

Offering Memorandum: Part II of Offering Document (Exhibit A to Form C)

Wand USA Inc.
1770 Chestnut Pl Apt 1019
Denver, CO 80202
www.wandusa.com

Up to \$1,069,990.88 in Common Stock at \$9.52
Minimum Target Amount: \$9,996.00

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

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 or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

Company:

Company: Wand USA Inc.

Address: 1770 Chestnut Pl Apt 1019, Denver, CO 80202

State of Incorporation: DE

Date Incorporated: July 03, 2018

Terms:

Equity

Offering Minimum: \$9,996.00 | 1,050 shares of Common Stock

Offering Maximum: \$1,069,990.88 | 112,394 shares of Common Stock

Type of Security Offered: Common Stock

Purchase Price of Security Offered: \$9.52

Minimum Investment Amount (per investor): \$104.72

The Company and its Business

Company Overview

Wand USA Inc. is a company established to manage all business surrounding the application- Wand. Wand is an application utilizing the Uber/Rover business models to link consumers and service providers in the residential cleaning industry. Wand USA Inc is aiming to control launch Wand in Denver prior to launching in 6 additional cities by the end of 2019.

Competitors and Industry

Wand's goal is to be the first application to fully satisfy our niche exclusively. However the following are our closest competitors: Takl-An angie's list in app form. Differs from Wand in that they don't allow freelance service providers and serve a variety of tasks. Brick and mortar Maid Companies: The Taxi to our Uber car, the industry we are looking to disrupt. Craigslist: Unsecured, no quality assurance. To claim the business withheld by these current industry leaders, we are developing a user-friendly, quality assured platform for consumers to book services.

Current Stage and Roadmap

The Wand app is currently in MVP stage. We have already had one successful round of funding which has given us the resources to build our MVP, test usage, ground surveying through canvassing and begin acquisition of service providers to have ready for app launch. Completed aspects and functionalities of the application include UX/UI design, service provider on-boarding, in-app messaging, home profiling and payment processing. We will allocate funds towards further development to finalize and add features including, GPS integration, in app profiles and reviews, push notifications, and superior application hosting for peak privacy protection and user security, all features that will be completed and integrated prior to our controlled

launch and then updated based on user input moving into late 2019 prior to our phase 2 launch.

The Team

Officers and Directors

Name: Benjamin Anderson

Benjamin Anderson's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Co-Founder, COO and Director
Dates of Service: July 12, 2018 - Present
Responsibilities: Oversee Operations, Coordinate Campaigns, Develop UX/IX, Storyboard App.

Other business experience in the past three years:

- **Employer:** WRIO Internet OS
Title: CMO
Dates of Service: February 01, 2018 - July 31, 2018
Responsibilities: -Develop Web 2.0 landing Page -Promote Airdrop Campaign and Crowdsale -Prepare for Launch of ICO with Targeted market cap of \$11 Million -Work with team from across the globe to develop and launch WRIO Internet OS -Coordinate promotions on Telegram

Name: Andrew Schlack

Andrew Schlack's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Co-Founder, CEO and Director
Dates of Service: July 12, 2018 - Present
Responsibilities: Marketing, User Acquisition Strategy, App functionality Development, brand development.

Risk Factors

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking).

Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

These are the risks that relate to the Company:

Uncertain Risk

An investment in the Company (also referred to as “we”, “us”, “our”, or “Company”) involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the common stock should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company’s Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.

Our business projections are only projections

There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it’s a better option than a competing product, or that we will be able to provide the service at a level that allows the Company to make a profit and still attract business.

Any valuation at this stage is difficult to assess

The valuation for the offering was established by the Company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.

The transferability of the Securities you are buying is limited

Any common stock purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock/note that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an “accredited investor,” as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce.

We may not have enough capital as needed and may be required to raise more capital.

We anticipate needing access to credit in order to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult environment for obtaining credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership

percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your investment.

Terms of subsequent financings may adversely impact your investment

We will likely need to engage in common equity, debt, or preferred stock financing in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share.

Management Discretion as to Use of Proceeds

Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

Projections: Forward Looking Information

Any projections or forward looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions which management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

Developing new products and technologies entails significant risks and uncertainties

We are currently in the research and development stage and have only manufactured an MVP for our application. Delays or cost overruns in the development of our application and failure of the product to meet our performance estimates may be caused by, among other things, unanticipated technological hurdles, difficulties in manufacturing, changes to design and regulatory hurdles. Any of these events could materially and adversely affect our operating performance and results of operations.

Minority Holder; Securities with Voting Rights

The common stock that an investor is buying has voting rights attached to them. However, you will be part of the minority shareholders of the Company and therefore will have a limited ability to influence management's decisions on how to run the business. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

Insufficient Funds

The company might not sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case it will cease operating and you will get nothing. Even if we sell all the common stock we are offering now, the Company will (possibly) need to raise more funds in the future, and if it can't get them, we will fail. Even if we do make a successful offering in the future, the terms of that offering might result in your investment in the company being worth less, because later investors might get better terms.

Our new product could fail to achieve the sales projections we expected

Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

We are an early stage company and have not yet generated any profits

Wand USA Inc was formed on July, 12 2018. Accordingly, the Company has a limited history upon which an evaluation of its performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth and the entry of competitors into the market. We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. Wand USA Inc. has incurred a net loss and has had limited revenues generated since inception. There is no assurance that we will be profitable in the next 3 years or generate sufficient revenues to pay dividends to the holders of the shares.

