus genetics in the country. The Sitz program markets more than 900 bulls each year to seedstock and commercial cattlemen throughout the United States. They also market both registered and commercial Angus females. Mr. Sitz is a graduate of Brigham Young University-Rexburg in Idaho, with a degree in business and agricultural management. He has served as president and two terms as a director of the Montana Angus Association, as well as serving on the Montana Beef Council for the Montana Stockgrowers Association. Mr. Sitz has also served on the boards of CAB, AGI, and API. He was appointed to represent the American Angus Association on the National Cattlemen's Beef Association (NCBA) International Markets Committee.

FLINT A. RASMUSSEN: Mr. Rasmussen grew up in Choteau, Montana, and was a 1986 graduate of Choteau High School. Mr. Rasmussen graduated from Western Montana College in 1990, with a B.S. in Secondary Education. He taught math and history for two years at Havre High School and also coached football and track. He grew up in a rodeo family and performed as a rodeo clown as a summer job until giving up teaching in 1993 to pursue the profession full-time. He joined the Professional Rodeo Cowboys Association in 1994 and was voted the PRCA Clown of the Year from 1998-2005. He was a Wrangler National Finals Rodeo Barrelman from 1998-2005. Mr. Rasmussen received the Coors Man in the Can award each year from 1998-2000 and from 2002-2005. He signed a contract with the Professional Bull Riders to be their exclusive arena entertainer in 2006 and performs weekly on their Built Ford Tough Series around the country. Mr. Rasmussen hosts a stage talk show, "Outside the Barrel with Flint Rasmussen," in Las Vegas during the PBR World Finals and during the Wrangler National Finals Rodeo. He is also the host of the weekly radio show, "Outside the Barrel," on Rural Radio on Sirius XM.

CRAIG TILLEMAN: Mr. Tilleman is currently the Sales Manager and Dealer Principal for Tilleman Motor Company. He graduated in 1992 from Georgia Tech with a Bachelor of Science degree in Chemical Engineering. Mr. Tilleman worked as a Process Engineer upon graduation and spent six months in Belgium designing a new $65 million hydrogen peroxide plant, which his company then built in Houston, TX. In 1998, Mr. Tilleman moved back to Havre, MT, where he resides now, and he has been Dealer Principal for the family dealership for the last 12 years. Mr. Tilleman has been a member of the Chamber of Commerce in Havre, and was an original founder and presenter for Leadership High School and has assisted with that for 10 years. He is currently the Vice President of the local Lions Club and is the President of the Montana State University Northern Lights Athletic Scholarship Foundation. Mr. Tilleman is an active member of the Montana Auto Dealers Association and has been through all the chairs for that organization. In 2009, he became a lifetime member of the MTADA Health Trust Board and later served as its president.

The person below is an anticipated successor as a board member when his father retires from the Board.

DONALD PEOPLES, JR: Mr. Peoples is currently the Head Football Coach at Butte Central Catholic High School, and he is the Executive Director of the Butte Central Education Foundation. In 2014, he was named the President of Butte Central Catholic Schools. Mr. Peoples is a 1986 graduate of Carroll College in Helena, MT, where he received a BA in Business Administration. In 1987, he completed endorsement in Secondary Education at Montana State University. In 1997, he received a Montana Real Estate Salesperson License. Mr. Peoples is a member of the Montana Basketball Officials Association and a member of the Granite Mountain Bank Advisory Board.

Executive and Board Compensation.

Michael N. Fink, Chairman of the Board, is paid a salary by the Company of $85,000 per year. Todd Boeve, former Secretary and Treasurer, was paid a salary by the Company of

$25,000 per year. All of the officers are expected to devote approximately 50% of their business time to the Company. This lack of full time management could impair the Company's ability to commence substantive operations. In the future, all executive officers may receive such performance-based bonus payments as the Board of Directors may approve.

All of the non-officer Directors of the Board will receive annual director's fees of $1,200 as well as reimbursed for their reasonable expenses in attending meetings of the Board of Directors. In addition, all non-officer Directors will be paid $500 for each Board meeting attended in person and $250 per Board meeting attended via telephone conference.

