

NOTICE TO INVESTORS

Under Regulation D: (1) The securities may be sold only to accredited investors, which for natural persons, are investors who meet certain minimum annual income or net worth thresholds; (2) The securities are being offered in reliance on an exemption from the registration requirements of the Securities Act and are not required to comply with specific disclosure requirements that apply to registration under the Securities Act; (3) The Commission has not passed upon the merits of or given its approval to the securities, the terms of the offering, or the accuracy or completeness of any offering materials; (4) The securities are subject to legal restrictions on transfer and resale and investors should not assume they will be able to resell their securities; and (5) Investing in securities involves risk, and investors should be able to bear the loss of their investment.

**CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM
FOR ACCREDITED INVESTORS
PREFERRED STOCK OFFERING**

MOGUL STRATEGIES, INC.,
a Delaware Corporation
Email: mogulequities@gmail.com
Telephone: 609-235-6166

221 Units at \$25,000 per Unit
1 Unit – 500,000 Preferred Shares
1 Preferred Share: \$0.05 per Share
Offering Amount – \$5,525,000
Minimum Subscription Units per Investor: 4 Units
Minimum Subscription Amount per Investor: \$100,000

April 2024

The information contained herein is confidential and private. It is for the exclusive use of persons selected by Mogul Strategies, Inc. Unless the context requires otherwise, in this Memorandum the terms “Mogul Strategies, Inc.,” the “Company,” “we,” “us,” and “our” refer to Mogul Strategies, Inc. and all dollar (\$) amounts set forth herein refer to United States dollars.

This Confidential Private Placement Memorandum (this “Memorandum”) has been prepared by the Company for use by accredited investors (each, an “Investor” and/or “Buyer”) to whom the Company is offering in this Preferred Stock (the “Shares”) Offering (the “Offering”) the opportunity to purchase Shares represented by Units (the “Units”) from the Company at a price of \$25,000. One (1) Unit shall represent 500,000 Shares. The minimum purchase per investor is 4 Units, which shall represent 2,000,000 Shares for a minimum subscription amount of \$100,000. The maximum offering is 110,500,000 Shares (the “Maximum Offering”). The Company reserves the right to accept subscriptions for any amounts it deems appropriate in its sole discretion. There is no minimum number of Shares or Units that must be sold for the Offering to close and for subscription funds to be released to the Company.

The Offering is being made by the officers of the Company, only to persons who are “accredited investors” as defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”). No commissions will be paid on any sales made by the Company’s officers.

The Company may elect to engage one or more FINRA member firms (the “Placement Agents”), as placement agents for this Offering, in which event the Placement Agents will also conduct the Offering on a “best efforts” basis, and the Company would expect in such case to pay estimated total commissions based on a percentage of the purchase price of Shares acquired by Investors.

The Company will attempt to sell the Shares during an offering period commencing on the date of this Memorandum and expiring on the earlier to occur of (1) the date on which the Maximum Offering amount has been subscribed for and accepted by the Company and (ii) April 30, 2025 unless extended by the Company, in its sole discretion, (such period being hereinafter referred to as the “Offering Period”).

This Memorandum has been prepared in connection with a private offering to accredited investors of the Shares. Each investor will be required to execute a Unit Subscription Agreement and a Preferred Stock Subscription Agreement (together, as “**Subscription Agreement**”) to effect its investment in the Shares. This Memorandum contains a summary of the Shares and certain other documents referred to herein. However, the summaries in this Memorandum do not purport to be complete and are subject to and qualified in their entirety by reference to the actual text of the relevant document, copies of which are attached here or will be provided to each prospective Investor upon request. Each prospective Investor should review this Memorandum and such other

documents for complete information concerning the rights, privileges and obligations of investors in the Shares. If any of the terms, conditions or other provisions of the other documents are inconsistent with or contrary to the descriptions or terms in this Memorandum, such other documents shall control. The Company reserves the right to modify the terms of the Offering and the Shares described in this Memorandum, and any subscription is subject to the Company's ability to reject any commitment in whole or in part.

The Shares have not been and will not be registered under the Securities Act, or any United States state securities laws or the laws of any foreign jurisdiction. This Offering in the United States is strictly limited to accredited investors. The Company is claiming exemption from registration under Section 506(c) of Regulation D of the Securities Act.

The Company will not be registered as an investment company under the United States Investment Company Act of 1940, as amended (the "Investment Company Act"). Consequently, Investors will not be afforded the protections of the Investment Company Act.

The Shares as described in this Memorandum are subject to restrictions on transferability and resale and may not be transferred or resold except as described herein. Investors should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time. An investment in the Shares involves a high degree of risk, volatility, and illiquidity. A prospective Investor should thoroughly review the confidential information contained herein and the terms of the Shares, and carefully consider whether an investment in the Shares is suitable to the Investor's financial situation and goals. No person has been authorized to make any statement concerning the Company or the sale of the Shares discussed herein other than as set forth in this Memorandum, and any such statements, if made, must not be relied upon.

Investors should make their own investigations and evaluations of the Shares, including the merits and risks involved in an investment therein. Prior to any investment, the Company will give Investors the opportunity to ask questions of and receive answers and additional information from it concerning the terms and conditions of this Offering and other relevant matters to the extent the Company possesses the same or can acquire it without unreasonable effort or expense. Investors should inform themselves as to the legal requirements applicable to them in respect of the acquisition, holding and disposition of the Shares, and as to the income and other tax consequences to them of such acquisition, holding and disposition.

This Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, an interest in any jurisdiction in which it is unlawful to make such an offer or solicitation. Neither the United States Securities and Exchange Commission nor any other federal, state, or foreign regulatory authority has approved an investment in the Shares. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Memorandum, nor is it intended

that the foregoing authorities will do so. Any representation to the contrary is a criminal offense.

Investments in the Shares are denominated in United States dollars (\$) and Investors may tender United States dollars in exchange for the Shares. Such currencies are subject to any fluctuation in the rate of exchange and, in the case of digital assets, the exchange valuations. Such fluctuations may have an adverse effect on the value, price, or income of an Investor's investment. Each recipient hereof acknowledges and agrees that (i) the contents of this Memorandum constitute proprietary and confidential information, (ii) the Company and its affiliates derive independent economic value from such confidential information not being generally known, and (iii) such confidential information is the subject of reasonable efforts to maintain its secrecy. The recipient further agrees that the contents of this Memorandum are a trade secret, the disclosure of which is likely to cause substantial and irreparable competitive harm to the Company. Any reproduction or distribution of this Memorandum, in whole or in part, or the disclosure of its contents, without the prior written consent of the Company, is prohibited. Each person who has received this Memorandum is deemed to agree to return this Memorandum to the Company upon request. The existence and nature of all conversations regarding the Company and this offering must be kept confidential. This Memorandum may not be reproduced or circulated to any persons other than those selected by the Company and its sales agents, with the exception that such recipients may show it to their professional advisors.

AN INVESTMENT IN A SHARES INVOLVES A HIGH DEGREE OF RISK. IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF US AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. YOU SHOULD ONLY INVEST IN OUR SHARES IF YOU CAN AFFORD A COMPLETE LOSS OF YOUR INVESTMENT. YOU SHOULD READ THE COMPLETE DISCUSSION OF THE RISK FACTORS OF THIS MEMORANDUM.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. SEE "CERTAIN NOTICES UNDER STATE SECURITIES LAWS."

THE SECURITIES OFFERED HEREBY ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK. NO INVESTMENT IN THE SECURITIES SHOULD BE MADE BY ANY INVESTOR NOT FINANCIALLY ABLE TO LOSE THE ENTIRE AMOUNT OF ITS INVESTMENT.

RISK DISCLOSURE STATEMENT

THE ATTORNEYS THAT PREPARED THESE OFFERING DOCUMENTS (“ATTORNEYS”) HEREBY DISCLAIM ANY OPINION OR ASSURANCE OF ANY NATURE WHATSOEVER REGARDING THE ACCURACY, COMPLETENESS, REASONABLENESS, TIMELINESS OR VERACITY OF ANY OF THE ASSERTIONS, REPRESENTATIONS OR OTHER INFORMATION CONTAINED HEREIN, WHETHER QUALITATIVE OR QUANTITATIVE, OR REGARDING THE INVESTMENT-WORTHINESS OF THE SECURITIES DISCUSSED HEREIN (“SECURITIES”). ANY ASSERTION OR REPRESENTATION MADE HEREIN, AND ALL OTHER INFORMATION DISCLOSED HEREIN, WHETHER QUALITATIVE OR QUANTITATIVE, HAS BEEN MADE OR PROVIDED BY THE COMPANY. IN CONNECTION WITH THE PREPARATION OF THESE CONFIDENTIAL OFFERING DOCUMENTS, THE ATTORNEYS HAVE NOT BEEN ENGAGED TO ATTEST HERETO, OR TO OPINE IN RESPECT HEREOF. ACCORDINGLY, THE ATTORNEYS HAVE NOT PERFORMED ANY ANALYTICAL, CONFIRMATION, VALIDATION, VERIFICATION OR OTHER PROCEDURES IN RESPECT OF THE ASSERTIONS AND REPRESENTATIONS CONTAINED HEREIN, NOR IN RESPECT OF ANY OF THE OTHER INFORMATION DISCLOSED HEREIN, INCLUDING ANY SIMILAR TO THOSE PROCEDURES UNDERTAKEN BY AN INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT IN CONNECTION WITH AN AUDIT OF THE FINANCIAL STATEMENTS OF AN ISSUER OF SECURITIES FOR PURPOSES OF RENDERING AN OPINION THEREON. CONSEQUENTLY, POTENTIAL INVESTORS, IN DECIDING WHETHER OR NOT TO INVEST IN THE SECURITIES, ARE CAUTIONED NOT TO ASCRIBE ANY SPECIAL RELIANCE WHATSOEVER ON THESE OFFERING DOCUMENTS BY REASON THAT ATTORNEYS HAVE PREPARED THESE OFFERING DOCUMENTS.

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CERTAIN NOTICES REGARDING THESE OFFERING DOCUMENTS AND UNDER STATE SECURITIES LAWS

FOR RESIDENTS OF ALL STATES: THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR THE SECURITIES LAWS OF ANY STATE, AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT SET FORTH IN SECTION 4(A)(2) THEREOF AND RULE 506(C) OF REGULATION D PROMULGATED THEREUNDER TO ACCREDITED INVESTORS. RULE 506 OF REGULATION D SETS FORTH CERTAIN RESTRICTIONS AS TO THE NUMBER AND NATURE OF PURCHASERS OF SECURITIES OFFERED PURSUANT THERETO. WE HAVE ELECTED TO SELL SECURITIES IN THE UNITED STATES ONLY TO ACCREDITED INVESTORS AS SUCH TERM IS DEFINED IN RULE 501(A) OF REGULATION D. EACH PROSPECTIVE INVESTOR WILL BE REQUIRED TO MAKE REPRESENTATIONS AS TO THE BASIS UPON WHICH IT QUALIFIES AS AN ACCREDITED INVESTOR. PURSUANT TO RULE 506(C), INDEPENDENT VERIFICATION WILL BE REQUIRED.

THE SECURITIES OFFERED HEREBY WILL BE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND UNDER APPLICABLE STATE SECURITIES LAWS OR PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. ONLY PERSONS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT IN THE SECURITIES SHOULD PURCHASE THE SECURITIES.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION (“SEC”), NOR HAS THE SEC OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE INFORMATION PRESENTED HEREIN WAS PRESENTED AND SUPPLIED SOLELY BY MOGUL STRATEGIES, INC. AND IS BEING FURNISHED SOLELY FOR USE BY PROSPECTIVE INVESTORS IN CONNECTION WITH THE OFFERING. MOGUL STRATEGIES, INC. MAKES NO REPRESENTATIONS AS TO THE FUTURE PERFORMANCE OF MOGUL STRATEGIES, INC. THESE OFFERING DOCUMENTS WERE PREPARED BY MOGUL STRATEGIES, INC.

THIS OFFERING IS SUBJECT TO WITHDRAWAL, CANCELLATION OR MODIFICATION BY MOGUL STRATEGIES, INC. AT ANY TIME AND WITHOUT NOTICE. WE RESERVE THE RIGHT IN OUR SOLE DISCRETION TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART NOTWITHSTANDING TENDER OF PAYMENT OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE NUMBER OF SECURITIES SUBSCRIBED FOR BY SUCH INVESTOR.

THESE OFFERING DOCUMENTS DO NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF ANY OFFER TO BUY ANY SECURITY OTHER THAN THE SECURITIES OFFERED HEREBY, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF ANY OFFER TO BUY SUCH SECURITIES BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO. NEITHER THE DELIVERY OF THESE OFFERING DOCUMENTS NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN OUR AFFAIRS SINCE THE DATE HEREOF. THESE OFFERING DOCUMENTS CONTAIN SUMMARIES OF CERTAIN PERTINENT DOCUMENTS, APPLICABLE LAWS AND REGULATIONS. SUCH SUMMARIES ARE NOT COMPLETE AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE COMPLETE TEXTS THEREOF.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THESE OFFERING DOCUMENTS AS LEGAL OR TAX ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS OR HER OWN COUNSEL, ACCOUNTANT AND OTHER ADVISORS AS TO LEGAL, TAX AND RELATED MATTERS PRIOR TO PURCHASING ANY SECURITIES.

MOGUL STRATEGIES, INC. DOES NOT MAKE ANY EXPRESS OR IMPLIED REPRESENTATION OR WARRANTY AS TO THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED IN THESE OFFERING DOCUMENTS OR IN ANY ADDITIONAL EVALUATION MATERIAL, WHETHER WRITTEN OR ORAL, MADE AVAILABLE IN CONNECTION WITH ANY FURTHER INVESTIGATION OF MOGUL STRATEGIES, INC. MOGUL STRATEGIES, INC. EXPRESSLY DISCLAIMS ANY AND ALL LIABILITY THAT MAY BE BASED UPON SUCH INFORMATION, ERRORS THEREIN OR OMISSIONS THEREFROM. ONLY THOSE PARTICULAR REPRESENTATIONS AND WARRANTIES, IF ANY, WHICH MAY BE MADE TO A PARTY IN A DEFINITIVE WRITTEN AGREEMENT REGARDING A TRANSACTION INVOLVING MOGUL STRATEGIES, INC., WHEN, AS AND IF EXECUTED, AND SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS AS MAY BE SPECIFIED THEREIN, WILL HAVE ANY LEGAL EFFECT. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED TO THE

CONTRARY IN WRITING, THESE OFFERING DOCUMENTS SPEAK AS OF THE DATE HEREOF. NEITHER THE DELIVERY OF THESE OFFERING DOCUMENTS NOR ANY SALE OF SECURITIES MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF MOGUL STRATEGIES, INC. AFTER THE DATE HEREOF.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THESE OFFERING DOCUMENTS IN CONNECTION WITH THE OFFERING OF SECURITIES BEING MADE PURSUANT HERETO, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY MOGUL STRATEGIES, INC.

THERE IS NO MARKET FOR OUR SECURITIES AND THERE IS NO ASSURANCE A PUBLIC MARKET WILL EVER BE ESTABLISHED. PURCHASERS OF THE SECURITIES ARE NOT BEING GRANTED ANY REGISTRATION RIGHTS. A PURCHASE OF THE SECURITIES SHOULD BE CONSIDERED AN ILLIQUID INVESTMENT.

BY ACCEPTING DELIVERY OF THESE OFFERING DOCUMENTS, EACH PROSPECTIVE INVESTOR HEREBY EXPRESSLY AGREES WITH MOGUL STRATEGIES, INC. TO KEEP CONFIDENTIAL ALL OF THE CONTENTS HEREOF, INCLUDING, BUT NOT LIMITED TO, THE OFFERING AND ALL INFORMATION RELATED TO MOGUL STRATEGIES, INC., AND NOT TO DISCLOSE THE SAME TO ANY THIRD PARTY AND/OR OTHERWISE USE THE SAME FOR ANY PURPOSE OTHER THAN AN EVALUATION BY SUCH OFFEREE OF A POTENTIAL INVESTMENT IN MOGUL STRATEGIES, INC. OF THE SECURITIES OFFERED PURSUANT HERETO. WE HAVE CAUSED THESE OFFERING DOCUMENTS TO BE DELIVERED TO YOU IN RELIANCE UPON SUCH AGREEMENT BY YOU.

EACH PROSPECTIVE SUBSCRIBER, BY RECEIVING THESE OFFERING DOCUMENTS, AGREES TO RETURN THE SAME TO US IF (A) THE OFFEREE DOES NOT SUBSCRIBE TO PURCHASE ANY SECURITIES OFFERED HEREBY; (B) THE OFFEREE'S SUBSCRIPTION IS NOT ACCEPTED, AND/OR (C) THE OFFERING IS TERMINATED OR WITHDRAWN.

THESE OFFERING DOCUMENTS ARE SUBJECT TO AMENDMENT AND SUPPLEMENTATION AS APPROPRIATE. WE DO NOT INTEND TO UPDATE THE INFORMATION CONTAINED IN THE OFFERING DOCUMENTS FOR ANY INVESTOR WHO HAS ALREADY MADE AN INVESTMENT. WE MAY UPDATE THE INFORMATION CONTAINED HEREIN FROM TIME TO TIME AND PROVIDE SUCH UPDATED

DOCUMENT TO POTENTIAL INVESTORS BUT UNDERTAKE NO OBLIGATION TO PROVIDE SUCH UPDATED DOCUMENTS TO AN INVESTOR WHO HAS ALREADY MADE HIS INVESTMENT.