We are an early stage company and have limited revenue and operating history

The Company has a short history, few customers, and effectively no revenue. If you are investing in this company, it's because you think that Wand is a good idea, that the team will be able to successfully market, and sell the product or service, that we can price them right and sell them to enough peoples so that the Company will succeed. Further, we have never turned a profit and there is no assurance that we will ever be profitable.

Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective

Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection without obtaining a sub-license, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sub-licenses. This would cut off a significant potential revenue stream for the Company.

The cost of enforcing our trademarks and copyrights could prevent us from enforcing them

Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sub-licenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

The Company is vulnerable to hackers and cyber-attacks

As an internet-based business, we may be vulnerable to hackers who may access the data of our investors and the issuer companies that utilize our platform. Further, any significant disruption in service on Wand USA Inc or in its computer systems could reduce the attractiveness of the platform and result in a loss of investors and companies interested in using our platform. Further, we rely on a third-party technology provider to provide some of our back-up technology. Any disruptions of services or cyber-attacks either on our technology provider or on Wand USA Inc could harm our reputation and materially negatively impact our financial condition and business.

We have trademarks that might be vulnerable

One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company due to its unregistered intellectual property.

Ownership and Capital Structure; Rights of the Securities

Ownership

The following table sets forth information regarding beneficial ownership of the company's holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Benjamin Anderson	350,000	Common stock	41.67
Andrew Schlack	350,000	Common stock	41.67

The Company's Securities

The Company has authorized equity stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 112,394 of Common Stock.

Common Stock

The amount of security authorized is 1,000,000 with a total of 840,000 outstanding.

Voting Rights

All stock holders have voting rights, founders currently control 83.33%. Passage of amendments require the approval of a majority of outstanding stock.

Material Rights

Dividend Rights. Subject to preferences that may be granted to any then outstanding preferred stock, holders of shares of Common Stock are entitled to receive ratably such dividends as may be declared by the Board out of funds legally available therefore as well as any distribution to the shareholders. The payment of dividends on the Common Stock will be a business decision to be made by the Board from time based upon the results of our operations and our financial condition and any other factors that our board of directors considers relevant. Payment of dividends on the Common Stock may be restricted by law and by loan agreements, indentures and other transactions entered into by us from time to time. The Company has never paid a dividend and does not intend to pay dividends in the foreseeable future, which means that shareholders may not receive any return on their investment from dividends.

Liquidation Rights. In the event of our liquidation, dissolution, or winding up, holders of Common Stock are entitled to share ratably in all of our assets remaining after payment of liabilities and the liquidation preference of any then outstanding preferred stock. **Rights and Preferences.** The rights, preferences and privileges of the holders of the company's Common Stock are subject to, and may be adversely affected by any additional classes of stock that we may designate in the future.

What it means to be a minority holder

As a minority holder of common stock of the company, you will have limited rights in

regards to the corporate actions of the company, including additional issuances of securities, company repurchases of securities, a sale of the company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the company.

Dilution

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares, the percentage of the company that you own will go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock. If the company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the company offers dividends, and most early stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

Recent Offerings of Securities

We have made the following issuances of securities within the last three years:

- **Name:** Common Stock
Type of security sold: Equity
Final amount sold: \$25,000.00
Number of Securities Sold: 140,000
Use of proceeds: App Development, Foot Surveying, Market research, Service

provider on boarding, Business Attorney Retainer.

Date: July 27, 2018

Offering exemption relied upon: Section 4(a)(2)

Financial Condition and Results of Operations

Financial Condition

You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.

Results of Operations

How long can the business operate without revenue:

Without revenue, the business is capable of operating lean for approximately 6 months.

Foreseeable major expenses based on projections:

Our major expenses are expected to be Marketing, Development, Hosting and Integrating customer support.

Future operational challenges:

A/B Market Testing, On-boarding service providers, accommodating user base, integrating full-time support.

Future challenges related to capital resources:

At the current stage, we are needing to raise additional capital in order to fully develop our MVP and market our controlled launch.

Future milestones and events:

Fully functional app, Soft Launch, phase 2 city launch, nationwide marketing.

Liquidity and Capital Resources

What capital resources are currently available to the Company? (Cash on hand, existing lines of credit, shareholder loans, etc...)

17,000

How do the funds of this campaign factor into your financial resources? (Are these funds critical to your company operations? Or do you have other funds or capital

resources available?)

At the current stage, the funds of the campaign are essential to continue growing however we do have alternative resources to pursue in the instance of it being necessary to do so.

Are the funds from this campaign necessary to the viability of the company? (Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)

The funds are currently our most optimal route to continue growing the business and will be allocated in the ways mentioned in this document. Our company would still operate and explore new growth strategies without the funds however in regards to the viability of the outlined operating expenses, yes, they are necessary and assuming we run a successful campaign, the majority of our companies funds will be comprised of capital raised from the campaign in order to accelerate our growth and provide the most ideal runway for the company.

How long will you be able to operate the company if you raise your minimum? What expenses is this estimate based on?

If we raise the minimum, our company will have a runway for 6 months of operation. Expenses are based on Development and marketing.

How long will you be able to operate the company if you raise your maximum funding goal?

With a maximum raise, our company will have a clear 12-14 month runway. Funds will be allocated to development, marketing, phase 2 launch and support integration.