Officers and directors are reimbursed for reasonable expenses in carrying out their duties.

Executive and Board Compensation.

Set forth below is compensation paid to the Company's executive officers from inception (March 20, 2015) through December 31, 2020. No Board fees were paid by the Company in 2016:

- Mike Fink – Salary - $462,536.51__________
- Todd Boeve – Salary - $111,838.56 (resigned September 30, 2019)

The Company has no benefit plans at this time. Officers and directors are reimbursed for reasonable expenses they incur on behalf of the Company.

The Board fees paid by the Company from inception through December 31, 2020, were as follows:

- Flint Rasmussen - $7,500____
- Jim Sitz - $6,500______
- James Edwards - $7,500 (resigned December 20, 2019)
- Joe Goggins - $6,000______
- Mike Tilleman - $6,000______
- Don Peoples, Sr. - $7,500_______
- Craig Tilleman $2,000_____ (appointed September 30, 2019)
- Total board fees paid since inception: $43,000_______

SECURITY OWNERSHIP OF MANAGEMENT AND PRINCIPAL SHAREHOLDERS

The following table sets forth information regarding the ownership of the outstanding Shares of our Common Stock as of December 31, 2020 by its officers, and directors, and holders of more than 5% of our Common Stock. All of these shareholders purchased their Shares at $.10 per share unless otherwise noted.

Name and Address	Number of shares owned	Percent of Outstanding
Michael N. Fink 2581 Walnut Grove Lane Lexington, KY 40509	510,000	12.5%
Flint A. Rasmussen P.O. Box 724 Choteau, MT 59422	70,000	1.7%
James L. Sitz 9100 Highway 91 North Dillon, MT 59725	70,000	1.7%
Don Peoples, Sr. 3440 St. Ann Street Butte, MT 59701	70,000	1.7%
Joseph L. Goggins 4935 Powmer Road Billings, MT 59105	105,000[(1)]	2.6%
Craig Tilleman 7320 2nd Street, NW Havre, MT 59501	40,000	0.9%
All Officers and Directors as a Group (6 Persons)	**865,000**	**21.3%**

[(1)] Purchased 5,000 shares for $1.00 per share. Also includes 100,000 shares owned by Vermilion Ranch of which Mr. Goggins has dispositive and voting control.

ADDITIONAL INFORMATION

The Shares offered hereby will be issued without the filing of a formal registration statement under federal securities laws in reliance on a certain statutory exemptions from the registration requirements of those laws. It is important that each prospective investor meet personally with such of the Company's officers as the investor deems necessary to obtain answers to any questions still remaining prior to investing. All information concerning the Company will be made available to the investors and their legal and investment advisors to the extent it is reasonably feasible to do so.

LITIGATION MATTERS

We know of no pending, threatened or contemplated litigation against us.

SHARES ELIGIBLE FOR FUTURE SALES

All of the Shares outstanding before this Offering are “restricted securities” and, unless registered under the Securities Act, may be sold in the public market only in compliance with Rule 144 under the Securities Act. Rule 144 prohibits the subsequent resale of the Shares for a period of one year after the close of their purchase in the Offering, and requires that at the time of a subsequent resale of the Shares there be available adequate current public information, as specified in Rule 144, with respect to the Company. Rule 144 further requires that any resales following the end of the one-year period be limited both as to frequency and amount. What is more important, resales following the one-year period are required to be made only in "brokerage transactions." In order to qualify as a brokerage transaction, the sale must be accomplished through a broker-dealer at the then currently prevailing market price pursuant only to an unsolicited bid or offer to purchase. Thus the requirement of a brokerage transaction implies the existence of a formal trading market for the Shares with published bid and ask prices appearing in one or more of the recognized means of public trading such as the NASDAQ Stock Market or the pink sheets. There will be no such market following the sale of the Shares in this Offering and there can be no assurance that there will ever be a formal trading market for the Shares. You should carefully review “Risk Factors” relating to lack of a public market.