JURISDICTIONAL NOTICES

FOR RESIDENTS OF ALL STATES:

THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OR SALE MAY BE MADE IN A PARTICULAR STATE. IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES MAY BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE HEREBY ADVISED TO CONTACT THE COMPANY. THE SECURITIES DESCRIBED IN THESE OFFERING DOCUMENTS HAVE NOT BEEN REGISTERED UNDER ANY STATE SECURITIES LAWS (COMMONLY CALLED “BLUE SKY” LAWS). THESE SECURITIES MUST BE ACQUIRED FOR INVESTMENT PURPOSES ONLY AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION OF SUCH SECURITIES UNDER SUCH LAWS, OR AN OPINION OF COUNSEL ACCEPTABLE TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED. THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THE STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OF SALE MAY BE MADE IN ANY PARTICULAR STATE.

IN MAKING ANY INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. NO FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY HAS RECOMMENDED THESE SECURITIES. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED

TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THESE SECURITIES ARE ALSO SUBJECT TO CERTAIN RESTRICTIONS AS SET FORTH IN THE SUBSCRIPTION AGREEMENT AND/OR THE CERTIFICATE INCORPORATION AND BYLAWS OF THE COMPANY.

1. **NOTICE TO ALABAMA RESIDENTS ONLY:** THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE ALABAMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION. THE COMMISSION DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.
2. **NOTICE TO ALASKA RESIDENTS ONLY:** THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE ADMINISTRATOR OF SECURITIES OF THE STATE OF ALASKA UNDER PROVISIONS OF 3 AAC 08.500 - 3 AAC 08.504. THE INVESTOR IS ADVISED THAT THE ADMINISTRATOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THESE OFFERING DOCUMENTS SINCE THE OFFERING DOCUMENTS ARE NOT REQUIRED TO BE FILED WITH THE ADMINISTRATOR. THE FACT OF REGISTRATION DOES NOT MEAN THAT THE ADMINISTRATOR HAS PASSED IN ANY WAY UPON THE MERITS, RECOMMENDED, OR APPROVED THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A VIOLATION OF 45.55.170. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.
3. **NOTICE TO ARIZONA RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ARIZONA SECURITIES ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO A.R.S. SECTION 44-1844 (1) AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE ALSO REGISTERED OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.
4. **NOTICE TO ARKANSAS RESIDENTS ONLY:** THESE SECURITIES ARE OFFERED IN RELIANCE UPON CLAIMS OF EXEMPTION UNDER THE ARKANSAS SECURITIES ACT AND SECTION 4(2) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ARKANSAS

SECURITIES DEPARTMENT OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THIS OFFERING OR PASSED UPON THE ADEQUACY OR ACCURACY OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

5. **NOTICE TO CALIFORNIA RESIDENTS:** THESE SECURITIES HAVE NOT BEEN QUALIFIED OR OTHERWISE APPROVED OR DISAPPROVED BY THE CALIFORNIA DEPARTMENT OF CORPORATIONS UNDER THE CALIFORNIA CORPORATIONS CODE. THESE SECURITIES ARE OFFERED IN CALIFORNIA IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PROVIDED BY SECTIONS 25100, 25102 or 25105 OF THE CALIFORNIA CORPORATIONS CODE. ACCORDINGLY, DISTRIBUTION OF THIS MEMORANDUM AND OFFERS AND SALES OF THE SECURITIES REFERRED TO HEREIN ARE STRICTLY LIMITED TO PERSONS WHO THE COMPANY DETERMINES TO HAVE MET CERTAIN FINANCIAL AND OTHER REQUIREMENTS. THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY WITH RESPECT TO ANY OTHER PERSON. IN ORDER TO RELY ON THE FOREGOING EXEMPTIONS, THE COMPANY WILL RELY IN TURN ON CERTAIN REPRESENTATIONS AND WARRANTIES MADE TO THE COMPANY BY THE INVESTORS IN THIS OFFERING. THOSE REPRESENTATIONS AND WARRANTIES ARE CONTAINED IN THE SUBSCRIPTION AGREEMENT, ATTACHED HERETO AS EXHIBIT A.

6. **FOR COLORADO RESIDENTS ONLY:** THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS OFFERING HAS NOT BEEN QUALIFIED WITH COMMISSIONER OF CORPORATIONS OF THE STATE OF COLORADO AND THE ISSUANCE OF SUCH SECURITIES OR PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFORE PRIOR TO SUCH QUALIFICATIONS IS UNLAWFUL, UNLESS THE SALE OF SECURITIES IS EXEMPTED FROM QUALIFICATION BY SECTION 25100, 25102, OR 25104 OF THE COLORADO CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES TO THIS OFFERING ARE EXPRESSLY CONDITIONED UPON SUCH QUALIFICATIONS BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991 BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING.

THESE SECURITIES CANNOT BE RESOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991, IF SUCH REGISTRATION IS REQUIRED.

7. **NOTICE TO CONNECTICUT RESIDENTS ONLY:** SECURITIES ACQUIRED BY CONNECTICUT RESIDENTS ARE BEING SOLD AS A TRANSACTION EXEMPT UNDER SECTION 36b-31-21b-9b OF THE CONNECTICUT, UNIFORM SECURITIES ACT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF CONNECTICUT. ALL INVESTORS SHOULD BE AWARE THAT THERE ARE CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY OF THE SECURITIES.
8. **NOTICE TO DELAWARE RESIDENTS ONLY:** IF YOU ARE A DELAWARE RESIDENT, YOU ARE HEREBY ADVISED THAT THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE DELAWARE SECURITIES ACT. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.
9. **NOTICE TO DISTRICT OF COLUMBIA RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES BUREAU OF THE DISTRICT OF COLUMBIA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.
10. **NOTICE TO FLORIDA RESIDENTS ONLY:** THE SECURITIES DESCRIBED HEREIN HAVE NOT BEEN REGISTERED WITH THE FLORIDA DIVISION OF SECURITIES AND INVESTOR PROTECTION UNDER THE FLORIDA SECURITIES ACT. THE SECURITIES REFERRED TO HEREIN WILL BE SOLD TO AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF SAID ACT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. IN ADDITION, ALL OFFEREEES WHO ARE FLORIDA RESIDENTS SHOULD BE AWARE THAT SECTION 517.061(11)(a)(5) OF THE ACT PROVIDES, IN RELEVANT PART, AS FOLLOWS: “WHEN SALES ARE MADE TO FIVE OR MORE PERSONS IN [FLORIDA], ANY SALE IN [FLORIDA] MADE PURSUANT TO [THIS SECTION] IS VOIDABLE BY THE PURCHASER IN SUCH SALE EITHER WITHIN 3 DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY THE PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER OR AN ESCROW AGENT OR WITHIN 3 DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER.” THE AVAILABILITY OF THE PRIVILEGE TO VOID SALES PURSUANT TO SECTION 517.061(11) IS HEREBY COMMUNICATED TO EACH FLORIDA OFFEREE. EACH PERSON ENTITLED TO EXERCISE THE PRIVILEGE TO AVOID SALES GRANTED BY SECTION 517.061 (11) (A)(5) AND WHO WISHES TO EXERCISE SUCH RIGHT, MUST, WITHIN 3 DAYS AFTER THE TENDER OF ANY AMOUNT TO THE COMPANY OR TO

ANY AGENT OF THE COMPANY (INCLUDING THE SELLING AGENT OR ANY OTHER DEALER ACTING ON BEHALF OF THE PARTNERSHIP OR ANY SALESMAN OF SUCH DEALER) OR AN ESCROW AGENT CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE COMPANY AT THE ADDRESS PROVIDED IN THIS CONFIDENTIAL EXECUTIVE SUMMARY. SUCH LETTER OR TELEGRAM MUST BE SENT AND, IF POSTMARKED, POSTMARKED ON OR PRIOR TO THE END OF THE AFOREMENTIONED THIRD DAY. IF A PERSON IS SENDING A LETTER, IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ASSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. SHOULD A PERSON MAKE THIS REQUEST ORALLY, HE MUST ASK FOR WRITTEN CONFIRMATION THAT HIS REQUEST HAS BEEN RECEIVED.

11. **NOTICE TO GEORGIA RESIDENTS ONLY:** THESE SECURITIES ARE OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE GEORGIA SECURITIES ACT PURSUANT TO REGULATION 590-4-5-04 AND -01. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.
12. **NOTICE TO HAWAII RESIDENTS ONLY:** NEITHER THESE CONFIDENTIAL OFFERING DOCUMENTS NOR THE SECURITIES DESCRIBED HEREIN BEEN APPROVED OR DISAPPROVED BY THE COMMISSIONER OF SECURITIES OF THE STATE OF HAWAII NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THESE CONFIDENTIAL OFFERING DOCUMENTS.
13. **NOTICE TO IDAHO RESIDENTS ONLY:** THESE SECURITIES EVIDENCED HEREBY HAVE NOT BEEN REGISTERED UNDER THE IDAHO SECURITIES ACT IN RELIANCE UPON EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 30-14-203 OR 302(c) THEREOF AND MAY NOT BE SOLD, TRANSFERRED, PLEDGED OR HYPOTHECATED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER SAID ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION UNDER SAID ACT.
14. **NOTICE TO ILLINOIS RESIDENTS:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECRETARY OF THE STATE OF ILLINOIS NOR HAS THE STATE OF ILLINOIS PASSED UPON THE ACCURACY OR ADEQUACY OF THE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.
15. **NOTICE TO INDIANA RESIDENTS ONLY:** THESE SECURITIES ARE OFFERED

PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 23-2-1-2 OF THE INDIANA SECURITIES LAW AND HAVE NOT BEEN REGISTERED UNDER SECTION 23-2-1-3. THEY CANNOT THEREFORE BE RESOLD UNLESS THEY ARE REGISTERED UNDER SAID LAW OR UNLESS AN EXEMPTION FORM REGISTRATION IS AVAILABLE. A CLAIM OF EXEMPTION UNDER SAID LAW HAS BEEN FILED, AND IF SUCH EXEMPTION IS NOT DISALLOWED SALES OF THESE SECURITIES MAY BE MADE. HOWEVER, UNTIL SUCH EXEMPTION IS GRANTED, ANY OFFER MADE PURSUANT HERETO IS PRELIMINARY AND SUBJECT TO MATERIAL CHANGE.

16. **NOTICE TO IOWA RESIDENTS ONLY:** IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED; THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.
17. **NOTICE TO KANSAS RESIDENTS ONLY:** IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 81-5-15 OF THE KANSAS SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.
18. **NOTICE TO KENTUCKY RESIDENTS ONLY:** IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER TITLE 808 KAR 10:210 OF THE KENTUCKY SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.
19. **NOTICE TO LOUISIANA RESIDENTS ONLY:** IF AN INVESTOR ACCEPTS AN OFFER

TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER RULE 1 OF THE LOUISIANA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

20. **NOTICE TO MAINE RESIDENTS ONLY:** THE ISSUER IS REQUIRED TO MAKE A REASONABLE FINDING THAT THE SECURITIES OFFERED ARE A SUITABLE INVESTMENT FOR THE PURCHASER AND THAT THE PURCHASER IS FINANCIALLY ABLE TO BEAR THE RISK OF LOSING THE ENTIRE AMOUNT INVESTED. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION UNDER §16202(15) OF THE MAINE UNIFORM SECURITIES ACT AND ARE NOT REGISTERED WITH THE SECURITIES ADMINISTRATOR OF THE STATE OF MAINE. THE SECURITIES OFFERED FOR SALE MAY BE RESTRICTED SECURITIES AND THE HOLDER MAY NOT BE ABLE TO RESELL THE SECURITIES UNLESS: (1) THE SECURITIES ARE REGISTERED UNDER STATE AND FEDERAL SECURITIES LAWS, OR (2) AN EXEMPTION IS AVAILABLE UNDER THOSE LAWS.

21. **NOTICE TO MARYLAND RESIDENTS ONLY:** IF YOU ARE A MARYLAND RESIDENT AND YOU ACCEPT AN OFFER TO PURCHASE THESE SECURITIES PURSUANT TO THESE CONFIDENTIAL OFFERING DOCUMENTS, YOU ARE HEREBY ADVISED THAT THESE SECURITIES ARE BEING SOLD AS A TRANSACTION EXEMPT UNDER SECTION 11-602(9) OF THE MARYLAND SECURITIES ACT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MARYLAND. ALL INVESTORS SHOULD BE AWARE THAT THERE ARE CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY OF THE SECURITIES.

22. **NOTICE TO MASSACHUSETTS RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE MASSACHUSETTS UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THIS OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

23. **NOTICE TO MICHIGAN RESIDENTS ONLY:** THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE MICHIGAN SECURITIES ACT. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR

PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

24. **NOTICE TO MINNESOTA RESIDENTS ONLY:** THESE SECURITIES BEING OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER CHAPTER 80A OF THE MINNESOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF EXCEPT PURSUANT TO REGISTRATION, OR AN EXEMPTION THEREFROM.
25. **NOTICE TO MISSISSIPPI RESIDENTS ONLY:** THE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE MISSISSIPPI SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE MISSISSIPPI SECRETARY OF STATE OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE SECRETARY OF STATE NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES OR APPROVED OR DISAPPROVED THIS OFFERING. THE SECRETARY OF STATE DOES NOT RECOMMEND THE PURCHASE OF THESE OR ANY OTHER SECURITIES. EACH PURCHASER OF THE SECURITIES MUST MEET CERTAIN SUITABILITY STANDARDS AND MUST BE ABLE TO BEAR AN ENTIRE LOSS OF THIS INVESTMENT. THE SECURITIES MAY NOT BE TRANSFERRED FOR A PERIOD OF ONE (1) YEAR EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE MISSISSIPPI SECURITIES ACT OR IN A TRANSACTION IN COMPLIANCE WITH THE MISSISSIPPI SECURITIES ACT.
26. **FOR MISSOURI RESIDENTS ONLY:** THE SECURITIES OFFERED HEREIN WILL BE SOLD TO, AND ACQUIRED BY, THE PURCHASER IN A TRANSACTION EXEMPT UNDER SECTION 4.G OF THE MISSOURI SECURITIES LAW OF 1953, AS AMENDED. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MISSOURI. UNLESS THE SECURITIES ARE SO REGISTERED, THEY MAY NOT BE OFFERED FOR SALE OR RESOLD IN THE STATE OF MISSOURI, EXCEPT AS A SECURITY, OR IN A TRANSACTION EXEMPT UNDER SAID ACT.
27. **NOTICE TO MONTANA RESIDENTS ONLY:** IN ADDITION TO THE INVESTOR SUITABILITY STANDARDS THAT ARE OTHERWISE APPLICABLE, ANY INVESTOR WHO IS A MONTANA RESIDENT MUST HAVE A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) IN EXCESS OF FIVE (5) TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH INVESTOR IN THE SECURITIES.
28. **NOTICE TO NEBRASKA RESIDENTS ONLY:** IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION

EXEMPT FROM REGISTRATION UNDER CHAPTER 15 OF THE NEBRASKA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

29. NOTICE TO NEVADA RESIDENTS ONLY: IF ANY INVESTOR ACCEPTS ANY OFFER TO PURCHASE THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION NRS 90.530 OF THE NEVADA SECURITIES LAW. THE INVESTOR IS HEREBY ADVISED THAT THE ATTORNEY GENERAL OF THE STATE OF NEVADA HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING AND THE FILING OF THE OFFERING WITH THE BUREAU OF SECURITIES DOES NOT CONSTITUTE APPROVAL OF THE ISSUE, OR SALE THEREOF, BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEVADA. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. NEVADA ALLOWS THE SALE OF SECURITIES TO 25 OR FEWER PURCHASERS IN THE STATE WITHOUT REGISTRATION. HOWEVER, CERTAIN CONDITIONS APPLY, I.E., THERE CAN BE NO GENERAL ADVERTISING OR SOLICITATION AND COMMISSIONS ARE LIMITED TO LICENSED BROKER-DEALERS. THIS EXEMPTION IS GENERALLY USED WHERE THE PROSPECTIVE INVESTOR IS ALREADY KNOWN AND HAS A PRE-EXISTING RELATIONSHIP WITH THE COMPANY. (SEE NRS 90.530.11.)

30. NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY: NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE UNDER THIS CHAPTER HAS BEEN FILED WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

31. NOTICE TO NEW JERSEY RESIDENTS ONLY: IF YOU ARE A NEW JERSEY RESIDENT AND YOU ACCEPT AN OFFER TO PURCHASE THESE SECURITIES PURSUANT TO THESE CONFIDENTIAL OFFERING DOCUMENTS, YOU ARE HEREBY

ADVISED THAT THESE CONFIDENTIAL OFFERING DOCUMENTS HAVE NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

32. **NOTICE TO NEW MEXICO RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE NEW MEXICO DEPARTMENT OF BANKING NOR HAS THE SECURITIES DIVISION PASSED UPON THE ACCURACY OR ADEQUACY OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.
33. **NOTICE TO NEW YORK RESIDENTS ONLY:** THESE OFFERING DOCUMENTS HAVE NOT BEEN REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE COMPANY HAS TAKEN NO STEPS TO CREATE AN AFTER MARKET FOR THE SECURITIES OFFERED HEREIN AND HAS MADE NO ARRANGEMENTS WITH BROKERS OR OTHERS TO TRADE OR MAKE A MARKET IN THE SECURITIES. AT SOME TIME IN THE FUTURE, THE COMPANY MAY ATTEMPT TO ARRANGE FOR INTERESTED BROKERS TO TRADE OR MAKE A MARKET IN THE SECURITIES AND TO QUOTE THE SAME IN A PUBLISHED QUOTATION MEDIUM, HOWEVER, NO SUCH ARRANGEMENTS HAVE BEEN MADE AND THERE IS NO ASSURANCE THAT ANY BROKERS WILL EVER HAVE SUCH AN INTEREST IN THE SECURITIES OF THE COMPANY OR THAT THERE WILL EVER BE A MARKET THEREFORE.
34. **NOTICE TO NORTH CAROLINA RESIDENTS ONLY:** IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FORGOING AUTHORITIES HAVE NOT CONFIRMED ACCURACY OR DETERMINED ADEQUACY OF THESE OFFERING DOCUMENTS. REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

35. **NOTICE TO NORTH DAKOTA RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.
36. **NOTICE TO OHIO RESIDENTS ONLY:** IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 1707.03(X) OF THE OHIO SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.
37. **NOTICE TO OKLAHOMA RESIDENTS ONLY:** THESE SECURITIES ARE OFFERED FOR SALE IN THE STATE OF OKLAHOMA IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION FOR PRIVATE OFFERINGS. ALTHOUGH A PRIOR FILING OF THESE CONFIDENTIAL OFFERING DOCUMENTS AND THE INFORMATION HAS BEEN MADE WITH THE OKLAHOMA SECURITIES COMMISSION, SUCH FILING IS PERMISSIVE ONLY AND DOES NOT CONSTITUTE AN APPROVAL, RECOMMENDATION OR ENDORSEMENT, AND IN NO SENSE IS TO BE REPRESENTED AS AN INDICATION OF THE INVESTMENT MERIT OF SUCH SECURITIES. ANY SUCH REPRESENTATION IS UNLAWFUL.
38. **NOTICE TO OREGON RESIDENTS ONLY:** THE SECURITIES OFFERED HAVE BEEN REGISTERED WITH THE CORPORATION COMMISSION OF THE STATE OF OREGON UNDER PROVISIONS OF ORS 59.049. THE INVESTOR IS ADVISED THAT THE COMMISSIONER HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THESE OFFERING DOCUMENTS SINCE THESE OFFERING DOCUMENTS ARE NOT REQUIRED TO BE FILED WITH THE COMMISSIONER. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE COMPANY CREATING THE SECURITIES, AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.
39. **NOTICE TO PENNSYLVANIA RESIDENTS ONLY:** EACH PERSON WHO ACCEPTS AN OFFER TO PURCHASE SECURITIES EXEMPTED FROM REGISTRATION BY SECTION 203(d), DIRECTLY FROM THE ISSUER OR AFFILIATE OF THIS ISSUER, SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE WITHOUT INCURRING ANY LIABILITY TO THE SELLER, UNDERWRITER (IF ANY) OR ANY OTHER PERSON

WITHIN TWO (2) BUSINESS DAYS FROM THE DATE OF RECEIPT BY THE ISSUER OF HIS WRITTEN BINDING CONTRACT OF PURCHASE OR, IN THE CASE OF A TRANSACTION IN WHICH THERE IS NO BINDING CONTRACT OF PURCHASE, WITHIN TWO (2) BUSINESS DAYS AFTER HE MAKES THE INITIAL PAYMENT FOR THE SECURITIES BEING OFFERED. IF YOU HAVE ACCEPTED AN OFFER TO PURCHASE THESE SECURITIES MADE PURSUANT TO A PROSPECTUS WHICH CONTAINS A NOTICE EXPLAINING YOUR RIGHT TO WITHDRAW YOUR ACCEPTANCE PURSUANT TO SECTION 207(m) OF THE PENNSYLVANIA SECURITIES ACT OF 1972 (70 PS § 1-207(m)), YOU MAY ELECT, WITHIN TWO (2) BUSINESS DAYS AFTER THE FIRST TIME YOU HAVE RECEIVED THIS NOTICE AND A PROSPECTUS TO WITHDRAW FROM YOUR PURCHASE AGREEMENT AND RECEIVE A FULL REFUND OF ALL MONEYS PAID BY YOU. YOUR WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, YOU NEED ONLY SEND A LETTER OR TELEGRAM TO THE ISSUER (OR UNDERWRITER IF ONE IS LISTED ON THE FRONT PAGE OF THE CONFIDENTIAL OFFERING DOCUMENTS) INDICATING YOUR INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED SECOND BUSINESS DAY. IF YOU ARE SENDING A LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO EVIDENCE THE TIME WHEN IT WAS MAILED. SHOULD YOU MAKE THIS REQUEST ORALLY, YOU SHOULD ASK WRITTEN CONFIRMATION THAT YOUR REQUEST HAS BEEN RECEIVED. NO SALE OF THE SECURITIES WILL BE MADE TO RESIDENTS OF THE STATE OF PENNSYLVANIA WHO ARE NON-ACCREDITED INVESTORS. EACH PENNSYLVANIA RESIDENT MUST AGREE NOT TO SELL THESE SECURITIES FOR A PERIOD OF TWELVE (12) MONTHS AFTER THE DATE OF PURCHASE, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE COMMISSION. THE SECURITIES HAVE BEEN ISSUED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENT OF THE PENNSYLVANIA SECURITIES ACT OF 1972. NO SUBSEQUENT RESALE OR OTHER DISPOSITION OF THE SECURITIES MAY BE MADE WITHIN 12 MONTHS FOLLOWING THEIR INITIAL SALE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE COMMISSION, AND THEREAFTER ONLY PURSUANT TO AN EFFECTIVE REGISTRATION OR EXEMPTION.

40. **NOTICE TO RHODE ISLAND RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE DEPARTMENT OF BUSINESS REGULATION OF THE STATE OF RHODE ISLAND NOR HAS THE DIRECTOR PASSED UPON THE ACCURACY OR ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.
41. **NOTICE TO SOUTH CAROLINA RESIDENTS ONLY:** THESE SECURITIES ARE BEING OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE SOUTH CAROLINA UNIFORM SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE

SECURITIES HAS NOT BEEN FILED WITH THE SOUTH CAROLINA SECURITIES COMMISSIONER. THE COMMISSIONER DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

42. **NOTICE TO SOUTH DAKOTA RESIDENTS ONLY:** THESE SECURITIES ARE BEING OFFERED FOR SALE IN THE STATE OF SOUTH DAKOTA PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SOUTH DAKOTA BLUE SKY LAW, CHAPTER 47-31, WITH THE DIRECTOR OF THE DIVISION OF SECURITIES OF THE DEPARTMENT OF COMMERCE AND REGULATION OF THE STATE OF SOUTH DAKOTA. THE EXEMPTION DOES NOT CONSTITUTE A FINDING THAT THESE CONFIDENTIAL OFFERING DOCUMENTS ARE TRUE, COMPLETE, AND NOT MISLEADING, NOR HAS THE DIRECTOR OF THE DIVISION OF SECURITIES PASSED IN ANY WAY UPON THE MERITS OF, RECOMMENDED, OR GIVEN APPROVAL TO THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

43. **NOTICE TO TENNESSEE RESIDENT ONLY:** IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD. EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

44. **NOTICE TO TEXAS RESIDENTS ONLY:** THE SECURITIES OFFERED HEREUNDER HAVE NOT BEEN REGISTERED UNDER APPLICABLE TEXAS SECURITIES LAWS AND, THEREFORE, ANY PURCHASER THEREOF MUST BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME BECAUSE THE SECURITIES CANNOT BE RESOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER SUCH SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. FURTHER, PURSUANT TO §109.13 UNDER THE TEXAS SECURITIES ACT, THE COMPANY IS REQUIRED TO APPRISE PROSPECTIVE INVESTORS OF THE FOLLOWING: A LEGEND SHALL BE PLACED, UPON ISSUANCE, ON CERTIFICATES

REPRESENTING SECURITIES PURCHASED HEREUNDER, AND ANY PURCHASER HEREUNDER SHALL BE REQUIRED TO SIGN A WRITTEN AGREEMENT THAT HE WILL NOT SELL THE SUBJECT SECURITIES WITHOUT REGISTRATION UNDER APPLICABLE SECURITIES LAWS, OR EXEMPTIONS THEREFROM.

45. **NOTICE TO UTAH RESIDENTS ONLY:** THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE UTAH SECURITIES ACT. THE SECURITIES CANNOT BE TRANSFERRED OR SOLD EXCEPT IN TRANSACTIONS WHICH ARE EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.
46. **NOTICE TO VERMONT RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE STATE OF VERMONT NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.
47. **NOTICE TO VIRGINIA RESIDENTS ONLY:** IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION UNDER SECTION 13.1-514 OF THE VIRGINIA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.
48. **NOTICE TO WASHINGTON RESIDENTS ONLY:** THE ADMINISTRATOR OF SECURITIES HAS NOT REVIEWED THE OFFERING OR CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM AND THE SECURITIES HAVE NOT BEEN REGISTERED IN RELIANCE UPON THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, AND THEREFORE, CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, OR UNLESS AN EXEMPTION FROM REGISTRATION IS MADE AVAILABLE.
49. **NOTICE TO WEST VIRGINIA RESIDENTS ONLY:** IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 15.06(b)(9) OF THE WEST VIRGINIA SECURITIES LAW AND MAY NOT BE REOFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

50. **NOTICE TO WISCONSIN RESIDENTS ONLY:** IN ADDITION TO THE INVESTOR SUITABILITY STANDARDS THAT ARE OTHERWISE APPLICABLE, ANY INVESTOR WHO IS A WISCONSIN RESIDENT MUST HAVE A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) IN EXCESS OF THREE AND ONE-THIRD (3 1/3) TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH INVESTOR IN THE SECURITIES OFFERED HEREIN.
51. **FOR WYOMING RESIDENTS ONLY:** ALL WYOMING RESIDENTS WHO SUBSCRIBE TO PURCHASE SECURITIES OFFERED BY THE COMPANY MUST SATISFY THE FOLLOWING MINIMUM FINANCIAL SUITABILITY REQUIREMENTS IN ORDER TO PURCHASE SECURITIES: (1) A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) OF TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000); AND (2) THE PURCHASE PRICE OF SECURITIES SUBSCRIBED FOR MAY NOT EXCEED TWENTY PERCENT (20%) OF THE NET WORTH OF THE SUBSCRIBER; AND (3) “TAXABLE INCOME” AS DEFINED IN SECTION 63 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, DURING THE LAST TAX YEAR AND ESTIMATED “TAXABLE INCOME” DURING THE CURRENT TAX YEAR SUBJECT TO A FEDERAL INCOME TAX RATE OF NOT LESS THAN THIRTY-THREE PERCENT (33%). IN ORDER TO VERIFY THE FOREGOING, ALL SUBSCRIBERS WHO ARE WYOMING RESIDENTS WILL BE REQUIRED TO REPRESENT IN THE SUBSCRIPTION AGREEMENT THAT THEY MEET THESE WYOMING SPECIAL INVESTOR SUITABILITY REQUIREMENTS.

INVESTOR NOTICES GENERALLY

THIS CONFIDENTIAL OFFERING MEMORANDUM (THE “MEMORANDUM”) IS BEING PROVIDED TO SELECTED RECIPIENTS IN CONNECTION WITH A PROPOSED OFFERING OF SHARES BY MOGUL STRATEGIES, INC. (THE “COMPANY”). AN INVESTMENT IN THE COMPANY INVOLVES A HIGH DEGREE OF RISK, INCLUDING THE POSSIBILITY OF A TOTAL LOSS OF INVESTMENT, AND INVESTORS (EACH, AN “INVESTOR,” AND COLLECTIVELY “INVESTORS”) SHOULD NOT INVEST ANY PROCEEDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. THERE IS NO MARKET FOR THE OFFERED SHARES AND NONE IS EXPECTED TO DEVELOP IN THE FORSEEABLE FUTURE.

PROSPECTIVE INVESTORS SHOULD NOT ACQUIRE THE OFFERED SHARES IF THE INVESTOR ANTICIPATES THAT IT WILL HAVE A NEED FOR THE PROCEEDS CONTRIBUTED. THE OFFERED SHARES WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OF 1933 (THE “SECURITIES ACT”) OR UNDER ANY STATE SECURITIES LAW. THE TRANSFER OF SHARES ACQUIRED HEREUNDER WILL BE RESTRICTED. SEE “RISK FACTORS” BELOW FOR A NON-EXCLUSIVE LIST OF ISSUES THAT THE BOARD OF DIRECTORS OF THE COMPANY BELIEVES PRESENT THE

MOST SUBSTANTIAL RISKS TO AN INVESTOR IN THIS OFFERING.

THIS IS NOT AN OFFER TO SELL OR A SOLICITATION OF ANY OFFER TO BUY THE OFFERED SHARES DESCRIBED HEREIN IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SALE.

THE OFFERED SHARES MAY BE SOLD ONLY TO “ACCREDITED INVESTORS,” WHICH FOR NATURAL PERSONS ARE INVESTORS WHO MEET CERTAIN MINIMUM ANNUAL INCOME OR NET WORTH THRESHOLDS.

THE SUITABILITY STANDARDS DISCUSSED IN THE INVESTOR SUITABILITY QUESTIONNAIRE REPRESENT MINIMUM SUITABILITY STANDARDS FOR PROSPECTIVE INVESTORS. EACH PROSPECTIVE INVESTOR SHOULD DETERMINE FOR HIMSELF, HERSELF, OR ITSELF WHETHER AN INVESTMENT IN THE OFFERED SHARES IS APPROPRIATE.

OFFEREES OF SHARES ARE NOT TO CONSTRUE THE CONTENTS OF THESE DOCUMENTS AS LEGAL OPINIONS OR TAX ADVICE. EACH INVESTOR MUST RELY UPON THEIR OWN REPRESENTATIVES, INCLUDING THEIR OWN LEGAL COUNSEL AND ACCOUNTANT, AS TO LEGAL, TAX, AND RELATED MATTERS CONCERNING THE COMPANY AND AN INVESTMENT THEREIN.

THE OFFERED SHARES ARE BEING OFFERED IN RELIANCE ON AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND ARE NOT REQUIRED TO COMPLY WITH SPECIFIC DISCLOSURE REQUIREMENTS THAT APPLY TO REGISTRATION UNDER THE SECURITIES ACT.

THE OFFERED SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE “SEC”), ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THESE DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

SINCE THERE ARE SUBSTANTIAL RESTRICTIONS ON THE TRANSFERABILITY OF THE OFFERED SHARES OFFERED HEREBY, EACH OFFEREE SHOULD PROCEED ON THE ASSUMPTION THAT THE OFFEREE MUST BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN EXTENDED PERIOD. THE OFFERED SHARES MAY NOT BE TRANSFERRED EXCEPT IN COMPLIANCE WITH THE COMPANY’S CERTIFICATE OF INCORPORATION AND BYLAWS. IN ADDITION, THE OFFERED SHARES ARE NOT

REGISTERED FOR SALE TO THE PUBLIC UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SAID SECURITIES ACT AND SUCH LAWS. THE OFFERED SHARES MAY BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF BY AN INVESTOR ONLY IF, AMONG OTHER THINGS, REGISTRATION IS ACCOMPLISHED, UNLESS EXEMPTIONS FROM REGISTRATION AND QUALIFICATION ARE AVAILABLE, AS DETERMINED BY THE BOARD, IN ITS SOLE AND ABSOLUTE DISCRETION.

ALL DOCUMENTS RELATING TO THIS OFFERING (INCLUDING ANY ADDITIONAL INFORMATION THAT MAY BE PROVIDED BY THE COMPANY) WILL BE MADE AVAILABLE TO THE OFFEREE NAMED ABOVE AND ITS REPRESENTATIVES, IF ANY, UPON REQUEST, AND REPRESENTATIVES OF THE COMPANY WILL BE AVAILABLE TO OFFEREEES AND THEIR REPRESENTATIVES TO PROVIDE ANSWERS TO QUESTIONS CONCERNING THIS OFFERING, PROVIDED THAT THE COMPANY SHALL HAVE NO OBLIGATION TO DISCLOSE ANY PROPRIETARY INFORMATION OR TO MAKE ANY REPRESENTATIONS (WHETHER ORAL OR WRITTEN) OTHER THAN THOSE SET FORTH IN THESE DOCUMENTS. ANY INFORMATION (WHETHER ORAL OR WRITTEN) OTHER THAN THAT CONTAINED IN DOCUMENTS FURNISHED BY THE COMPANY MUST NOT BE RELIED UPON.

NOTICES, CONFIDENTIALITY AND RELATED MATTERS

Each recipient hereof agrees by accepting this Memorandum that the information contained herein is of a confidential nature and that such recipient will treat such information in a strictly confidential manner and that such recipient will not, directly or indirectly, disclose or permit its affiliates or representatives to disclose, any information to any other person or entity, or reproduce information such, in whole or in part, without the prior written consent of the Company. Each recipient of this Memorandum further agrees to use the information solely for the purpose of analyzing the desirability of an investment in the Company to such recipient and for no other purpose whatsoever.

ANY REPRODUCTION OR DISTRIBUTION OF THESE OFFERING DOCUMENTS AND EXHIBITS, IN WHOLE OR IN PART, OR THE DIVULGENCE OF ANY OF ITS CONTENTS WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY IS PROHIBITED. NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION NOT CONTAINED IN THESE OFFERING DOCUMENTS OR AN AUTHORIZED SUMMARY HEREOF, OR IN ANY AGREEMENT CONTEMPLATED HEREBY, AND ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN OR IN SUCH AUTHORIZED SUMMARY OR AGREEMENT MUST NOT BE RELIED UPON.

NOTICE REGARDING FORWARD-LOOKING STATEMENTS

The statements contained in this Memorandum that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believes," "intends," "may," "will," "should," "anticipates," "expects," "projects," "could," "plans," or comparable terminology or by discussions of strategy or trends. Although management believes that the expectations reflected in such forward-looking statements are reasonable, we cannot give any assurances that these expectations will prove to be correct. Such statements by their nature involve risks and uncertainties that could significantly affect expected results, and actual future results could differ materially from those described in such forward-looking statements.