Are there any additional future sources of capital available to your company? (Required capital contributions, lines of credit, contemplated future capital raises, etc...)

Series A preferably targeting a VC at this point around the time of our soft/phase 2 launch.

Indebtedness

The Company does not have any material terms of indebtedness.

Related Party Transactions

The Company has not conducted any related party transactions

Valuation

Pre-Money Valuation: \$7,996,800.00

Valuation Details: Our Pre-money valuation is determined by a multitude of variables and work that has already been covered since the inception of Wand USA Inc. These

variables include our completed UX/UI Design, our highly experienced team that will be executing the company vision over the coming months as well as our previous pre-seed round and the protections we've been able to establish around the product and company thus far. The exact valuation is also determined primarily through the DFC method with considerations based on our market capitalization, book value, and liquidation value. When comparing ourselves to similar startups and business models, such as Rover, Task-rabbit, Takl, etc that all featured similar brokerage business models with early valuations in the multi-millions in our same progress vicinity, we find our pre-money valuation is a comfortable median.

Use of Proceeds

If we raise the Target Offering Amount of \$9,996.00 we plan to use these proceeds as follows:

- *StartEngine Platform Fees*

6.0%

- *Marketing*

74.0%

Assuming we reach our minimum funding goal and are able to withdraw usable funds, we will immediately be withdrawing at least 50% as stated in order to continue fueling the duration of our campaign with marketing efforts. These efforts will include cookie ads, social media advertising and coordinating PR efforts.

- *Operations*

20.0%

Along with marketing after having access to our initial \$10,000, we will use the remaining 20% separate from start engine's 6% to maintain regular company expenses such as attorney retainer fees, program fees for our development tools and additional miscellaneous expenses NOT including compensating any team members.

If we raise the over allotment amount of \$1,069,990.88, we plan to use these proceeds as follows:

- *StartEngine Platform Fees*

6.0%

- *Research & Development*

25.0%

If/When we reach maximum funding, approximately 25% will be used and put towards initial app development which we have already been quoted for and have picked our partner as well as a 12 month runway for updates and improvements. Any additional funds in this category will be allocated to consumer data gathering for future optimization.

- *Company Employment*

4.0%

Upon completion of the campaign and no sooner, 4% of funds will be allocated to funding team members for living expenses, etc, to support them while working with wand full time. Up until this point, founders have taking no payment through Wand, even during our modest pre-seed and have been supporting themselves through savings along with the personal funds they've allocated to launching Wand.

- *Marketing*

30.0%

30% Will be split into 2 sub-percentages, one for our controlled launch in Denver and the rest as a 12 month runway as well as for our follow-up launch in our 6 phase 2 cities. This Division will be approximately 5% for Denver, and 25% for 12 month runway and phase 2 launch campaigns.

- *Operations*

20.0%

Operations allocated funds will also account for a 12 month runway. These expenses include things such as app hosting, legal, additional patenting and software fees a well as support and insurance.

- *Working Capital*

15.0%

The Remaining 15% will be utilized for working capital should there be any unexpected expenses that arise prior to our next funding round. Unexpected factors may include an early competitor acquisition, patent protection, to name a few.

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

Regulatory Information

Disqualification

No disqualifying event has been recorded in respect to the company or its officers or directors.

Compliance Failure

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

Ongoing Reporting

The Company will file a report electronically with the SEC annually and post the

report on its website no later than April 30 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at www.wandusa.com (Link on About Us Page).

The Company must continue to comply with the ongoing reporting requirements until:

- (1) it is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) it has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record and has total assets that do not exceed \$10,000,000;
- (3) it has filed at least three (3) annual reports pursuant to Regulation Crowdfunding;
- (4) it or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) it liquidates or dissolves its business in accordance with state law.

Updates

Updates on the status of this Offering may be found at: www.startengine.com/wand

Investing Process

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

EXHIBIT B TO FORM C

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR Wand USA Inc.

[See attached]

Wand USA, Inc.

Delaware Corporation

Financial Statements (Unaudited) and Independent Accountant's Review Report

July 3, 2018 (Inception)

Wand USA, Inc.

TABLE OF CONTENTS

	Page
INDEPENDENT ACCOUNTANT'S REVIEW REPORT	1
BALANCE SHEET	2
NOTES TO THE FINANCIAL STATEMENTS	3-5



To the Board of Directors
Wand USA, Inc.
Denver, Colorado

INDEPENDENT ACCOUNTANT'S REVIEW REPORT

We have reviewed the accompanying balance sheet of Wand USA, Inc. (the "Company") as of July 3, 2018 (inception) and the related notes to the balance sheet. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the balance sheet in accordance with accounting principles generally accepted in the United States of America; this includes design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the balance sheet that is free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the balance sheet for it to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying balance sheet in order for it to be in conformity with accounting principles generally accepted in the United States of America.