In addition to the restrictions imposed by the securities laws, an investment in the Shares will be illiquid due to the lack of a public trading market. As discussed above, no market currently exists for our Common Stock and no market is expected to develop as a result of this Offering. Even if this Offering is completed, an established public trading market may not develop. Development of an established trading market, if any, will be delayed as a result of this Offering being an intrastate offering as contrasted with an interstate offering. Securities acquired in this Offering cannot be traded across state lines for a period of six months following the end of the Offering.

PLAN OF DISTRIBUTION

We are offering up to 2,500,000 Shares on a “best efforts” basis only through a network of agents recruited, trained, and registered as issuer agents with the Commissioner.

Commissions to be paid to agents on each sale will range from 7% - 10% of the dollar amount of the Shares sold. All agents must employ the suitability standards for subscribers defined by the Commissioner as set forth in the Subscription Agreement.

Neither we nor any of our agents have registered with the Securities and Exchange Commission as a “broker” or a “dealer” in reliance on a statutory exemption for a broker or dealer whose business is exclusively intrastate and who does not make use of any facility of a national securities exchange. Should a determination be made that any of the individual agents recruited to sell the Shares were acting in violation of statutory exemption, we could be subject to the contracts being voided under the provisions of Section 29(b) of the

Securities Exchange Act of 1934 for any transactions made in violation of that Act. See, “Risk Factors”. We and our agents in this Offering must comply with federal ‘broker” and “dealer” laws, and a failure to comply with these laws could materially and adversely affect our financial condition.

The proposed area for the sale of this Offering will be in the agricultural, business and professional communities selected on a representative basis from each of the 56 counties in the State of Montana. See our discussion of our sales objectives in the section above, “The Business Plan – Marketing Plan for the Offering” on page 21.

The purchase price for Shares shall be payable in cash at the time of subscription. (See Exhibit A for the Subscription Agreement.) Sale and transferability restrictions of the Shares are discussed herein.

Subscriptions are made by executing a Subscription Agreement and by payment of the purchase price by a check made payable to **“Big Sky Capital Holdings Corporation.”** Each subscriber will be required to represent to the Company that he/she is a resident of Montana.

The Offering will continue until all of the 2,500,000 Shares being offered are sold or until one year from the date of this Prospectus, whichever occurs first. We may, in our sole discretion, extend the Offering for one additional year, if extension of the Offering is permitted by the Commissioner and we may terminate the Offering at any time.

DETERMINATION OF OFFERING PRICE

Our management has determined the price of the Shares being offered by this Prospectus arbitrarily, and the price bears no relationship to our assets, our prospects, or any other measure of value. There is no public market for the Shares and, therefore, the Shares have no readily ascertainable market value.

The Shares are offered only as a long-term investment for those who can afford the risk of loss of their entire investment and who can foresee no need to liquidate their investment in the near future. See “Description of Securities – Restrictions on Transfer” for additional information.

CAPITALIZATION

The following table sets forth the capitalization of the Company as of December 31, 2020 and the as adjusted pro forma capitalization as of such date to give effect to the issuance of the maximum number of Shares offered hereby net of commissions, offering expenses and deferred offering costs. This table should be read together with the balance sheet of the Company as of December 31, 2020, included under "Unaudited Financial Statements."

	December 31, 2020	Pro Forma (Maximum) 2,500,000 Shares
Shareholders' Equity: Common Stock, 50,000,000 Shares Authorized, 4,065,125 Shares Outstanding (6,000,000 shares fully subscribed)	$ 3,510,085	$ 12,217,023____
Less Deficit Accumulated during the development stage	(1,706,977)	(1,706,977_____)
Total Stockholders' Equity	$ 1,803,109	$ 10,510,046____

LEGAL MATTERS

The legality of the Shares issued in connection with this Offering will be passed upon for the Company by Jones & Keller, P.C., Denver, Colorado.