Among the factors that could cause actual future results to differ materially are the risks and uncertainties discussed in this Memorandum. While it is not possible to identify all factors, management continues to face many risks and uncertainties including, but not limited to, our ability to meet the requirements to complete any potential project, the results of operations and our profitability, the acceptance in the market in general as discussed more thoroughly in the risk factors section of this Memorandum. Should one or more of these risks materialize, or should the underlying assumptions prove incorrect, actual results could differ materially from those expected. We disclaim any intention or obligation to update publicly or revise such statements whether as a result of new information, future events or otherwise.

ADDITIONAL INFORMATION

The Company has agreed to make available to each prospective Investor, prior to the sale of the Shares, the opportunity to ask questions of, and receive answers from, the officers of the Company and/or key personnel concerning the terms and conditions of the offering and to obtain any additional information, to the extent the Company possesses such information or can acquire it without unreasonable effort or expense, which may be necessary to verify the accuracy of the information set forth herein. You may call, or mail or email questions, inquiries, and requests for information to:

Mogul Strategies, Inc.
Attn: Daniel Fainman
Email: mogulequities@gmail.com
Telephone: 609-235-6166

You may be required to sign a confidentiality agreement as determined by the Company. You, and your representatives, if any, will be asked to acknowledge in the Subscription Agreement that you were given the opportunity to obtain additional information.

This Memorandum contains limited information on the Company. While we believe the information contained in this Memorandum is accurate, such documents are not meant to contain an exhaustive discussion regarding the Company. We cannot guarantee a prospective Investor that the abbreviated nature of this Memorandum will not omit to state a material fact, which a prospective Investor may believe to be an important factor in determining if an investment in the Shares offered hereby is appropriate for such Investor. As a result, prospective Investors are required to undertake their own due diligence of the Company, our current and proposed business and operations, our management and our financial condition to verify the accuracy and completeness of the information we are providing in this Memorandum. **An investment in the Shares is suitable only for investors who have the knowledge and experience to independently evaluate the Shares, the Company and our business and prospects.**

SUMMARY OF THE OFFERING

This summary of the Offering is intended to highlight certain information contained in the body of this Memorandum. More detailed information is found in the remainder of this Memorandum, and this summary is qualified in its entirety by information appearing elsewhere in this Memorandum and its appendices and exhibits. Before you invest in our Shares, you should read this entire Memorandum, including the section entitled “Risk Factors”.

The Company

Mogul Strategies, Inc. is a Delaware Corporation organized under the laws of the Delaware. See “The Business”.

Business

The Company is a technology startup fund administrator and manager of funds.

See “The Business”.

The Offering

The Company is offering to prospective investors the right to purchase Units at a price of \$25,000 per Unit, for a minimum subscription of 4 Units, which represent 2,000,000 Shares. The Maximum Offering is \$5,525,000 for a total of 110,500,000 Shares.

Each Investor must be an accredited investor as defined in Regulation D under the Securities Act. Payment for Shares may be made in U.S. dollars. The Offering is being made by the officers of

the Company on a “best efforts” basis. No commissions will be paid on any sales made by the Company’s officers. The Company may elect to engage one or more Placement Agents in connection with this Offering, in which event the Placement Agents will also conduct the Offering on a “best efforts” basis, and the Company would expect in such case to pay estimated total commissions based on a percentage of the Shares entered into by Investors.

The Company will attempt to sell the Shares during an offering period commencing on the date of this Memorandum and expiring on the earlier to occur of (1) the date on which the Maximum Amount has been subscribed for and accepted by the Company or (ii) April 30, 2025, unless extended by the Company, in its sole discretion (such period being hereinafter referred to as the “Offering Period”). We reserve the right to reject any subscription, in whole or in part, or to allot to any prospective Investor Shares for less than the amount subscribed for by such prospective Investor. This private offering is subject to withdrawal, cancellation, or modification without prior notice.

Initial and subsequent closings shall occur at the discretion of the Company.

To subscribe for the Shares offered hereby, prospective Investors are to deliver to the Company:

(i) one completed and duly executed Subscription Agreement (the forms of which accompanies this Memorandum as Exhibit A; and

(ii) (ii) a check or wire in the amount subscribed for. The proceeds of this Offering will not be deposited with an escrow agent and shall be available for use by the Company immediately upon its acceptance of a subscription. We have the right, in our sole discretion, to accept or reject any subscription and subscriptions may not be withdrawn once made.

See “Terms of the Offering”.

Terms of the Shares

The Shares will be entitled to certain rights. See “Terms of the Offering”.

Management and Administration

The Company is managed by the Company’s directors and the officers of the Company, who will administer the business and affairs of the Company and will provide certain services to the Company.

See “Management”

Use of Proceeds

The purpose of this Offering is to provide initial financing for the Company and to provide general working capital for the Company's operations (see "Use of Proceeds"). All funds shall be immediately deposited into the Company's operating account for operational development as described herein. Subscription funds are intended to be used for general working capital purposes, including without limitation to further fund the development of the Company, and cover operational costs. In addition, all fees and costs associated with this Offering will be borne by the Company and paid from the proceeds of the Offering. As a secondary benefit, this Offering will serve to increase the Company's presence in the industry, and it will be the focus of the Company's initial marketing needs.

See "Use of Proceeds".

Summary of Risk Factors

Before you invest, you should consider the complete discussion of the risks associated with an investment in our Shares and Shares in the section entitled "Risk Factors".

The following are some of the significant risks concerning your investment:

- There is no public trading market for the Shares, and we do not expect one to ever develop. Further, the transfer and redemption of our Shares is restricted as set forth herein. Consequently, Investors will have a difficult time trying to obtain cash for their Shares.
- We rely entirely on our officers for the day-to-day management of our business.
- Our officers and directors have the ability to revise our policies and strategies without the prior approval of Investors.

Investing in assets such as the Shares involves risks attributable to both general economic conditions and dynamics within the industry. See "Risk Factors".

Reports

The Company does not expect to provide periodic reports to Investors in this Offering.

Who May Invest

We are offering the Shares in the United States only to persons who are “accredited investors” as defined in Rule 501(a) of Regulation D promulgated under the Securities Act. Pursuant to the provisions of Rule 506(c), independent third-party verification of the accredited investor status of each prospective Investor in the United States will be required prior to the acceptance of any subscriptions by us. Each Investor must represent and warrant in the Subscription Agreement that it, he or she is able to assume the risks inherent in an investment in the Company.

See “Who May Invest” and “Plan of Distribution”.

How to Invest

To invest in the Company, a subscriber must complete and execute a Subscription Agreement and the attached documents and deliver or mail such documents to the Company as set forth therein and must deliver payment for their subscription at such time.

See “Subscription Procedures”.

Certificate of Incorporation and Bylaws

Your relationship with the Company and the partners of the Company will be governed by our Certificate of Incorporation, as amended (the “Certificate”) and Bylaws (the “Bylaws”), copies of which are attached hereto as Exhibit B and Exhibit C, respectively. Some of the significant features of our Certificate and Bylaws are as follows:

- As an Investor holding Shares, you will be a shareholder of the Company.
- The holders of Shares shall not have any right to select the Board of Directors (the “Board”) or officers of the Company and do not have any other voting rights in the Company.
- The Certificate and Bylaws provide that the Board and the Company’s officers shall control the business and affairs of the Company.

Our Certificate and Bylaws are discussed in more detail in the section entitled “Certificate of Incorporation & Bylaws”. If any statements in this Memorandum differ from our Certificate or Bylaws, you should rely on our Certificate and Bylaws as attached hereto.

Tax Considerations

The Company has been formed in Delaware as a domestic corporation, and we expect that it will

be taxed as such. The Memorandum does not address the tax consequences to Investors who subscribe for or purchase Shares. You should consult your own tax advisor regarding personal tax consequences that might be associated with your investment in our Shares.

BUSINESS

The Company

Mogul Strategies, Inc., is a technology start up fund administrator and manager of funds. Our marketing and distribution channels include both online platforms and physical locations, allowing us to reach a global customer base through a schedule of networking events, conferences, trade shows and meetups. With a focus on providing innovative solutions for investment firms, high net worth individuals, and family offices, we offer a range of products and services tailored to meet the unique needs of our clients.

Business Origins

Mogul Strategies, Inc. was founded with a vision to optimize the way fund administration and management companies operate with enterprise institutional software solutions that encompass fund management and accounting principles.

With a team of dedicated professionals and experts in the field, we are developing cutting-edge software solutions that streamline portfolio management, investor relations, risk management, fund accounting, and asset optimization strategies. Our commitment to continuous innovation and customer satisfaction drives us to deliver top-notch products that empower our clients to make informed decisions and maximize their financial potential.

Competitive Advantage

Our talent acquisition strategy entails hiring a full stack lead senior level software engineer as well as a senior Graphic Design/ CAD engineer to procure competitive advantages in our ability to offer reliable and efficient software solutions that cater to the specific needs of investment firms, high net worth individuals, and family offices.

By prioritizing excellent customer service and constantly improving our products, we ensure that our clients receive the best possible support and tools to succeed in their financial endeavors. With a focus on meeting the evolving demands of the market and staying ahead of the competition, we position ourselves as a trusted partner for our customers.

Key Market Trends

The rise of digital transformation in the financial industry has created a demand for advanced technology solutions like ours, offering streamlined portfolio management and risk management tools. Increasing regulatory requirements in the financial sector drive the need for sophisticated fund accounting software to ensure compliance and transparency in operations. Investor expectations for real-time communication and reporting have led to the development of investor relations management tools that enhance client engagement and satisfaction. Asset optimization strategies are gaining traction as investors seek to maximize their financial potential by leveraging data-driven decision-making tools that consider market trends and risk factors. The shift towards online distribution channels has opened up new opportunities for businesses like ours to reach a global customer base and expand our market presence.

Marketing Approaches

- Internet marketing tactics for brand recognition and targeted consumer engagement. Content publicity through blog posts and social media to exhibit Mogul Strategies distinct features.
- Particular email promotions to nurture leads and furnish valuable insights.

Sales Approach

Personalized presentations to showcase Mogul Strategies' worth. Continuous support throughout the sales process. Offering flexible investment packages, options and advantages.

Short-Term Objectives

Within 1 year, increase brand awareness through targeted online marketing campaigns to reach a wider global audience. Within 2 years, establish partnerships with key industry influencers to enhance credibility and expand market reach.

Medium-Term Objectives

Within 3 years, launch a customer loyalty program to retain existing clients and attract new customers through referrals. Within 4 years, expand our online distribution channels to new emerging markets to capitalize on the growing demand for financial technology solutions.

Long-Term Objectives

Within 5 years, achieve a dominant market position by becoming the go-to provider for innovative fund administration software globally.

Within 7 years, diversify our product offerings to include additional services such as AI-powered investment recommendations to stay ahead of market trends.

These objectives align with the key market trends identified, such as the demand for advanced technology solutions, the need for sophisticated fund accounting software, and the shift towards online distribution channels. By setting SMART goals and focusing on continuous innovation and excellent customer service, Mogul Strategies, Inc. can position itself as a leader in the Technology Software for fund administration and fund management industry, driving growth and profitability in the long run.

Segmentation

Investment Firms:

Customer Needs: Streamlined portfolio management processes

Demographics: Professionals in the finance industry, high-income earners

Purchasing Behavior: Value data-driven decision-making tools

High Net Worth Individuals:

Customer Needs: Efficient communication and reporting tools

Demographics: Wealthy individuals with complex investment portfolios

Purchasing Behavior: Seek tools for managing their investments effectively

Family Offices:

Customer Needs: Tools for informed decision-making

Demographics: Wealthy families managing their financial affairs

Purchasing Behavior: Look for solutions tailored to their unique requirements

Corporate Investment Departments:

Customer Needs: Comprehensive risk management tools

Demographics: Professionals in large corporations handling investments

Purchasing Behavior: Require advanced software for managing risks effectively

Financial Advisors:

Customer Needs: Tools for optimizing asset performance

Demographics: Financial professionals offering advice to clients

Purchasing Behavior: Seek software to enhance client portfolios

Targeting

We have chosen to target Investment Firms, High Net Worth Individuals, and Family Offices because these segments have high-income levels and specific needs that align with our products and services. By focusing on these segments, we can tailor our offerings to meet their requirements effectively and drive revenue growth.

Positioning

At Mogul Strategies, Inc., we position ourselves as the go-to provider of technology software for fund administration and management for high-income individuals, institutions and organizations funds. Our products are designed to streamline portfolio management, enhance communication and reporting, enable informed decision-making, and maximize financial potential. By offering tailored solutions for each segment, we aim to be the trusted partner in optimizing asset performance and managing risks effectively for our target customers.

Customer Decision Process

Recognition of Need

At Mogul Strategies, Inc., we understand that our target customers - Investment Firms, High Net Worth Individuals, and Family Offices - have a high-income profile and are constantly seeking efficient ways to manage and administer their funds. The need for our technology software arises from the desire to streamline fund administration and management processes, reduce human error, and enhance decision-making through data-driven insights. Our software is designed to meet these needs by providing a comprehensive, user-friendly, and secure platform for fund administration and management.

Information Search

We provide detailed information about our software on our online platform and physical locations to aid our customers in their search for the best fund administration and management solution. Our website is rich in content, providing comprehensive details about the features, benefits, and pricing of our software. We also offer personalized consultations at our physical locations where customers can interact with our experts to gain more insights about our software. Additionally, we

engage in digital marketing strategies to ensure our software is visible on various online platforms where our potential customers may be searching for solutions.

Evaluation of Alternatives

In the evaluation phase, we understand that our customers will compare our software with other alternatives in the market. We stand out by offering a unique blend of advanced technology, user-friendly interface, and robust security measures. Our software is designed to be adaptable to the changing needs of our customers, ensuring it remains relevant in the dynamic financial landscape. Furthermore, we offer competitive pricing and excellent customer service, making our software a compelling choice for fund administration and management.

Purchase Decision

We strive to make the purchase decision as smooth as possible for our customers. Our online platform is designed with a seamless checkout process, and we offer various payment options to cater to our customers' preferences. At our physical locations, our sales team is trained to provide excellent service, guiding our customers through the purchase process and answering any queries they may have. We also offer demos and trials of our software to allow our customers to experience its benefits before making the purchase decision.

Post-purchase Behavior

After the purchase, we remain committed to ensuring our customers derive maximum value from our software. We provide comprehensive training to help our customers understand how to use our software effectively. Our customer service team is always available to assist with any issues or queries. We also gather feedback from our customers to continuously improve our software and services. By fostering a strong post-purchase relationship with our customers, we aim to ensure their satisfaction and loyalty, ultimately leading to repeat purchases and referrals."

Service Strategy

Our service strategy is centered on providing exceptional customer service to ensure maximum customer satisfaction and loyalty. We believe that excellent customer service is crucial to our success, and we are committed to going above and beyond to meet and exceed our customers' expectations.

We will achieve this by providing personalized service to each customer. Our team will take the time to understand each customer's unique needs and preferences, and tailor our service accordingly. This could involve offering customized product recommendations, providing personalized training and support, or even developing bespoke software solutions for specific customer needs. We will also ensure that our customer service is accessible and responsive. Our

customers can reach us through various channels, including phone, email, and live chat. We will strive to respond to all customer inquiries and issues promptly and effectively, to minimize any potential disruption to our customers' operations.

Product Strategies

We will regularly seek feedback from our customers to continuously improve our service. This could involve conducting customer satisfaction surveys, holding regular customer feedback sessions, or monitoring online reviews and social media comments. We will take all feedback seriously and use it as an opportunity to learn and improve.

We will also invest in training and development for our customer service team. We believe that our employees are our most valuable asset, and we are committed to providing them with the skills and knowledge they need to deliver exceptional service. This could involve regular training sessions, workshops, or even external courses and certifications.

Product Strategy

Our Investment Portfolio Management Software is a powerful tool that simplifies the complex process of managing diverse investment portfolios. It provides a comprehensive view of all investments, enabling data-driven decisions and efficient management. The Investor Relations Management Tool is designed to streamline communication and reporting with investment rms. It provides a centralized platform for managing all investor relations activities, ensuring transparency and efficiency. Our Risk Management Tools are tailored to the specific needs of investment rms, high net worth individuals, and family officers. They provide a robust framework for assessing and managing risks, enabling informed decision-making. The Fund Accounting Software is an essential tool for fund administration and management. It simplifies the complex process of fund accounting, ensuring accuracy and compliance with regulatory requirements. Our Asset Optimization Strategies software provides a strategic framework for optimizing asset performance. It takes into account various factors like market trends, fund performance, and risk tolerance, enabling users to make informed decisions.

Product Differentiation

The Investment Portfolio Management Software stands out with its intuitive interface and advanced analytics capabilities. It provides a unique blend of simplicity and sophistication, making it a preferred choice for investment rms. Our Investor Relations Management Tool differentiates itself with its comprehensive features and user-friendly design. It simplifies the complex process of managing investor relations, making it a must-have tool for investment rms. The Risk Management Tools are differentiated by their robustness and adaptability. They are designed to handle the complex risk management needs of high net worth individuals and family offices, setting them apart from other tools in the market. Our Fund Accounting Software stands out with

its accuracy and compliance features. It simplifies the complex process of fund accounting, making it a preferred choice for fund administrators and managers. The Asset Optimization Strategies software differentiates itself with its strategic approach to asset optimization. It provides a comprehensive framework for making informed decisions, setting it apart from other tools in the market.

Product Development

We are constantly improving our Investment Portfolio Management Software, incorporating feedback from users and staying abreast of the latest trends in portfolio management. Our Investor Relations Management Tool is continuously evolving, with new features being added regularly to enhance its functionality and user experience.

We are committed to the continuous development of our Risk Management Tools, ensuring they remain robust and adaptable to the changing risk landscape.