Going Concern

As discussed in Note 3, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying balance sheet does not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Artesian CPA, LLC

Artesian CPA, LLC

Denver, Colorado
October 18, 2018

Artesian CPA, LLC

1624 Market Street, Suite 202 | Denver, CO 80202
p: 877.968.3330 f: 720.634.0905
info@ArtesianCPA.com | www.ArtesianCPA.com

WAND USA, INC.
BALANCE SHEET (UNAUDITED)
As of July 3, 2018 (inception)

ASSETS

Current Assets:

Cash and cash equivalents	\$	-
Total Current Assets		-

TOTAL ASSETS	\$	-
---------------------	-----------	----------

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities	\$	-
-------------	----	---

Stockholders' Equity:

Common stock, \$0.0001 par, 1,000,000 shares authorized, no shares issued and outstanding as of July 3, 2018 (inception)		-
Additional paid-in capital		-
Retained earnings		-
Total Stockholders' Equity		-

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	-
---	-----------	----------

See Independent Accountant's Review Report and accompanying notes to the financial statements.

WAND USA, INC.
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
As of July 3, 2018 (inception)

NOTE 1: NATURE OF OPERATIONS

Wand USA, Inc. (the “Company”), is a corporation formed on July 3, 2018 under the laws of Delaware. The Company was formed to provide cleaning services using the application: Wand. Wand utilizes the brokerage model to link service providers and consumers in the residential cleaning industry.

As of July 3, 2018 (inception), the Company has not commenced planned principal operations nor generated revenue. The Company’s activities since inception have consisted of formation activities and preparations to raise capital. Once the Company commences its planned principal operations, it will incur significant additional expenses. The Company is dependent upon additional capital resources for the commencement of its planned principal operations and is subject to significant risks and uncertainties; including failing to secure funding to operationalize the Company’s planned operations or failing to profitably operate the business.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (GAAP). The Company has adopted the calendar year as its basis of reporting.

Use of Estimates

The preparation of the balance sheet in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the balance sheet and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents and Concentration of Cash Balance

The Company considers all highly liquid securities with an original maturity of less than three months to be cash equivalents. The Company’s cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits.

Fair Value of Financial Instruments

Financial Accounting Standards Board (“FASB”) guidance specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as exchange-traded instruments and listed equities.

See accompanying Independent Accountant’s Review Report

WAND USA, INC.
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
As of July 3, 2018 (inception)

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (e.g., quoted prices of similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active).

Level 3 - Unobservable inputs for the asset or liability. Financial instruments are considered Level 3 when their fair values are determined using pricing models, discounted cash flows or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts reported in the balance sheets approximate their fair value.

Organizational Costs

In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 720, organizational costs, including accounting fees, legal fees, and costs of incorporation, are expensed as incurred.

Income Taxes

The Company uses the liability method of accounting for income taxes as set forth in ASC 740, *Income Taxes*. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is unlikely that the deferred tax assets will not be realized. The Company assesses its income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. In accordance with ASC 740-10, for those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, the Company's policy is to record the largest amount of tax benefit that is more likely than not to be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit will be recognized in the financial statements. The Company has evaluated its income tax positions and has determined that it does not have any uncertain tax positions. The Company will recognize interest and penalties related to any uncertain tax positions through its income tax expense.

The Company may in the future become subject to federal, state, and local income taxation though it has not been since its inception. The Company is not presently subject to any income tax audit in any taxing jurisdiction.

NOTE 3: GOING CONCERN

The accompanying balance sheet has been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company is a business that has not commenced planned principal operations, plans to incur significant costs in pursuit of its capital financing plans, has not generated any revenues as of July 3, 2018 (inception), and has no assets as of July 3, 2018 (inception). The Company's ability to continue as a going concern in the next twelve months is dependent upon its ability to obtain capital financing from investors sufficient to meet current and future obligations and deploy such capital to produce profitable

See accompanying Independent Accountant's Review Report

WAND USA, INC.
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
As of July 3, 2018 (inception)

operating results. No assurance can be given that the Company will be successful in these efforts.

These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The balance sheet does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4: STOCKHOLDERS' EQUITY

The Company has authorized 1,000,000 shares of \$0.0001 par value common stock as of July 3, 2018 (inception). As of July 3, 2018 (inception), no shares were issued or outstanding.

NOTE 5: RECENT ACCOUNTING PRONOUNCEMENTS

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying balance sheet. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

NOTE 6: SUBSEQUENT EVENTS

Stock Issuances

In September 2018, the Company issued 140,000 shares of common stock in exchange for gross proceeds of \$25,000.

In August 2018, the Company issued its two founders a total of 700,000 shares of common stock for total proceeds of \$25.

Management's Evaluation

Management has evaluated subsequent events through October 18, 2018, the date the balance sheet was available to be issued. Based on this evaluation, no additional material events were identified which require adjustment or disclosure in these financial statements.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

This offering is not live or open to the public at this moment.

▶ PLAY VIDEO

0

Investors

\$0.00

Raised of \$10K - \$1.07M goal



Wand

Mobile App To Easily
Find House Keepers

• Small OPO • Denver, CO
• Consumer Internet
• US Investors Only



Overview

Team

Terms

Updates

Comments

Share

Positively Disrupting the Residential Cleaning Market

Invest in Wand

We are all in a crunch for time and looking for ways to fill in the gaps and identify ways we can save time efficiently and inexpensively.