ANNUAL REPORTS TO SHAREHOLDERS

We do not file reports with the Securities and Exchange Commission. We expect to supply annual reports of our financial condition to all holders of our securities and such reports will contain financial statements that will be examined and reported upon by an independent certified public accountant.

UNAUDITED FINANCIAL STATEMENTS

<u>Exhibit A – Subscription Agreement</u>

SUBSCRIPTION AGREEMENT –
BIG SKY CAPITAL HOLDINGS CORPORATION

The undersigned acknowledges receipt of a copy of the Prospectus (the "Prospectus") dated February 25, 2021 relating to the offering of securities of Big Sky Capital Holdings Corporation, a Montana corporation (the "Company"). The shares are being offered by the Company at $5.00 per share and in the manner described in the Prospectus.

1. **Subscription.** Subject to the terms and conditions of this Agreement and the Prospectus, the undersigned hereby irrevocably subscribes for and agrees to purchase ____________ shares of common stock of the Company and tenders here with a check in the amount of $___________ payable to "Big Sky Capital Holdings Corporation." This amount represents a total payment of the subscription price payable to the Company.

2. **Acceptance of Subscription.** The undersigned understands and agrees that this subscription is subject to the following terms and conditions:

   (a) The Company has the right to reject this subscription in whole or in part.
   (b) No shares of stock purchased hereunder may be sold or otherwise transferred until at least six (6) months after completion of the Offering except to a resident of Montana, and certificates evidencing ownership of the shares subscribed will bear a legend containing this restriction.
   (c) The foregoing subscription is made for investment and not for resale or other distribution.
   (d) The foregoing subscription is made subject to all of the terms set out in the Prospectus.

3. **Place of Residence.** The undersigned hereby certifies that as of the date hereof, he or she is a bona fide resident of the State of Montana and agrees to notify the Company promptly of any change of address. The undersigned will provide further evidence of residence upon the request of the Company. The undersigned has met with agents of the Company either in his or her residence or place of business in Montana.

4. **Minimum/Maximum Investments.** An investor must purchase a minimum of 1,000 shares ($5,000 investment). A maximum investment of 4,000 shares ($20,000 investment) per investor has been established by our Board of Directors. This maximum may be waived by management in its sole discretion.

5. **Suitability.** The undersigned (i) has adequate means of providing for the undersigned's current needs and possible financial contingencies, (ii) has no need for liquidity in this investment, (iii) believes that the nature and amount of this

investment is suitable for the undersigned and consistent with the undersigned's overall investment goals and financial position, (iv) is under no present or contemplated future need to dispose of the shares, (v) is able to bear the economic risks of an investment in the shares, and (vi) can afford a complete loss of an investment in the shares.

6. **Investment Intent.** The undersigned is acquiring the shares for the undersigned's own account for investment and not with a view to resale or distribution and undersigned has no contract, undertaking, agreement, or arrangement to sell or otherwise transfer or dispose of any of the shares to any other person or entity.

Signature Page Follows.

Signature of Subscriber

Name Printed/Typed Date

Subscriber's Social Security/Taxpayer ID #

Subscriber's Montana Driver's License #

Street Address

City State Zip

County

Home Phone No. Work Phone No.

Title and Occupation

Email address

□ I give my permission for my name to be included as a shareholder in presentation materials used by the Company.

Name(s) in which certificate to be issued:
□ Subscriber's □ Address same as Subscriber

Name DOB

Name DOB

Street Address

City State Zip

County

Certificate Holder's Social Security/Taxpayer ID #

Issue Certificate as Follows:

□ Individual
□ Joint Tenants with Right of Survivorship
□ Tenants in Common
□ Uniform Gift to Minors
□ Other:
____

Signature of Subscriber

Big Sky Capital Holdings Corporation

Subscription Dated __________________ at (City) ____________________, Montana.

By: ___________________________ ______________
Authorized Representative *Rep No.*

Accepted: Big Sky Capital Holdings Corporation

By: _______________________________ __________
Name and Title *Date*