Our Fund Accounting Software is continuously being renovated, with enhancements being made to improve its accuracy and compliance features. We are constantly updating our Asset Optimization Strategies software, incorporating the latest market trends and investment strategies to ensure it remains a leading tool for asset optimization. Pay a premium for. We will then set our prices based on this perceived value. This could mean that some of our products and services are priced higher than others, depending on the value they offer to our customers.

Secondly, we will regularly review and adjust our prices as the value of our products and services changes. This could be due to factors such as improvements in our products, changes in the market, or feedback from our customers. We will also consider offering discounts and promotional pricing to attract new customers and reward loyal ones. Lastly, we will communicate the value of our products and services clearly to our customers. This will involve highlighting the key features and benefits of our products, as well as the value they offer compared to other options in the market.

We will also ensure that our pricing is transparent and easy to understand, to build trust with our customers and avoid any potential confusion or misunderstandings.

Advertising Strategies

Our advertising strategy will be designed to reach our target audience, clearly communicate the benefits of our software, and position Mogul Strategies, Inc. as the premier provider of technology software for fund administration and management. We will use various tactics to achieve these objectives:

Tactic 1: Digital Advertising

Objective: To reach our target audience where they spend most of their time - online. Digital advertising will allow us to target investment firms, high net worth individuals, and family offices effectively.

Activities: We will run ads on social media platforms like LinkedIn where professionals and firms are active. We will also use Google Ads to target search queries related to fund administration and management software. Additionally, we will explore advertising opportunities on financial and tech websites.

Implementation: We will create engaging ad copies and visuals that highlight the benefits of our products. We will set up ad campaigns, monitor their performance, and tweak them for better results. This process will be ongoing, with initial campaigns set to launch two weeks before the business goes live.

Tactic 2: Content Marketing / Leads

Objective: To establish Mogul Strategies, Inc. as a thought leader in the industry and attract organic traffic to our website.

Activities: We will create high-quality content such as blog posts, whitepapers, and case studies that provide value to our target audience. We will also optimize our content for SEO to improve our visibility on search engines.

Implementation: We will identify trending topics within our industry and create a content calendar. Our team will write, edit, and publish the content on our website and promote it through our social media channels. This tactic will be implemented starting a month before the business launch and will be ongoing.

Tactic 3: Email & SMS Marketing/ Drip Campaigns

Objective: To nurture leads and keep our products top of mind for our target audience.

Activities: We will send regular newsletters and promotional emails to our subscribers. We will also implement drip campaigns for new subscribers to educate them about our products.

Implementation: We will set up email marketing software, create email templates, and build an email list. We will then schedule regular email blasts and monitor the performance of our emails. The initial email campaign will start a week before the business launch and will continue regularly.

Tactic 4: Partnerships

Objective: To leverage the reach of established brands within our industry and expose our products to a larger audience.

Activities: We will partner with relevant financial and tech companies for cross-promotion. We will also sponsor industry events and webinars to increase our brand visibility.

Implementation: We will identify potential partners, negotiate partnership terms, and roll out joint marketing initiatives. We will also identify events to sponsor and prepare marketing materials for these events. The implementation will begin three months before the business launch and will be ongoing.

Tactic 5: Public Relations

Objective: To build a positive image for our brand and generate buzz around our products.

Activities: We will send press releases to relevant media outlets and engage with journalists to get coverage for our products. We will also monitor our brand reputation and handle any PR crises that may arise.

Implementation: We will write compelling press releases and build a list of media contacts. We will send out our press releases and follow up with journalists. The initial PR campaign will start a month before the business launch and will be ongoing.

With these tactics, we aim to reach our target audience, position our brand effectively, and drive demand for our products. By continuously monitoring our campaigns and adjusting as necessary, we are confident that we can achieve our business goals.

Operations Plan

Key Activities

Software Development: We are dedicated to creating and continuously improving our software products. This involves rigorous coding, testing, and debugging to ensure that our software is efficient, reliable, and user-friendly. We also prioritize the integration of new features and functionalities based on customer feedback and market trends.

Customer Support: Providing exceptional customer support is a key activity for us. This includes troubleshooting technical issues, answering queries, and providing guidance on how to use our software. Our support team is trained to assist customers in a timely and professional manner.

Marketing and Sales: To reach our target audience, we engage in various marketing and sales activities. This involves online marketing, product demonstrations, attending industry events, and networking. We strive to communicate the value of our software to prospective customers and convert them into paying clients.

Training and Education: We offer comprehensive training and educational resources to our customers. This includes webinars, tutorials, and documentation that help users understand and get the most out of our software. We also provide training for new features and updates.

Data Security and Compliance: Given the sensitive nature of the data our software handles, maintaining high levels of data security and compliance is paramount. We implement strict security measures and regularly conduct audits to ensure compliance with relevant regulations.

Key Performance Indicators (KPIs)

Customer Acquisition Cost (CAC)

Definition: This is the cost associated with acquiring a new customer. It includes marketing and sales expenses. **Importance:** A lower CAC indicates a more efficient marketing and sales strategy. It's crucial for understanding the return on investment for our marketing efforts. **Data Collection:** We calculate this by dividing the total marketing and sales costs by the number of new customers acquired within a specific period.

Customer Retention Rate (CRR)

Definition: This is the percentage of customers who continue to use our software over a given period.

Importance: A high CRR signifies customer satisfaction and loyalty. It's an indicator of the value our software provides to our customers. **Data Collection:** We calculate this by dividing the number of customers at the end of a period (minus new customers) by the number of customers at the start of that period, then multiplying by 1000.

Net Promoter Score (NPS)

Definition: This measures customer satisfaction and loyalty. It's based on the question: "On a scale of 0-10, how likely are you to recommend our software to a friend or colleague?" **Importance:** A high NPS indicates that our customers are happy with our software and are likely to refer others to us. **Data Collection:** We collect this data through customer surveys.

Revenue Growth Rate

Definition: This measures the rate at which our revenue is increasing or decreasing for a certain period.

Importance: It's an important metric for understanding the financial health and growth potential of

our business. Data Collection: We calculate this by subtracting the revenue of the previous period from the revenue of the current period, then dividing by the revenue of the previous period.

Product Usage Metrics

Definition: These are metrics related to how customers use our software, such as the number of active users, session length, and feature usage. Importance: These metrics help us understand how our software is being used, which features are most popular, and where improvements may be needed. Data Collection: We collect this data through in-app analytics tools.

Quality Control

At Mogul Strategies, Inc., we are committed to delivering top-tier technology software for fund administration and management. To ensure the quality of our products, we have established rigorous quality control measures. Our first line of defense is our dedicated team of software engineers who conduct regular audits and checks on our software to identify any potential issues or glitches. We also employ automated testing tools to ensure that our software performs optimally under various scenarios. These tools help us detect and rectify any bugs or performance issues before they reach our clients. Additionally, we have a dedicated customer feedback system in place to gather insights from our users. This feedback is invaluable in helping us continually improve our software and services.

Furthermore, we are committed to providing regular training and development for our staff to ensure they are up-to-date with the latest industry trends and technologies. This ensures that our team is equipped to maintain the high standard of quality that our clients expect from us.

Implementation Plan

Technology Strategy and Selection

Cloud-based Software as a Service (SaaS): Given the global reach of Mogul Strategies, Inc., we will utilize a cloud-based SaaS model to deliver our services. This will allow us to scale our services quickly and efficiently to accommodate our growing client base. Artificial Intelligence (AI) and Machine Learning (ML): These technologies will be integrated into our software to provide predictive analytics, risk assessment, and portfolio optimization. Blockchain Technology: We will use blockchain technology for secure, transparent, and efficient transactions, which is particularly crucial in fund administration and management. Customer Relationship Management (CRM) Software: To efficiently manage our investor relations, we will adopt a robust CRM system. Data Security Technology: Given the sensitive nature of the data we handle, implementing advanced data security measures is a priority. We will employ encryption and two-factor authentication among other security measures.

Expected Technology Contribution

Cloud-based SaaS will allow us to deliver our services seamlessly across different regions, making our software accessible to clients worldwide. AI and ML will enable us to provide intelligent insights and predictions to our clients. These technologies will help our clients make informed investment decisions and manage their portfolios effectively. Blockchain technology will ensure our transactions are secure, transparent, and efficient. This will boost the confidence of our clients in our services. A robust CRM system will enable us to manage our relationships with our clients efficiently, enhancing our customer service and boosting client retention. Advanced data security measures will protect our clients' sensitive information, ensuring their trust in our services.

Technology Requirements

Cloud-based SaaS requires reliable internet connectivity and sufficient bandwidth to ensure smooth delivery of services. AI and ML require powerful computing hardware to process large amounts of data and generate accurate predictions. Blockchain technology requires a secure and robust network infrastructure to support the secure and efficient processing of transactions.

CRM software requires a user-friendly interface and integration capabilities with other software to ensure efficient management of customer relations. Data security technology requires advanced encryption tools and a secure network infrastructure to protect against cyber threats.

Technology Implementation

Identify and engage with a reputable tech vendor with a proven track record in delivering the selected technologies. The vendor should also provide post-implementation support. Conduct a pilot test of the technologies to identify any potential issues before full-scale implementation. Train our staff on how to utilize these technologies effectively. This includes training on data security measures to ensure the safe handling of client data. Gradually roll out the technologies to our clients, starting with a select group before expanding to all clients. Regularly review the performance of the technologies and make necessary adjustments to ensure they continue to meet our business needs.

Digital Strategy

Technology Management

Regular maintenance of our technologies will be carried out to ensure they function optimally at all times. This includes regular updates to our software. We will conduct regular upgrades of our technologies to ensure they remain up-to-date and continue to meet our clients' needs. Data management will be a top priority. We will implement measures to ensure our clients' data is securely stored and easily retrievable when needed. We will continuously monitor our security measures to protect against cyber threats. This includes regular security audits and updates to our

security protocols.

Digital Strategy

Our first step is to establish a strong online presence. As Mogul Strategies, Inc., we understand the importance of digital visibility in today's technology-driven world. We will create a professional and intuitive website that clearly communicates our services and their benefits. The website will be optimized for search engines to ensure we appear in the search results when potential clients are looking for the services we offer. To further enhance our online presence, we will also create profiles on relevant social media platforms and professional networks.

We recognize the power of content marketing in establishing our brand as a thought leader in the technology software for fund administration and management industry. We will regularly publish insightful and informative articles, blog posts, and whitepapers on our website and across our social media platforms. This content will not only provide value to our audience but also help improve our search engine rankings.

Email marketing will be a key part of our digital strategy. We will create a newsletter that provides updates on our products and services, industry news, and useful tips for investment firms. This will help us to stay top of mind with our audience and nurture relationships with potential clients.

We will leverage the power of social media to engage with our audience and build relationships. We will share our content, participate in relevant discussions, and respond to comments and queries in a timely manner. We will also use social media to promote our products and services, and to direct traffic to our website.

As a technology software company, we understand the importance of user experience. We will ensure our website and software are user-friendly and intuitive. We will regularly collect feedback from our users and make necessary improvements to enhance their experience. This will not only help us to retain our existing users but also attract new ones. We will use digital advertising to reach a wider audience. We will run targeted ads on search engines and social media platforms to reach potential clients who are looking for the services we offer. We will also explore other forms of digital advertising such as display ads and sponsored content.

We will use analytics to measure the effectiveness of our digital strategy. We will regularly track and analyze key metrics such as website traffic, social media engagement, email open rates, and conversion rates. This will help us to understand what's working and what's not, and to make necessary adjustments to our strategy. We understand the power of partnerships in growing a business. We will seek to form strategic partnerships with other businesses in our industry. This could be in the form of joint marketing campaigns, affiliate programs, or cross-promotions. These

partnerships will not only help us to reach a wider audience but also enhance our credibility in the industry.

Finally, we will prioritize customer service in our digital strategy. We will provide multiple channels for our clients to reach us, and ensure we respond to their queries and concerns in a timely manner. We will also use digital tools to improve our customer service, such as chatbots and customer relationship management systems.

In conclusion, our digital strategy is focused on establishing a strong online presence, providing value through content marketing, engaging with our audience, improving user experience, leveraging digital advertising, using analytics, forming strategic partnerships, and prioritizing customer service. We believe this strategy will help us to establish Mogul Strategies, Inc. as a leader in the technology software for fund administration and management industry.

TARGETED INVESTMENT

In setting the performance targets for the Company, as well as in determining that there is a sound basis for evaluating the facts used and assumptions made to establish such performance targets, the Company considered a variety of factors and assumptions, including those outlined below. Changes in these factors and/or assumptions or in other factors not considered could result in net yields to investors lower than the targeted ranges or even result in losses of capital.

There can be no assurance that any level of performance will be achieved. Matters and assumptions that the Company considered in establishing its targeted returns includes, among others:

- a) the performance, investing strategies, and asset mix of the investments that key personnel of the Company have managed, considering the market conditions under which they were and are being invested;
- b) the current state of the credit markets and the Company's beliefs regarding the ability to obtain financially attractive financing;
- c) the anticipated terms of the Company, including the expected fees and incentive payments to be paid by the Company; and
- d) the current economic and political climate, including uncertainty arising from the national and international political situation; disturbances to the geo-political status quo; uncertainty surrounding health care reform, tax reform, and infrastructure renewal; the protracted debt ceiling and U.S. Federal government budget deficit; rising interest rates; and uncertainties created in the world economy and political landscape.

While the Company will seek to achieve its targeted returns, neither the performance of other investments made by affiliates of the Company nor the targeted returns should be construed as

providing any assurance or guarantee as to the actual returns that the Company may realize, if any.

In addition, there is no guarantee that there will not be any loss of capital in connection with an investment in the Company. Actual realized returns, if any, may vary significantly from the targets and will depend on, among other factors, future market conditions and operating results, the value of assets at the time of dispositions, any related transaction costs and the timing and manner of sale, all of which may differ either positively or negatively from the assumptions on which the estimates and assumptions of targeted returns are based. The Company's targeted returns are not a guarantee as to the quality of the investment opportunity presented herein or a representation as to the adequacy of the Company's methods or assumptions used in estimating returns. A prospective Investor should carefully read and consider the sections of this Memorandum captioned "Conflicts of Interest".

OPERATING PROCEDURES

Distribution Policies

The Company may establish reserves for anticipated expenses, liabilities, and follow-on investments. However, the Company may reinvest the proceeds from liquidation of its investments up to the amount that is equal to the Company's accumulated organization and operating expenses. The Company may make in-kind distributions of the securities of its portfolio companies which are freely tradable and marketable prior to the winding up of the Company.

Valuations

The Company may value its assets annually pursuant to valuation guidelines.

MANAGEMENT

DANIEL FAINMAN – PRESIDENT, CEO

Dan Fainman is an energetic, positive, multi-skilled and seasoned serial entrepreneur extraordinaire with an entertainment track record going back to 2006 when he was first featured on an HBO Series "Assume the Position of Mr. Whul". Fainman, a zodiac Virgo, was born on September 5, 1990 in Manhattan, New York, USA .

He is an actor, writer, producer and aspiring director. Most recently, Fainman was featured on "The Irishman" along with Bo Deitl in the same scene with Al Pacino and Robert DeNiro. A number of infamous gunman roles in up and coming films "Asian Mob" and "Bare Knuckle Brawlers". He was also featured in a Steve Stanulis and Richard Grieco film "Clinton Road" as a club goer alongside Vincent Pastore and ICE - T. In 2012, Fainman co starred in the feature film "Heartlines" alongside Steven Bauer.

Fainman is also known for his fierce tactics when it comes to writing and producing films. As an investor, Fainman backed Patrick F Gallagher, a producer at Incorporated Productions and Ryan R Johnson, president of The Film House, LLC. on "Mississippi Wild", never-released movie they tried to produce in 2011. After being defrauded for over \$250,000.00, Fainman didn't let the pitfall interfere with his entertainment career and pursued litigation winning a \$318,000 judgment in January 2013 against Gallagher, Johnson and their production companies, Pretty Dangerous Films and Velocity Pictures.

Fainman's track record in the entertainment realm is a part of his overall success in business. Since 2010, Fainman has been the CEO of Mogul, Inc., a technology enterprise that focuses on innovation, design and engineering of software for the financial services (fintech) industry. Mogul, Inc. has developed into a full-fledged software design and development organization that aggregates a portfolio of thousands of premium domain names, brands and intellectual properties in addition to proprietary Fintech Adtech and software. Fainman sold RealEstateMogul.com for \$56,000.00 in 2012, and owns one of the largest most viable Mogul brand portfolios today.

CERTIFICATE OF INCORPORATION & BYLAWS

Investors will not have control over our management, which is vested solely in the Board and the officers of the Company to the extent required by the laws of the Delaware General Corporation Law.

Our Certificate provides that, to the fullest extent permitted by applicable law, a director of the Company will not be personally liable to the Company or its shareholders for monetary damages for any breach of fiduciary duty as a director, and that, to the fullest extent permitted by applicable law, the Company may indemnify any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of any other enterprise. Our Certificate also provides that the Board may amend or repeal the Bylaws without any action by the shareholders.

Your relationship with the Company and the shareholders of the Company will be governed by our Certificate and Bylaws, copies of which are attached hereto as Exhibit B and Exhibit C, respectively. Some of the significant features of our Certificate and Bylaws are as follows:

- As an Investor holding Shares, you will be a shareholder of the Company;
- The holders of Shares shall not have any right to select directors, officers, or directors of the Company and do not have any other voting rights in the Company;

- The Certificate and Bylaws provide that the Company's Board shall control the business and affairs of the Company.

If any statements in this Memorandum differ from our Certificate or Bylaws, you should rely on our Certificate and Bylaws as attached hereto. The summary above does not set forth all of the provisions of the Certificate and the Bylaws of the Company and is qualified in its entirety to our full Certificate and the Bylaws, which are attached hereto as Exhibit B and Exhibit C, respectively.