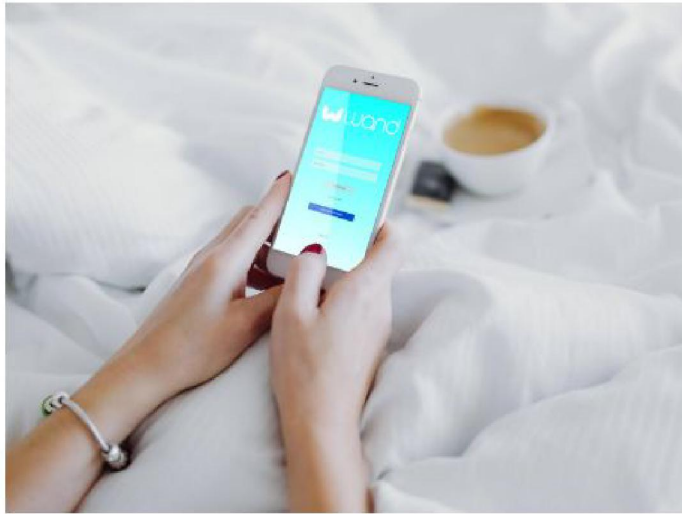
Wand is a mobile app that enables consumers to find house cleaners in a competitive, supportive, and sophisticated environment.

Ever since Uber, Task Rabbit, and even Waze came on the scene, there has been a huge surge in applications that create quick solutions to everyday problems. Most of these problems relate to what has become the world's most valuable commodity: time. Wand is one of these apps, as it provides an easy solution to your house cleaning woes, that can easily be the greatest time suck.



Cleaning is a task we all know needs to get done but (naturally!) still resent the process. As a result, we procrastinate. What was once a hamper of laundry becomes a sinkful of dishes and an entire apartment to vacuum.

The neverending to-do list is a real thing. And it sucks!



Wouldn't it be awesome if we had a magic wand to just get it all done in one fell swoop?

Well, of course. But Harry Potter, we are not. While we don't have a literal wand, we do have an application with the same name. **Enter Wand: a mobile app that connects house cleaners with customers in an empowering, but competitive environment.**

Traditionally, mobile apps that give domestic workers the opportunity to find customers require them to adhere to a specific price schedule. With Wand, however, **the cleaners are in complete control** so have the ability to respond to consumer demand in the way they feel fit to their own business.

With that in mind, Wand aims to empower the service provider—not just provide consumers with an easy solution to their house cleaning woes.

Wand has already gathered enough consumer data to validate our application to a 97% positive response rate and we successfully closed our pre-seed funding round August 2018.

With your investment, you will enable us to have a successful app launch with a cutting edge marketing campaign and an onboarded support team to ensure both our cleaners' and consumers' needs are sufficiently met. This application is a user-friendly solution to a problem every person has and will enable freelance cleaners a new option to grow their business in a flexible and customized way.

Join us in improving lives, one household at a time, and with just one Wand.

The Offering

Investment

\$9.52/share of Common Stock | When you invest you are betting the company's future value will exceed \$8.07M.



This Offering is eligible for the
StartEngine Owners' 10% Bonus.

For details on the bonus, please see the **Offering Summary** below.

What Makes Wand Different from the Competition?



When we decided to work on this idea, we knew Wand would not be the only option for both cleaners and consumers to choose from. Our distinction is in how we support house cleaners in building their own businesses without taking an inflated percentage of their earnings.

We believe one of the biggest issues for freelance cleaners today is being able to build their own business in an environment that's supportive yet still competitive. For cleaners who find employment with a major cleaning company, they are at the mercy of that company's price schedule, as opposed to being able to set their own rates. On the flip side, for cleaners using a website like Craigslist, the assurance that their customer will pay them or that they will even be able to find the right customers is easier said than done.

Our app will give cleaners an effective platform to grow their businesses and consumers an easy, sophisticated way to find the most competitive and experienced cleaners in their neighborhoods.

Our Story



The Wand founders are just a couple of guys who had a vision...just kidding. Well, not kidding but there's more to it than that.

During a regular brainstorming session, the founders found themselves lingering upon the success of specific service-based applications, it was after taking time to think on what industries were lacking a similar solution that they determined that the Residential Cleaning Industry was the perfect next candidate to integrate this successful model.

With both founders possessing a strong background in digital marketing, business development, and software experience, they knew they had the chops to take their idea forward.

Andrew

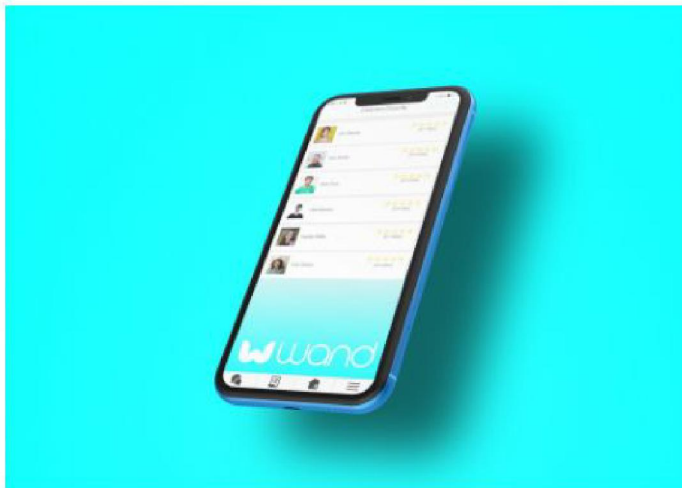
As the co-founder and owner of Wand, Andrew has an extensive background in business operations and development. Andrew has built and sold several e-commerce retail stores, and owned and operated an exclusive consulting group local to Denver. (Wand is now the only company in which Andrew has ownership and an executive position in.) Some of Andrew's specialties include operations, strategy/mission execution, branding and vision development, product innovation and digital marketing.

Ben

A serial entrepreneur and digital strategist, Ben is bridging full time to Wand fresh out of a CMO position with WRIO Internet OS. Currently, Ben is a co-founder and owner of Wand USA Inc. Following his first exit via acquisition after 9 months in operation, Ben went on to accumulate an additional 5+ years of freelance and software experience working a variety of contracted and full-time positions. Ben is actively utilizing his experience in marketing, development, strategy, PR, campaign management, SEO and customer acquisition full-time through Wand.

Wand Will Have Cool Features for an Easy-to-Use Experience

Our aim is to not only create an app that is robust in terms of features and capability that can positively disrupt the cleaning industry but to also be easy and fun to use.



For Consumers

Ability to Find Cleaners Nearby

With Wand, you will be able to find cleaners in your nearby area with the push of a finger. No more searching through Yelp, Craigslist, or dealing with price comparing on multiple sites. The cleaners will have clear profiles with defined price points, making your cleaner selection more seamless than ever before.

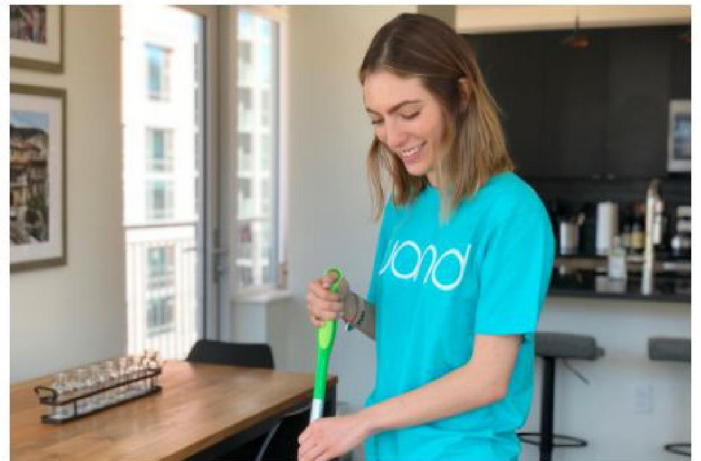
Perfect Match

Cleaners' reviews will be easy to pull up for consumers to select their ideal cleaner.

For Freelancers

Cleaners gain multiple advantages by being on Wand, starting with being able to grow their business by setting their own rates. Unfortunately, many other apps create set price points for cleaners to stick to, preventing them from having the flexibility to price up or down depending on consumer demand.

At Wand, our aim is to act more as a supportive median between cleaners and consumers, rather than dictate how cleaners interact and structure their businesses.



Features like our in-app messenger give cleaners and customers a channel to easily and securely communicate specifics of the job.

Cleaners are able to fully customize their profile including details such as prices, personal bio, experience, pictures, and their available supplies.

In developing Wand we've put major emphasis on structuring a platform that is not only consumer friendly but equally accommodating and easy to use for the service provider.

Development Stage

The Wand app is currently in the MVP stage. Our successful prior round of funding has given us the resources to develop our MVP, begin surveying and ground-testing, and begin the acquisition of service providers to have ready for application launch in Denver. Completed aspects and functionalities of the application include: UX/UI design, service provider onboarding process, home profiling framework, service type selection, and FAQ/self-support tools. With the help of your investment, we will allocate funds towards operations and further development of the application. Some of these developments include: GPS integration, in-app profiles/reviews, in-app messaging, push notifications/alerts, user-task dashboard, payment processing integrations and superior application hosting for advanced privacy protection and userbase stability. All updates and improvements will be integrated prior to our controlled launch in Denver, following additional updates and improvements within Q3 2019.

Our Mission: *To level up and democratize the domestic cleaning industry for good!*

"We're building our app for the everyday consumer and service provider in mind. We wanted to further demonstrate that by launching our second round of funding on an equity crowdfunding platform so that everyday people could share in our success and build a community around our company."

Market Research: Just How Big is the Domestic Cleaning Market?

According to [Statista](#), total revenue in the Household Cleaners segment in the United States amounts to US\$5,610m in 2018. The market is expected to grow annually by 1.2% (CAGR 2018-2021).

These statistics do not assess how much of this revenue is being derived from cleaners using websites and apps like Craigslist and Task Rabbit.

We believe that one of the biggest issues that cleaners have with traditional companies and our competitors alike is the lack

of flexibility. This is especially true in the way they can price their services.

In Essence, Wand is Acting as a Liason

Ultimately, we want our cleaners and consumers to have the freedom to make the best choices in terms of service pricing and service selection. Wand will be secure, but not restrictive. It is important to us to carefully vet onboarded cleaners for quality and experience, however, we want people to be empowered to launch cleaning services that perhaps they have not been able to do before on other websites! Likewise, we want our customers to feel like they have adequate options for cleaners to choose from and the data to make an informed decision when hiring a cleaner.



Consumers are Ready for the Magic Wand

"I have a really busy work schedule and this seems like something that would be very helpful for busy individuals like me, especially ones who don't like cleaning!"

- Danielle Nguyen

Consumer Interest Survey Subject

"I just like how simple this is, I never feel like I have time to clean so this would be really helpful for me personally, I hope this eventually comes to my area, I know a lot of people I think would use this."