TERMS OF THE OFFERING

The Shares are being offered privately by the Company and its officers on a best-efforts basis. This offering is made to a limited number of investors who are qualified to purchase our Shares. The Company is complying with the securities laws of the United States in offering and selling the Shares. The Company will use the funds from this Offering to develop the Company described herein.

Minimum Offering Amount; Maximum Offering

The Company is offering to prospective investors the right to purchase Units at a price of \$25,000 per Unit, for a minimum subscription of 4 Units, which represent 2,000,000 Shares. The Maximum Offering amount is \$5,525,000 for a total of 110,500,000 Shares. The Company may elect to accept subscriptions in amounts it deems appropriate in its sole discretion. There is no minimum amount required to be raised in this Offering for the Company to access the funds. Investors' funds will not be held in escrow and will be immediately available to the Company upon acceptance of the applicable subscription. Investors may, at any time, and from time to time, subscribe for additional Shares so long as this Offering is open. Shares shall be authorized at the time of closing of this Offering.

Offering Period

The Company will attempt to sell the Shares during an offering period commencing on the date of this Memorandum and expiring on the earlier to occur of (1) the date on which the Maximum Amount has been subscribed for and accepted by the Company or (ii) April 30, 2025 unless extended by the Company, in its sole discretion. We reserve the right to reject any subscription, in whole or in part. This private Offering is subject to withdrawal, cancellation, or modification without prior notice.

Use of Proceeds

The Company's management will have broad discretion in the application of the net proceeds of

this Offering and Investors will have to rely upon their judgment. At present, the net proceeds of the Offering are expected to be used for (i) paying for the costs of this Offering, (ii) the future development of the Company, (iii) the development of functional products for the Company, (iv) general business purposes, which may include capital expenditures, acquisitions, debt repayments, infrastructure, and short term investments, among other things, (v) legal, accounting and marketing expenses. The failure by the Company's management to apply these funds effectively could have a material adverse effect on the Company and the value of the Shares. Since the commencement of the Offering through the date of this document, the Company has utilized its own capital to manage its operations and does not owe any future debt as reported in the financial statements in this document.

Who May Invest

The offer, offer for sale, and sale of our Shares is intended to be exempt from the registration requirements of the Securities Act pursuant to Rule 506(c) of Regulation D promulgated thereunder as to "accredited investors" under the Securities Act, and is intended to be exempt from the registration requirements of applicable state securities laws as a federally covered security.

A subscriber must meet one (or more) of the investor suitability standards (be an "accredited investor" below to purchase Shares. Fiduciaries must also meet one of these conditions. If the investment is a gift to a minor, the custodian or the donor must meet these conditions. For purposes of the net worth calculations below, net worth is the amount by which assets exceed liabilities, but excluding your house, home furnishings or automobile(s) among your assets. In addition, in the subscription agreement, a subscriber will have to confirm satisfaction of these minimum standards:

- Each Investor must have the ability to bear the economic risks of investing in the Shares;
- Each Investor must have sufficient knowledge and experience in financial, business or investment matters to evaluate the merits and risks of the investment;
- Each Investor must represent and warrant that the Shares to be purchased are being acquired for investment and not with a view to distribution;
- Each Investor will make other representations to us in connection with purchase of the Shares, including representations concerning the Investor's degree of sophistication, access to information concerning the Company, and ability to bear the economic risk of the investment.

Suitability Requirements

Accredited Investors

Rule 501(a) of Regulation D defines an "accredited investor" as any person who comes within any of the following categories, or whom the issuer reasonably believes comes within any of the

following categories, at the time of the sale of the securities to that person:

(1) Any bank as defined in section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Exchange Act; any insurance company as defined in section 2(a)(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

(2) Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;

(3) Any organization described in section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;

(4) Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;

(5) Any natural person whose individual net worth, or joint net worth with that person's spouse, exceeds \$1,000,000;

(6) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

(7) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in § 230.506(b)(2)(ii); and

(8) Any entity in which all of the equity owners are accredited investors.

For purposes of calculating net worth:

(A) The person's primary residence shall not be included as an asset;

(B) Indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and

(C) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability.

In determining income, a subscriber should add to the subscriber's adjusted gross income any amounts attributable to tax exempt income received, losses claimed as a limited partner in any limited partnership, deduction claimed for depletion, contribution to an IRA or Keogh plan, alimony payments, and any amount by which income for long-term capital gains has been reduced in arriving at adjusted gross income.

The SEC adopted a final rule (the "Amendment") amending the definition of "accredited investors" as that term is defined in Section 501(a) of Regulation D under the Securities Act, effective December 8, 2020. Among other things, the Amendment adds several new categories of persons who may qualify as accredited investors and adds the term "spousal equivalent" to the accredited investor definition, so that spousal equivalents (defined as "a cohabitant occupying a relationship generally equivalent to that of a spouse") may pool their finances for the purpose of qualifying as accredited investors. Pursuant to the Amendment, after December 8, 2020, the Interests may be sold to the following persons (in addition to those categories of persons identified as "accredited investors" above), who immediately prior to the sale, either alone or with a purchaser representative, have such knowledge and experience in financial and business matters that enable such investor to evaluate the merits and risks of the prospective investment:

- (1) Any investment adviser registered pursuant to section 203 of the Investment Advisers Act of 1940, as amended, or registered pursuant to the laws of a state, or any investment adviser relying on the exemption from registering with the SEC under section 203(l) or (m) of the Investment Advisers Act of 1940, as amended.
- (2) Any Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act.

- (3) Any entity, of a type not described above, that is not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5,000,000.00.
- (4) Any natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the SEC has designated as qualifying an individual for accredited investor status.
- (5) Any natural person who is a “knowledgeable employee,” as defined in rule 3c-5(a)(4) under the Investment Company Act of 1940, as amended, of the issuer of the securities being offered or sold where the issuer would be an investment company, as defined in section 3 of such act, but for the exclusion provided by either section 3(c)(1) or section 3(c)(7) of such act.
- (6) Any “family office,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, as amended, or “family client,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act (a) with assets under management in excess of \$5,000,000.00, (b) that is not formed for the specific purpose of acquiring the securities offered, and (c) whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment.

Additional Provisions and Requirements

In addition to the foregoing suitability standards, we cannot accept subscriptions from anyone if the representations required are either not provided or are provided but are inconsistent with our determination that the investment is suitable for the subscriber. In addition to the financial information we require, the representations we require of you state that you:

- Have received this Memorandum, together with the Exhibits attached hereto;
- Understand that no federal or state agency has made any finding or determination as to the fairness for investment in, nor made any recommendation or endorsement of, the Shares; and
- Understand that an investment in the Company will not, in itself, create a qualified retirement plan as described in the Internal Revenue Code and that you must comply with all applicable provisions of the Internal Revenue Code in order to create a qualified retirement plan. You will also represent that you are familiar with the risk factors we describe and that this investment matches your investment objectives. Specifically, you will represent to us that you:
- Understand that there will be no public market for the Shares, that there are substantial restrictions on repurchase, sale, assignment or transfer of the Shares, and that it may not be possible to readily liquidate an investment in the Shares; and
- Have investment objectives that correspond to those described elsewhere in this Memorandum. You will also represent to us that you have the capacity to invest in our

Shares by confirming that:

- You are legally able to enter into a contractual relationship with us, and, if you are an individual, have attained the age of majority in the state in which you live; and
- If you are a manager, that you are the manager for the Company on behalf of which you are purchasing the Shares and have due authority to purchase Shares on behalf of the Company.

If you are purchasing as a fiduciary, you will also represent that the above representations and warranties are accurate for the person(s) for whom you are purchasing Shares. By executing the Subscription Agreement, you will not be waiving any rights under the Securities Act or the Exchange Act.

We have the right to refuse a subscription for Shares if in our sole discretion if we believe that the prospective Investor does not meet the suitability requirements. It is anticipated that comparable suitability standards (including state law standards applicable in particular circumstances) may be imposed by us in various jurisdictions in connection with any resale of the Shares.

Subscription Procedures

Each Investor herein will be required to do the following:

1. Complete, sign and deliver to us a Subscription Agreement (subject to the guidance below);
2. Deliver payment by check or wire, or USD, pursuant to the instructions on the Subscription Agreement.

Investors within the United States, or who are U.S. persons, and who are subscribing on the basis of being an accredited investor should complete and return the form of subscription attached hereto as Exhibit A.

The execution of Subscription Agreement by a subscriber constitutes a binding offer to purchase the Shares subscribed for. Once a subscriber subscribes for Shares, that subscriber will not be able to withdraw such subscription. If a subscription is not accepted, subscription funds will be promptly returned to the subscriber, without interest or deduction (except for the wire transfer fee). By submitting the completed and signed Subscription Agreement with payment for the purchase of Shares, you represent and warrant that you meet the relevant suitability standards and are eligible to purchase Shares.

We do not permit sales to discretionary accounts without prior specific written approval of the owner of the account. By executing a Subscription Agreement and delivering payment you will

become a shareholder of Company. You will also be a shareholder upon receipt of the Shares. Upon executing a Subscription Agreement, you are not yet the counterparty to the Company or an owner of our Shares. The Shares will be countersigned and issued if and when your Subscription Agreement is accepted by the Company. Subscription agreements are non-cancelable and irrevocable and subscription funds are non-refundable for any reason, except with the consent of the Company.

We will be reviewing subscription applications as they are received and will accept or reject subscription applications within 15 days after receipt of the subscription. We will indicate our acceptance of your Subscription Agreement by countersigning it and the Shares and returning to the prospective Investor. The Company reserves the right to reject any subscription submitted for any reason. There is no minimum offering amount and the Company will hold subscription funds during the period that the Company is determining whether to accept a particular subscription. If your subscription is rejected, subscription funds will be promptly returned, without interest.

Transfer Restrictions

The issuance and sale of the Shares have not been registered under the Securities Act or any other applicable securities laws, and we do not expect that the Shares will be registered once created. Unless so registered, the Shares may not be offered, sold, pledged or otherwise transferred within the United States or to or for the account of any U.S. Person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws. Investors will generally be required to maintain and hold their Shares for a period of one year from the issuance of the Shares. The Shares are not redeemable at the option of the holder, and shareholders will not have the right to withdraw their capital. It is not contemplated that the Shares will ever be registered. No public market for the Shares may ever develop.

In addition, if an Investor wishes to transfer Shares to another investor, they must submit a request to the Company, provide all legal documents needed for the transfer as well cover all the fees associated with the transfer. Each purchaser of Shares will be required to make the representations set forth in “Who May Invest”.

PLAN OF DISTRIBUTION

We intend to offer the Shares for sale directly to Investors privately pursuant to Regulation D as promulgated by the SEC under the Securities Act. The Company may, in its discretion, implement special marketing incentive programs to broker-dealers in this Offering, other than the payment of sales commissions, syndicate expenses, investment banking expenses, and/or unallocated wholesale expenses, which will be paid by the Company. Investors shall execute subscription documents provided with

this Memorandum in which they represent that the purchase of the Shares and the underlying securities is being made for investment purposes with no intent to resell.

The Shares will be offered on a “best efforts” basis to qualified Investors by the Company through the Company’s officers. All sales will be made privately to interested parties. The Shares are being offered for sale to a select group of investors who meet the suitability standards set forth under “Who May Invest.” The Company’s officers, employees and advisors may participate in the Offering and no fees will be due to them for sale of Shares by such persons.

We reserve the right to accept or reject your subscription in whole or in part. Our acceptance of your Subscription Agreement is effective when we countersign it and issue the Shares. If we accept your Subscription Agreement, we will provide you with a confirmation of your purchase. If we do not accept your subscription, your purchase payment will be returned to you, without interest, within 30 days of our non-acceptance.

RISK FACTORS

In addition to the other information in this Memorandum, you should carefully consider the following risk factors below before making an investment decision to purchase Shares offered hereby. The purchase of Shares is only suitable for persons or entities that can afford the risk of loss of their entire investment. If any of the following risks actually occur, our business, financial condition, or results of operations could be materially and adversely affected. The risks and uncertainties described below are not the only ones we face.

SHARES MAY HAVE NO VALUE. BUYER MAY LOSE ALL AMOUNTS PAID.

Buyer has carefully reviewed, acknowledges, understands and assumes the following risks, as well as all other risks associated with the Shares (including those not discussed herein), all of which could render the Shares worthless or of little value:

Risks Related to the Company

This Memorandum contains forward-looking statements.

Certain information contained in this Memorandum constitutes “forward-looking statements,” which can be identified by the use of forward-looking terminology such as “may,” “will,” “should,” “expect,” “anticipate,” “project,” “estimate,” “intend,” “continue” or “believe” or the negatives thereof or other variations thereon or similar terminology. Due to various risks and uncertainties, actual events or the actual performance of the Company may differ materially from those reflected or contemplated by such forward-looking statements. Investors are cautioned not

to place undue reliance on such statements.

The Company has limited operating history, which makes it hard to evaluate its ability to generate revenue through operations.

The Company has only limited operations, assets and revenues. As a consequence, while the Company is beginning to develop its application, it does not have sufficient revenues or financial results or history upon which prospective investors may base an assessment of its business and prospects. The Company's operations are subject to all of the risks inherent in the establishment of a developing business in a highly competitive market.

The Company's limited operating history may make it difficult to evaluate its current business and future prospects. The Company will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly developing and changing industries, including challenges in forecasting accuracy, determining appropriate investments of its limited resources, gaining market acceptance, managing a complex regulatory landscape, and developing new projects.

The likelihood of its success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding businesses and the competitive environment in which it operates. If the Company fails to successfully address these risks, its business, financial condition, and results of operations would be materially harmed. Any investment in the Company should be considered a high-risk investment because the investor will be placing funds at risk in an unseasoned early-stage company with unforeseen costs, expenses, competition and other problems to which such companies are often subject.

The Company's current operating model may require changes in order for it to scale its operations efficiently. Purchasers should consider the Company's business and prospects in light of the risks and difficulties it faces as an early-stage company. The Company is focused on developing its business and exploring opportunities.

The Company does not have any material cash reserves or operations at this time. No assurances can be given that we will generate sufficient revenue or obtain necessary financing to continue as a going concern.

Payments made pursuant to the terms of the Shares may detract from the capital the Company could otherwise deploy to improve its business.

Any capital used to make payments related to the Shares detracts from the capital available for the

Company to deploy in developing its business. Diverting the funds from the Company's operations may put the Company at a significant disadvantage in comparison to its competitors who do not make similar payments. This disadvantage may have an adverse impact on the operations and financial conditions of the Company.

The Company may be forced to cease operations.

It is possible that, due to any number of reasons, including, but not limited to the inability by the Company to establish the Shares' utility, the failure of commercial relationships, or intellectual property ownership challenges, the Company may no longer be viable to operate, and the Company may dissolve.

Company's operations may not be widely adopted and may have limited users.

It is possible that the business, if developed, will not be used by a large number of organizations, or that there will be limited interest in the creation and development of the business. Such a lack of use or interest could negatively impact the development of the operations, the value of the Shares and the financial position of the Company.

Alternative properties may be established that compete with the Business in this case.

It is possible that alternative properties could be established that utilize the same or a similar protocol or regulations that will underlie the business or that will facilitate services that are materially similar to the business. The business may compete with these alternative properties, which could negatively impact the business and the Shares.

Some market participants in the industry may oppose Company operations.

The market participants who may oppose may include market participants with significantly greater resources, including financial resources and political influence, than the Company has. The ability of the Company to operate and achieve its commercial goals could be adversely affected by any actions of any such market participants that result in the need to have a material adverse effect on the Company's operations and financial conditions.

We need additional capital to develop our business. If we fail to obtain additional capital, we may not be able to implement our business plan.

The continuation of our operations will require the commitment of substantial additional resources. Currently, we have no established bank-financing arrangements. Our expenses are at a minimum, and therefore, most of the capital raised will be utilized as described herein.

There can be no any assurance that any additional financing will be available to us, or if available, will be on terms favorable to us. The sale of additional equity securities will result in dilution to our shareholders. The occurrence of indebtedness would result in increased debt service obligations and could require us to agree to operating and financing covenants that would restrict our operations. If adequate additional financing is not available on acceptable terms, we may not be able to continue our business operations.

Our Certificate and the Bylaws provide for indemnification of the officers and shareholders.

Our Certificate and Bylaws provides for the indemnification of our officers and shareholders at our expense and limit their liability to the Company. This may result in a major cost to us because company resources may be expanded for the benefit of the shareholders and present or former officers.

We are dependent on key personnel.

The Company's operations and business strategy are dependent upon the knowledge and business connections of the shareholders and the Board. Even if we are able to find additional personnel, it is uncertain whether we could find someone who could develop our business along the lines described in this Memorandum. We could fail without the services of the shareholders and the Board.

The success of the Company will be highly dependent on the expertise and performance of its management team. There can be no assurance that the shareholders and the Board or any additional members of the management team will continue to be associated with the Company or any of their affiliates throughout the life of the Company. The loss of the services of one or more of these individuals could have a material adverse effect on the performance of the Company.

General economic conditions and recent events may affect the Company and its operations.

Various sectors of the global financial markets have been experiencing an extended period of adverse conditions. These conditions have resulted in reduced liquidity, greater volatility, general widening of credit spreads and a lack of price transparency. The short and long-term impact of these events is uncertain but could have a material effect on general economic conditions, consumer and business confidence and market liquidity. Investments made by the Company are expected to be sensitive to the performance of the overall economy. A negative impact on economic fundamentals and consumer and business confidence would likely increase market volatility and reduce liquidity, both of which could have a material adverse effect on the ability of the Company to dispose of or realize its assets or investments at favorable multiples and on the performance of the Company generally, and these or similar events may affect the ability of the

Company to execute its investment strategies.