-Brandi Odneal

Consumer Interest Survey Subject

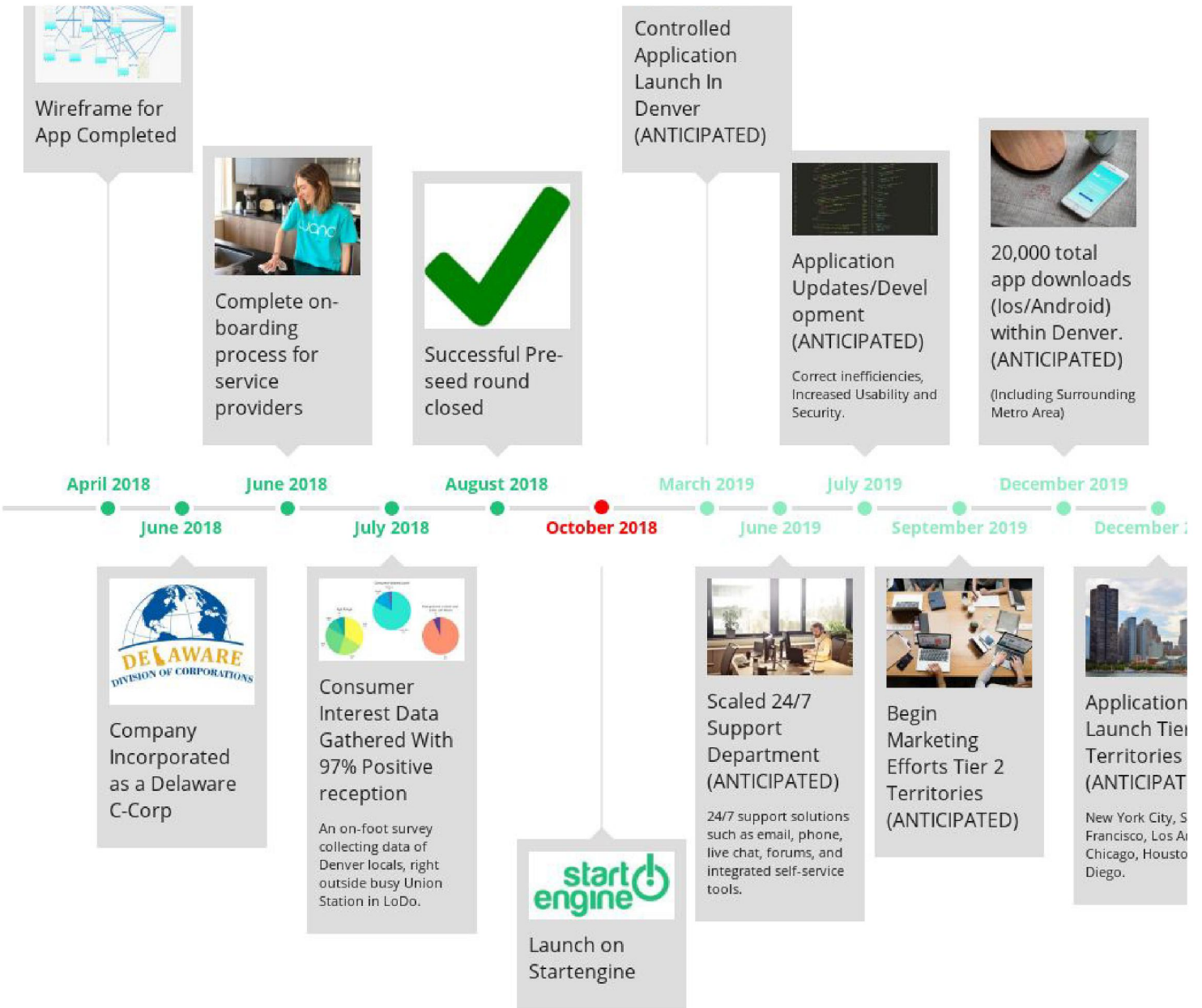
We Will Change the Domestic Cleaning Landscape for the Better

With your investment, you will help us change the domestic cleaning landscape for the better. We believe that house cleaners have not yet had a platform to truly provide the most competitive rates to grow their cleaning businesses. We also believe that consumers are being relegated to a limited number of cleaners who have simply accepted rates provided by limiting applications, websites, and maid services.

We want to literally bridge this divide with our application. Your investment will enable us to have a successful launch that will lead to many happy cleaners and customers.

Are you ready for the magic of Wand?





In the Press



SHOW MORE

Meet Our Team



Andrew

Co-Founder, CEO and Director

Andrew is a Co-founder and Owner of Wand and has an extensive background in business operations and development. Andrew has built and sold several ecommerce retail stores, and owned and operated an exclusive consulting firm local to Denver. (Wand is now the only company in which Andrew has ownership and an executive position in.) Some of Andrew's specialties include; Operations, Strategy/Mission execution, Branding and vision Development, Product Innovation and Digital Marketing.



Ben

Co-Founder, COO and Director

Ben is a Co-Founder and Owner of Wand USA Inc. Ben is a serial entrepreneur, strategist and is bridging full time to Wand fresh out of a CMO position with WRIO Internet OS. Along with an additional 5+ years of freelance and software experience Ben is bringing his experience in Marketing, Development, Campaign Management, SEO and Customer Acquisition to Wand.



Kevin Schlack

Advisor

Kevin has a rare gift with having both an analytical and creative mind. Over the last 20 years, not only has he launched multiple successful companies on his own, but he has recognized when others have had great ideas for a business and partnered with them to help ensure they see their vision to fruition.