The Company does not expect to make any distributions to holders of the Shares and there can be no assurance of repurchases of Shares.

The Company does not expect to make any distributions to the holders of the Shares other than as set forth herein. However, there can be no assurance that holders of the Shares will not owe taxes with respect to their ownership of Shares, and thus such taxes will have to be paid from the holders' own funds.

There will exist recourse to the Company's assets.

The Company's assets are available to satisfy all liabilities and other obligations of the Company. If the Company becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to the Company's assets generally and not be limited to any particular asset, such as the asset representing the investment giving rise to the liability or to any particular operating subsidiary of the Company.

The Company is undertaking this Offering pursuant to a private offering exemption.

The Company intends to offer the Shares without registration under any securities laws in reliance on an exemption for private offerings to accredited investors. While the Company believes reliance on such exemption is justified, there can be no assurance that factors such as the manner in which offers and sales are made, the scope of disclosure provided, failures to make notices, filings, or changes in applicable laws, regulations or interpretations will not cause the Company to fail to qualify for such exemptions under U.S. federal or one or more states' securities laws. Failure to so qualify could result in the rescission of sales of Shares at prices higher than the current value of those Shares, potentially materially and adversely affecting the Company's performance and business. Further, even non-meritorious claims that offers and sales of Shares were not made in compliance with applicable securities laws could materially and adversely affect the ability of the shareholders and the officers they name to conduct the Company's business.

Regulatory, legal and tax changes may adversely affect the Company.

Legal, tax and regulatory changes, as well as judicial decisions, could adversely affect the Company. In response to the recent global financial crisis, there have been unprecedented legislative and regulatory actions taken by numerous governmental authorities and their agencies. Many of these actions have been directed at the securities industry in general and specific segments of the industry. Additional legislative and regulatory action is likely. Changes to the securities laws and regulations could occur during the term of the Company and may adversely affect the

Company and its ability to operate. Such risks are often difficult or impossible to predict, avoid or mitigate. The effect on the Company of any such regulatory or legal changes could be substantial and adverse.

Our financial condition and results of operation will depend on our ability to manage future growth effectively.

Our ability to achieve our investment objective will depend on our ability to grow, which will depend, in turn, on the ability of the Board and the officers it names to execute on our business plan. The management team of Company will have substantial responsibilities under the Certificate and Bylaws. In addition, the employees of the Company may also be called upon to provide managerial assistance. Any failure to manage our future growth effectively could have a material adverse effect on our business, financial condition, and results of operations.

The Company may experience fluctuations in its quarterly results.

The Company could experience fluctuations in its quarterly operating results due to a number of factors, including the level of its expenses; variations in, the timing of, and the recognition of realized and unrealized gains or losses; the degree to which we encounter competition in our markets; and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

Misconduct by employees of the Company or third-party service providers could cause significant losses to the Company.

Misconduct by employees of the Company or third-party service providers could cause significant losses to the Company. Losses could also result from actions by third-party service providers, including, without limitation, failing to recognize trades and misappropriating assets. In addition, employees and third-party service providers may improperly use or disclose confidential information, which could result in litigation or serious financial harm, including limiting the Company's business prospects or future marketing activities. No assurances can be given that the due diligence performed by the Company or the shareholders will identify or prevent any such misconduct.

There is always doubt concerning the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is subject to its ability to generate a profit and/or obtain necessary funding from outside sources, including obtaining additional funding from the sale of the Shares offered hereby upon consummation of an acquisition, increasing sales or obtaining loans and grants from various financial institutions where possible. Company's

continued net operating losses increase the difficulty in meeting such goals and there can be no assurances that such methods will prove successful. If Company is unable to continue as a going concern, the investors may lose their entire investment.

If the Company's operations do not achieve and maintain market acceptance, its business will not be successful.

The Company's success is dependent upon the commercial viability of its operations in its markets. For its business to be successful, however, it must convince potential customers of both the effectiveness and economic benefits of our business as compared to currently existing or future business developments. There can be no assurances that the Company will be able to do so. If its technologies do not achieve and maintain market acceptance, its business will not be successful.

If the Company does not develop sales and marketing capabilities or marketing arrangements successfully, it will not be able to market its business successfully.

At the present time, the Company's principal executive officers devote substantial time to sales efforts, and the Company's sales efforts are significantly reliant upon the contacts and experience of its executive officers and members of its board of directors. The Company intends to develop its sales and marketing capabilities through the appointment of sales representatives and independent distributors. If the Company is unable to do so, it will have difficulty selling its services, which would materially adversely affect its business, prospects, financial condition and results of operations.

If the Company is unable to secure adequate third-party suppliers, the Company's competitive position and profit margins could be materially affected.

The Company is dependent on third parties to supply various parts and components. While the Company believes there are numerous suppliers available to satisfy its anticipated requirements, failure or refusal of an existing supplier to fulfill an order could result in the Company's inability to deliver its services on a timely and competitive basis. Further, the inability to obtain favorable pricing terms from third parties could affect the Company's competitive position and the Company's profit margins.

The Company is dependent upon its management team and the loss of any of these individuals would harm its business.

The Company is dependent on the efforts of its key management personnel. While the Company has employment agreements with other persons, each may resign at any time. The loss of officers

of the Company, or the Company's inability to recruit and train additional key personnel in a timely manner, could materially and adversely affect its business and its future prospects. The Company does not have life insurance on any of its key management personnel.

If the Company is unable to effectively manage its growth, its ability to implement its business strategy and its operating results will likely be materially adversely affected.

In the event the Company is successful in generating business, such success will likely place a significant strain on its management, administrative, operating and financial infrastructures. To manage its business and planned growth effectively, the Company must successfully develop, implement, maintain and enhance its financial and accounting systems and controls, integrate new personnel and businesses, and manage expanded operations. If the Company is unable to manage its growth, its operating results may be adversely affected.

If the Company fails to develop the services that are competitive, satisfy certification standards and meet customer needs, its business, revenues, financial condition and operating results will be materially adversely affected.

The market for the Company's services is characterized by rapidly changing and evolving governmental and industry standards, including developments in required regulatory certifications. The introduction of the services and the emergence of new governmental and industry standards can render Company's existing goals obsolete and unmarketable and can exert price pressure on the business. It is critical to the Company's success that it anticipate changes in governmental and industry standards and successfully acquire and introduce new, enhanced and competitive techniques on a timely basis. The Company cannot assure you that it will have adequate resources available to develop the services, that it will be able to successfully introduce new ideas, that the services will achieve market acceptance or that the introduction of the services or plan or technological developments by others will not render it obsolete. If the Company fails to develop services that are competitive, satisfy certification standards and meet customer needs, its financial condition and operating results will be materially adversely affected.

The Company must comply with complex laws and regulations, which make it costlier and more difficult for it to successfully conduct its business.

The Company must comply with complex laws and regulations, which can make it more difficult for it to retain its rights under such contracts. These laws and regulations affect how the Company and its customers can do business and, in some instances, impose added costs on the Company's business. Any changes in applicable laws and regulations could restrict its ability to maintain its existing business model, which could limit its ability to conduct its business and materially and adversely affect its revenues and results of operations. If the Company fails to comply with laws

and regulations, it may be subject to costly civil and criminal penalties and administrative sanctions.

The Company's business is highly regulated by United States federal, state and other agencies, including the Securities and Exchange Commission, and is subject to laws and regulations that affect its business model. If a government review or investigation were to uncover improper or illegal activities on the Company's part in connection with the business, the Company may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, price reductions, suspension of business activities, determination of non-responsibility, fines and suspension or debarment from doing business with government agencies. The imposition of civil or criminal penalties or administrative sanctions could materially adversely affect our business, financial condition and results of operations. In addition, the United States may adopt new laws, or a government, domestic or foreign, may reform its procurement practices or adopt new rules and regulations that could be costly to satisfy or that could impair the Company's ability to continue its business model.

The Company's efforts to comply with changing certification standards may prove costly, and if it fails to comply, it may lose business.

The Company's services must meet the standards of government agencies. If the Company fails to obtain any necessary certifications in a timely manner, the Company's ability to operate its business may be adversely affected and it may lose customers. As a result, its business, prospects, revenues and operating results may be materially adversely affected.

The Company anticipates that it will encounter a long sales and implementation cycle requiring significant resource commitments.

The implementation of the Company's services involves significant resource commitments. The Company expends substantial time and money educating potential clients as to the value of services and assessing the feasibility of integrating its systems and processes with theirs. The potential client may not engage the Company's services offered. Failure to engage clients may have a negative impact on revenue and income.

If the Company may be unable to prevent third parties from infringing upon or misappropriating its intellectual property or otherwise gaining access to its technology, its business, financial condition and results of operations, and its ability to compete effectively, could be materially and adversely affected.

The Company's success may depend in part on its ability to protect its intellectual property. However, such intellectual property rights may be difficult to protect. Monitoring and defending

the Company's intellectual property rights can entail significant expense, and the outcome is unpredictable, especially when dealing with the federal government, which imposes strict marketing requirements for the protection of intellectual property and generally takes an aggressive posture toward rights in intellectual property used in the performance of its contracts. The Company may initiate additional claims or litigation, against third parties for infringement of its proprietary rights or to establish the validity of its proprietary rights. Any such litigation, whether or not it is ultimately resolved in the Company's favor, could result in significant expense to it and divert the efforts of Company's technical and management personnel. If the Company fails to protect its intellectual property rights adequately, the Company's competitors might gain access to its technology and its business would be harmed.

The Company's services may infringe or be alleged to infringe on the intellectual property rights of others, which could lead to costly disputes or disruptions.

If patent holders or other holders of intellectual property initiate legal proceedings against the Company or a customer, the Company may be forced into protracted and costly litigation. Any allegation of infringement against the Company could be time consuming and expensive to defend or resolve, result in substantial diversion of management resources, cause product shipment delays, or force the Company to enter into royalty or license agreements rather than dispute the merits of such allegation. The Company may not be successful in defending such litigation and it may not be able to procure any required royalty or license agreements on terms acceptable to it, or at all. The Company's technologies may not be able to withstand third-party claims against their use.

Risks Relating to the Offering, the Company's Common and Preferred Shares and the Acquisition.

This is a "best effort" offering with a minimum offering amount, and the Company has critical cash requirements that may not be satisfied by this Offering.

This is a "best effort" offering. However, the Company may accept subscription amounts upon receipt of the required subscription documents, regardless of the amount of the total subscriptions the Company has received. If the Maximum Offering Amount is not received, the Company will only be able to partially implement the business strategies outlined in this Memorandum and will require additional funds for full implementation of post-Acquisition plans. Even if the Company receives the Maximum Offering Amount, it may require significant additional amounts of capital. If any other offering is completed, there is no assurance that the offering price will be higher than the offering price of the Shares in this Offering. If required, the Company intends to seek additional capital needed to fund the operations through corporate partnerships or public or private equity or debt financings. Additional financing may not be available on terms acceptable to the Company, or at all. Should the Company raise funds through the incurrence of debt, it may become subject

to covenants that may significantly restrict the Company operations. In the event the Company issues additional equity, the Company's shareholders may suffer significant dilution. If the Company is unable to obtain financing on acceptable terms or at all, its ability to continue the business as planned will be significantly impaired and it may cause the Company to cease operations.

The Company has not retained independent counsel to represent its interests in connection with this Offering, and thus Investors have not received any benefits that the involvement of independent counsel might bring to the Offering.

All of the outstanding Shares of the Company is owned by affiliates of the Company, which is represented by counsel in connection with this Offering. The Company, the shareholders of which will own a majority of the outstanding shares of the Company following the Offering, is also represented by counsel in connection with this Offering. Investors are advised to seek their own independent counsel in connection with their decision to invest in the Company and to discuss this point with such counsel.

The Company has not paid and does not intend to pay dividends in the near future.

The Company does not expect to pay cash dividends on the Company's Shares in the foreseeable future. Assuming the Company could eliminate any probable short-term or other deficit, any future determination to declare or pay dividends will be at the discretion of the Company's Board and will be dependent on the Company's results of operations, financial condition, contractual and legal restrictions and other factors deemed relevant by the Board.

The Shares have not been registered under the Securities Act and there are restrictions on transferability of the Shares.

The Shares have not been registered under the Securities Act or under any other applicable securities law. The Company is relying on certain exemptions from applicable securities laws in offering and selling these Shares. Unless the Shares are registered under the Securities Act and under any other applicable securities laws, the Shares may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws. Investor will be required to make certain representations and agree to restrictions on transfer necessary to satisfy the requirements of the exemptions from registration, and the certificates representing the Shares purchased will bear a legend including that they are so restricted. Accordingly, Investor may be unable to sell these Shares for an indefinite period. In addition, Investor should be able to withstand a total loss of Investor's investment.

All Shares that will be issued in the Acquisition and in this Offering will be “restricted securities” as defined by Rule 144 under the Securities Act and cannot be resold without registration except in reliance on Rule 144 or another applicable exemption from registration. There can be no resale of Shares in reliance upon Rule 144 until 12 months after the initial sale. No prediction can be made as to the effect, if any, that future sales of restricted Shares, or the availability of such Shares for sale, will have on the market price of the shares prevailing from time to time, if such a market is developed. Sales of substantial amounts of such shares in the public market, or the perception that such sales may occur, could adversely affect the then prevailing market price of the shares.

The Company has broad discretion in the application of proceeds from the Offering.

The proposed allocation of the net proceeds of this Offering represents the Company’s best estimate of the expected use of funds to finance the Company activities based upon its current objectives and perceived market conditions. However, changes in circumstances or strategic approaches may result in a significantly different allocation of the funds depending upon the Company’s management and Board’s assessments of the Company’s needs at the time.

Future issuances of the Company preferred stock could dilute current stockholders and adversely affect the market if it develops.

The Company has the authority to issue as many Shares as deemed necessary, with shareholder approval. These future issuances could be at values substantially below the price paid for Shares by Investors in this Offering, which would result in significant dilution to those investors. In addition, the Company could issue large blocks of shares to fend off unwanted tender offers or hostile takeovers without further shareholder approval, which would not only result in further dilution to Investors in this Offering but could adversely affect the market if one were to develop.

The fact that the Company directors, affiliates and officers will own over 50% of the Company’s shares may decrease Investor’s influence on shareholder decisions.

The Company’s officers, directors, and affiliates in the aggregate, will beneficially own over 50% of the Company shares after the sale of the Maximum Offering Amount. As a result, the Company’s officers and directors will have the ability to influence management and affairs and the outcome of matters submitted to shareholders for approval, including the election and removal of directors, amendments to bylaws, and any merger, consolidation or sale of all or substantially all of the Company assets.

Additional Risks Related to This Offering.

There is no public market for the Shares, so Investors may be unable to dispose of their

investment.

There is no public market for Shares. Even if a potential buyer could be found, the transferability of Shares is restricted by the provisions of the Securities Act and the laws and regulations of the individual states and countries where the Shares are being offered and sold, which generally prohibit transfer absent a registration of such Shares with the applicable regulatory authority or an exemption from the registration requirements of such regulatory authority.

Investors should expect to hold their Shares for an indefinite period of time.

Investors have no rights to redeem Shares or withdraw from the Company or to otherwise obtain the return of the investments. Therefore, Investor must be capable of bearing the economic risks of this investment with the understanding that Investor's interest in the Shares may not be liquidated for some time. Investor should expect to hold the Shares for an indefinite period of time.

The Board and the officers the Company designates will make all management decisions.

Except as otherwise set forth in our Certificate and Bylaws, the Company's Board and designated officers will have the right to make all decisions with respect to the Company's management. Other than the information set forth in this Memorandum, Investors will not have an opportunity to evaluate the specific investments that will be financed with the proceeds of this offering or with future operating income. Investor should not purchase Shares unless Investor is willing to entrust all aspects of Company's management to the Board and designated officers. Holders of the Shares have no right to replace any members of the Board or such officers, as that right is retained solely by the Board.

The Board and the officers the Company designates may change the Company's operating policies without a vote of Investors.

Because the Board and the officers may change the Company's investment and operating policies at any time without a vote of Investors, such changes may cause the Company to see a reduction in return on investment. In such event, the Company's financial results and Investor's investment may be adversely affected.

Investor has no ability to withdraw from the investment.

Investor does not have the ability to redeem Shares. Generally, ability to withdraw from the investment is limited to situations where Investor is able to transfer Shares to another person, which transfers are subject to limits as described herein.

The Company's management will have broad discretion over the use of the net proceeds from this Offering.

At present, the net proceeds of the Offering are expected to be used for (i) paying for the costs of this Offering, (ii) the future development of the operations, (iii) general corporate purposes, which may include capital expenditures, acquisitions, debt repayments, cybersecurity upgrades, augmenting technology, infrastructure and personnel, and short-term investments, among other things, (iv) legal and accounting expenses. The failure by the Company's management to apply these funds effectively could have a material adverse effect on the Company and the value of the Shares.

Only certain persons and entities are able to acquire Shares.

Only limited categories of persons and entities may purchase Shares. The Company expects that these limitations will limit liquidity in the Shares, and the limitations may have a material adverse effect on the development of any trading market in the Shares. The Shares have not been registered under the Securities Act or any United States state securities laws or under the securities laws of any other jurisdiction and may not be offered or sold within the United States or to, or for the account or benefit of, United States persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Persons in accordance with applicable restrictions under the securities laws of the jurisdictions in which they are sold. Generally, foreign securities laws restrict the categories of persons permitted to purchase securities, such as the Shares, to specified classes of sophisticated investors. No action has been taken in any jurisdiction to permit a public offering of the Shares. Moreover, in addition to legal restrictions, by acquiring Shares, holders agree to additional transfer restrictions described in this Memorandum.

Consequently, it is expected that there will only be a limited number of shareholders. A purchaser of the Shares and an owner of beneficial interests in those Shares must be able to bear the economic risk of their investment in the Shares indefinitely.

Risks Related to Shares

The tax treatment of the Shares is uncertain and there may be adverse tax consequences for Investors upon certain future events.

The tax characterization of the Shares is uncertain, and each Investor must seek its own tax advice in connection with an investment in the Shares. An investment in the Shares may result in adverse tax consequences to Investors, including withholding taxes, income taxes and tax reporting requirements. Each Investor should consult with and must rely upon the advice of its own

professional tax advisors with respect to the United States and tax treatment of an investment in the Shares and the purchase rights contained therein.

The tax characterization of the Shares also affects the Company's tax liability in connection with the Offering. In addition, the accounting consequences are uncertain, and there is a possibility that the proceeds of the Offering might be treated as a liability rather than equity for accounting purposes, which would reduce the Company's net book value compared to equity treatment.

The offering price of the Shares has been determined arbitrarily.

The price of the Shares has not been determined by any independent financial evaluation, market mechanism or by any auditors, and is therefore, to a large extent, arbitrary. No audit firm will review management's valuation and, therefore, there will be no opinion from any such firm as to the fairness of the offering price as determined by our management. As a result, the price of the Shares in this Offering may not reflect the value perceived by the market. There can be no assurance that the Shares will be worth the price for which they are offered, and Investors may, therefore, lose a portion or all of their investment.

The Shares are an illiquid investment.

An investment in the Company requires a long-term commitment with no certainty of return. Although some of the Company's operations may generate current cash flow, there can be no assurance that the Company will be able to realize such cash flow or otherwise be able to effect a successful realization or exit strategy. There can be no assurance that the Company obtains enough cash flow to continue operations. Even if the Company effects a successful realization or exit strategy the proceeds therefrom will not flow to the shareholders.

If the Company ceases operations, the Shares will have limited or no value or utility.

The Company is conducting this Offering to raise capital for the development of the services and to fund ongoing operations. The Shares have only the value and utility as connected to such services, and in the event that the Company is unable to successfully develop the operations and continue such operations thereon, the Shares will have limited or no value or utility.

The Shares do not represent a right to any profits of the Company.

Other than as set forth herein, the Shares do not grant equity stake nor profit sharing in the Company and do not represent an ownership right or direct claim in the services, revenues, profits or intellectual property, either present or future. Investors should be aware that their investments are not refundable or redeemable, and thus Investors must accept the inherent risk of operations

failure at any stage of development. The Shares will not provide any redemption rights. The Company reserves the right to change the utility value and/or intended usages of the Shares at any point in the future.

There is no established public market for Shares, and it is not expected that one will develop.

There is no established trading market for the Shares, and it is not expected that one will develop. There will be no trading market available for the Shares when issued, no designated exchange and peer-to-peer transfers will be permitted unless and until shareholders are notified otherwise by the Company and informed of the requirements to and conditions do so. As a result, if and when the Shares become transferable, they may only be traded on very limited range of venues, including

U.S. registered exchanges or regulated alternative trading systems for which a Form ATS has been properly submitted to the SEC. Currently, the Company is unaware of any operational ATS or exchange capable of supporting secondary trading in the Shares.

Investors should be prepared to hold their Shares indefinitely. Moreover, even if the Shares become transferable, the Company may rely on technology, including smart contracts, to implement certain restrictions on transferability in accordance with the federal securities laws. There can be no assurance that such technology will function properly, which could result in technological limitations on transferability and expose the Company to legal and regulatory issues. In the event that the Shares remain untradeable for a significant period of time or indefinitely, the value of the Shares would be materially and adversely affected.

In addition, the liquidity of any market for the Shares will depend on a number of factors, including:

- Number of holders of Shares;
- Company's performance and financial condition;
- Market for similar digital Shares; and
- Interest of traders in making a market in the Shares.

Company cannot assure Investors that the market, if any, for the Shares will be free from disruptions or that they may not adversely affect the ability to sell Shares. Therefore, Company cannot assure that Investors will be able to sell the Shares at a particular time or that the price Investors receive when selling will be favorable.

Repurchase or redemption of Shares.

Investors do not have the right to compel the Company to redeem Shares. The Company may,

however, purchase outstanding Shares from time to time. The Company may allocate funds for the open-market purchases or privately negotiated transactions in Shares from time to time when deemed to be in the best interest of the Company. The shareholders and the officers the Company names may or may not decide to allocate any funds for the repurchase or redemption of our Shares.

Holders of the Shares will generally not have voting rights and will generally have no ability to influence the decisions of the Company.

Holders of the Shares have no voting rights, except those required by Delaware law. As a result, except with respect to matters required to be submitted to shareholders under Delaware law, all matters submitted to shareholders will be decided by the vote of the Board of the Company. As a result, holders of the Shares will have no ability to elect directors or, except with respect to matters required to be submitted to shareholders under Delaware law, to determine the outcome of any other matters submitted to a vote of the Company's Board. The interests of holders entitled to vote on such matters may differ from, or conflict with, the interests of the Board.

Conflicts of Interest

The following discussion enumerates certain potential conflicts of interest that should be carefully evaluated before making an investment in Shares. The following is not intended as an exhaustive list of the potential conflicts. Instances may arise where the interest of the shareholders and/or their affiliates may potentially or actually conflict with the interests of the Company. Neither the shareholders nor the officers the Company names will be required to manage the Company as their sole and exclusive function and are entitled to have other business interests and may engage in other business activities in addition to those relating to the Company.

The shareholders and the officers the Company names may also form and devote their time to other investment partnerships with activities similar to those of the Company and may also have conflicts of interest in allocating time, services and functions among the Company and other business ventures. Neither the shareholders nor the officers the Company names are required to refrain from such management activities or to disgorge profits from such activities. By acquiring Shares, each Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflicts of interest.

Neither the Company nor the shareholders owe the Investor any fiduciary duties.

Direct investors in companies are generally owed an obligation by the company and its management of good faith, fairness in all dealings and other fiduciary duties. However, to the extent permitted by law, Investors will not be entitled to any such protections from the Company or the shareholders. Accordingly, Investors will have very limited, if any, rights of recovery against

the Company or the shareholders if such parties engage in gross negligence or act against the interests of Investors. Furthermore, the Company has no obligation to Investors to enforce any rights that it may be deemed to have against other shareholders or its officers.

The foregoing risks do not purport to be a complete explanation of all the risks involved in acquiring Shares. Potential Investors are urged to read this entire Memorandum before deciding whether to invest in Shares.

Holders of Shares will have no voting rights and may have conflicts of interest with other shareholders.

The Shares, if issued, will have no voting rights or other management or control rights in the Company. Accordingly, the Board of the Company will control decisions for the Company that in other companies would require shareholder approval, including the amendment of the Certificate and Bylaws, the election of directors and significant business transactions, such as a merger or other sale of our Company or our assets.

There may be occasions when certain individuals involved in the development of the business operations may encounter potential conflicts of interest, such that said party may avoid a loss, or even realize a gain, when other Investors in this Offering or in the Company are suffering losses.

There may be occasions when certain individuals involved in the development of the Company's services or the Company may encounter potential conflicts of interest, such that said party may avoid a loss, or even realize a gain, when other Investors in the are suffering losses. Investors in Shares may also have conflicting investment, tax, and other interests with respect to Share investments, which may arise from the terms of the Shares, the property, the timing of the development of the services, other share pre-sales, or other factors. Decisions made by the key personnel of the Company on such matters may be more beneficial for some Investors than for others.

The foregoing list provides some, but not all, of the Risk Factors and other factors that could impact the Company's ability to achieve the results described in any forward-looking statement. Investors should not place undue reliance on our forward-looking statements. Before investing in the Shares, Investor should be aware that the occurrence of the events described above and elsewhere in this Memorandum could seriously harm the Company's business, prospects, operating results and financial conditions. The Company undertakes no obligation to update any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

LEGAL PROCEEDINGS INVOLVING RELATED PARTIES

There is no litigation currently pending or threatened against us.

STATEMENT AS TO INDEMNIFICATION

Our Certificate and Bylaws provides for indemnification of the shareholders and our officers under certain circumstances, which could include liabilities relating to securities laws. The SEC

mandates the following disclosure of its position on indemnification for liabilities under the federal securities laws:

“Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling an issuer, the Company has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.”

FEDERAL INCOME TAX CONSEQUENCES

The Company is a corporation and expects to be taxed for U.S. income tax purposes as such. We and our investors will be subject to U.S. federal income tax and may also be subject to state, local and foreign income tax taxes in states and localities in which we are deemed to be doing business. Except where we reference specific states and countries, this discussion does not cover state, local or foreign income tax consequences you may incur in connection with your investment.

Except as to disclosure of the Company’s withholding and reporting requirements under U.S. income tax law as to possible payments to be made to holders of our Shares presented herein, this Memorandum does not otherwise address any of the other applicable aspects of U.S. federal income taxation that may be relevant to you, including, the federal income tax ramifications as to the purchase, ownership or disposition of the Shares. This summary is not tax advice. The tax treatment of a holder will vary depending upon the holder’s particular situation. Accordingly, this summary does not purport to deal with all aspects of U.S. federal income taxation that may be relevant to an Investor’s decision to purchase our Shares, nor any tax consequences arising under the laws of any state, locality or foreign jurisdiction.

You are urged to consult your own tax advisors as to the specific tax consequences of purchasing, owning and disposing of any Shares, including any federal, state or local tax consideration.

No ruling has been or will be requested from the Internal Revenue Service regarding any matter affecting our investors or us. Tax benefits should not be considered a primary investment feature of our Shares. Opinions and statements made in this memorandum may not be sustained by a court if contested by the Internal Revenue Service. Any contest of this sort with the Internal Revenue Service could materially adversely impact your investment in our Shares. Additionally, the costs of any contest with the Internal Revenue Service will be borne by our investors, whether directly or indirectly. An investment in us may be materially modified by future legislative or administrative changes or future court decisions. Such changes and decisions may be subject to retroactive application. In recent years, there have been a number of proposals made in Congress by legislators, government agencies and by the executive branch of the federal government for changes in the federal income tax laws. In December 2017, the Tax Cuts and Jobs Act was signed

into law making sweeping changes to the revenue laws of the United States commencing for taxpayer tax years commencing on or after January 1, 2018. In that connection, the Internal Revenue Service continues to adopt regulations and procedures implementing the Tax Cuts and Jobs Act and compliance with the new U.S. revenue laws and procedures is evolving. Additionally, numerous private interest groups continue to lobby for regulatory and legislative changes in certain areas of the U.S. federal income tax law. It is impossible to predict the effect of any proposals that might be adopted upon the income tax treatment presently associated with investment in the Shares or the effective date, which could be retroactive, of any legislation that may derive from any past or future proposal.

We strongly urge you to consider ongoing developments in this uncertain area and to consult your own tax advisors in assessing the risks of investment in the Shares.

U.S. Income Tax Withholding

To ensure collection of U.S. income tax, the payor of fixed or determinable annual or periodic income from U.S. sources to any nonresident alien individual or foreign partnership, trust, estate, or Company is required to withhold taxes. Respective to any distributions in respect of Shares, therefore, we would be deemed to be a payor.

A payee, on the other hand, is defined as the person to whom a payment is made, regardless of whether such person is the beneficial owner of the amount paid. A foreign payee is a payee who is a foreign person, while a U.S. payee is a U.S. person. The determination of the withholding agent concerning the status of the payee (U.S. or foreign) and the characteristics of a payee, such as whether the payee is a beneficial owner or intermediary, or an individual, Company or flow-through payee, is made on the basis of a withholding certificate that is a Form W-8, a Form 8233 (indicating foreign status of the payee or beneficial owner) or a Form W-9 (indicating U.S. status of the payee)

A nonresident alien is generally defined as an individual whose residence is not within the United States and who is not a citizen of the United States. However, an alien who meets either the lawful permanent residence test (i.e., the green card test) or the substantial presence test for the calendar year is considered a U.S. resident. An alien is a resident alien for a calendar year if he or she is a lawful permanent resident at any time during the calendar year. Under the substantial presence test, an alien is a resident alien if he or she has been present in the United States for at least 31 days during the current year and at least 183 days during the three-year period that includes the current year. Generally, a person that makes a payment of U.S. source interest, dividends, royalties, and certain other types of income to a foreign person, such as Company payments that may be paid in respect of the Shares, must deduct and withhold 30 percent from the payment. A lower rate of withholding may apply under the Code, the regulations, or an income tax treaty. Under the Code, a

Withholding agent, in the case of the Company either the Company or its designee, must make an income tax return on Form 1042, Annual Withholding Tax Return for U.S. Source Income of Foreign Persons, reporting the tax withheld and also must file an information return reporting the amounts on Form 1042-S, Foreign Person's U.S. Source Income Subject to Withholding.

Payors of interest, dividends, royalties, gross proceeds from the sales of securities, and other fixed or determinable income must report payments on the appropriate Form 1099 series form, unless an exception applies. It is not certain how income, if any, to be paid in respect of the Company's Shares would be classified, albeit that we believe same would be deemed dividends. Payment information regarding U.S. taxpayers is generally reportable on a Form 1099 series form, and the Company will be required to obtain a Form W-9 from any U.S. taxpayer Share purchasers. Form W-9, Request for Taxpayer Identification Number ("TIN") and Certification is used to determine whether to treat a payee or beneficial owner as a U.S. person. A payee must certify that he or she is a U.S. person (including a U.S. resident alien). Form W-9 will require that the purchaser of our Shares provide his or her TIN and certify that he or she is a U.S. person or a U.S. resident alien. If the Company would not receive a Form W-9, it must generally backup withhold at a 24-percent rate for tax years beginning after December 31, 2017, and before January 1, 2026, and report the payment on Form 1099. Collected backup withholding amounts, if any, must be reported on Form 945, Annual Return of Withheld Federal Income Tax.

An exception to the Form 1099 reporting provisions applies if the payee is a foreign person. A payor can treat a person as a "foreign person" if the payor can reliably associate the payment with documentation that establishes that the person is a foreign beneficial owner of the income or a foreign payee. A foreign person may not use Form W-9 to furnish his or her taxpayer identification number to a payor. Rather, foreign payees must use the appropriate Form W-8. The IRS Form W-8 series of forms is made up of certificates that are used to establish foreign status. A payor does not have to backup withhold on payments to foreign beneficial owners or foreign payees because backup withholding applies only to amounts that the payor must report on Form 1099.

Generally, all nonresident aliens and foreign corporations, foreign partnerships, and foreign trusts and estates, that have income from sources within the United States, *not* effectively connected with the conduct of a trade or business within the United States, will be subject to withholding at a rate of 30 percent unless a lower treaty rate applies.

The Form W-8 series of IRS forms are certificates provided to withholding agents to establish foreign status. In this context, the Company, or its third-party designee, would be the "withholding agent." Non-U.S. taxpayer investors in our Shares will be required to provide us or our designee with one of Form W-8BEN, W-8BEN-E or W-8ECI depending on investor status. Form W-8BEN, Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding (Individuals) is used exclusively by individuals and should be provided to the Company or its designee, as

applicable, as the withholding agent or payer by a beneficial owner to claim foreign status, claim beneficial ownership of income and, if applicable, claim a reduced rate of or exemption from withholding.

Form W-8BEN-E, Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities) allows an entity to certify as to its status as a beneficial owner or payee for purposes of Chapter 3 and Chapter 61 of the Code, as well as to its status under Chapter 4 of the Code, as a payee or account holder of a foreign financial entity. The form can also be used by a beneficial owner to seek a reduced rate of withholding under a treaty.

Form W-8ECI, Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States, form should be used to establish foreign status, claim beneficial ownership and claim that income is effectively connected with the conduct of a trade or business in the United States. We believe, but have not endeavored, to obtain any formal ruling of the IRS confirming same, nor do we anticipate doing so, that any amounts paid to holders of our Shares will be classified as income effectively connected income with a United States trade or business for these purposes.

WE URGE YOU TO CONSULT AND RELY UPON YOUR OWN TAX ADVISOR WITH RESPECT TO YOUR OWN TAX SITUATION, POTENTIAL CHANGES IN APPLICABLE LAWS AND REGULATIONS AND THE FEDERAL AND STATE CONSEQUENCES ARISING FROM AN INVESTMENT IN THE SHARES. THE COST OF THE CONSULTATION COULD, DEPENDING ON THE AMOUNT CHARGED TO YOU, DECREASE ANY RETURN ANTICIPATED ON YOUR INVESTMENT. NOTHING IN THIS MEMORANDUM IS OR SHOULD BE CONSTRUED AS LEGAL OR TAX ADVICE TO ANY SPECIFIC INVESTOR, AS INDIVIDUAL CIRCUMSTANCES MAY VARY. THIS FEDERAL INCOME TAX CONSEQUENCES SECTION OF THIS MEMORANDUM ONLY PROVIDES THE CURRENT STATE OF TAX LAWS. YOU SHOULD BE AWARE THAT THE INTERNAL REVENUE SERVICE MAY NOT AGREE WITH ALL TAX POSITIONS TAKEN BY US AND THAT LEGISLATIVE, ADMINISTRATIVE OR COURT DECISIONS MAY REDUCE OR ELIMINATE YOUR ANTICIPATED TAX BENEFITS.

LEGAL MATTERS

The Company's Counsel will review the legality of our issuance of the Shares offered without registration under the Securities Act or state securities laws pursuant to certain exemptions therefrom provided under Regulation D pursuant to the Securities Act and state securities law for us.

Exhibit A

Subscription Agreement for Accredited Investors

Exhibit B

Certificate of Incorporation

Exhibit C

Bylaws