Brent Huston

Advisor

Brent has a keen eye for what makes sense in any situation. His 30 years of business experience has benefited greatly from his thoughtful nature and his ability to make quick, smart decisions. He is a smart investor in both business and real estate and prides himself on successfully managing others to reach their potential.



Jason Klein

Advisor

In 2000 decided to become an entrepreneur and co-founded our own manufacturing company, Cush Suspension. Currently President of Engineering for Cush Suspensions where we now have 60 employees and manufacture suspensions for the heavy-duty vehicle market and ship product all over the USA. With over half a dozen patents and also involved in many other



Dave Demsky

Advisor

Dave has long enjoyed the entrepreneurial spirit since starting several businesses from his dorm room in college. In his 30 years of working for and running successful businesses he has learned to delegate and trust the right people to get things done, but also there are times you need to sweat the small stuff and pay attention to the smallest details. He is never happy with the status quo as he

involved in many other
companies besides Cush Corp.

happy that the status quo as it
always wants to be ten steps
ahead of the competition.

Offering Summary

Maximum 112,394* shares of common stock \$1,069,990.88

**Maximum subject to adjustment for bonus shares. See 10% Bonus below*

Minimum 1,050 shares of common stock \$9,996

Company	Wand USA Inc.
Corporate Address	1770 Chestnut Pl Unit 1019, Denver, CO 80202
Description of Business	Wand is a mobile app that enables consumers to find house cleaners in a competitive, supportive, and sophisticated environment.
Type of Security Offered	Common Stock
Purchase Price of Security Offered	\$9.52
Minimum Investment Amount (per investor)	\$104.72

The 10% Bonus for StartEngine Shareholders

Wand USA Inc. will offer 10% additional bonus shares for all investments that are committed by StartEngine Crowdfunding Inc. shareholders (with \geq \$1,000 invested in the StartEngine Reg A+ campaign) within 24 hours of this offering going live.

StartEngine shareholders who have invested \$1,000+ in the StartEngine Reg A+ campaign will receive a 10% bonus on this offering within a 24-hour window of their campaign launch date. This means you will receive a bonus for any shares you purchase. For example, if you buy 10 shares of Common Stock at \$9.52 / share, you will receive 1 Common Stock bonus shares, meaning you'll own 11 shares for \$95.20. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% Bonus is only valid for one year from the time StartEngine Crowdfunding Inc. investors receive their countersigned StartEngine Crowdfunding Inc. subscription agreement.

Irregular Use of Proceeds

The Company might incur Irregular Use of Proceeds that may include but are not limited to the following over \$10,000: Salary payments made to one's self, a friend or relative.

[Offering Details](#)

[Form C Filings](#)

[SHOW MORE](#)

Risks

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment. 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 or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document. The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature. These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

exempt from registration.

Updates

Follow Wand to get notified of future updates!

Comments (0 total)

Add a public comment...

0/2500

Post

About

[Blog](#)
[About Us](#)
[FAQ](#)

Connect

[Facebook](#)
[Twitter](#)
[Careers](#)
[LinkedIn](#)
[Instagram](#)
[Press Inquiries](#)

Join

[StartEngine Summit: Tokenizing the World](#)
[Raise Capital](#)
[Become an Investor](#)

Legal

[Terms of Use](#)
[Privacy Policy](#)
[Disclaimer](#)



©2017 All Rights Reserved

Important Message

www.StartEngine.com is a website owned by StartEngine Crowdfunding, Inc. and operated by StartEngine Crowdfunding and its wholly owned-subsiidiary, StartEngine Capital, LLC, located at 750 N San Vicente Blvd #800, West Hollywood, CA 90069. StartEngine Crowdfunding is a not a broker-dealer, funding portal or investment adviser. StartEngine Capital, LLC is a funding portal registered [here](#) with the US Securities and Exchange Commission (SEC) and [here](#) as a member of the Financial Industry Regulatory Authority (FINRA). By accessing this site and any pages on this site, you agree to be bound by our [Terms of Use](#) and [Privacy Policy](#), as may be amended from time to time without notice or liability.

Investment opportunities posted and accessible through the site are of three types

1.Regulation A offerings (JOBS Act Title IV; known as Regulation A+), which are offered to non-accredited and accredited investors alike. No broker-dealer, funding portal or investment adviser is involved in these offerings. These offerings are made through StartEngine Crowdfunding, Inc. 2. Regulation D offerings (506(c)), which are offered only to accredited investors. No broker-dealer, funding portal, or investment adviser is involved in these offerings. These offerings are made through StartEngine Crowdfunding, Inc. 3. Regulation Crowdfunding offerings (JOBS Act Title III), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Capital, LLC. Some of these offerings are open to the general public, however there are important differences and risks. You can learn more in our [Learn section](#).

Canadian Investors

Investment opportunities posted and accessible through the site will not be offered to Canadian resident investors.

Potential investors are strongly advised to consult their legal, tax and financial advisors before investing. The securities offered on this site are not offered in jurisdictions where public solicitation of offerings are not permitted; it is solely your responsibility to comply with the laws and regulations of your country of residence.



EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

This is Mary. Mary's a hardworking individual the last thing she wants to do is clean her apartment when she gets off work. She doesn't want to hire a big business which is expensive and inconvenient and doesn't want to find someone on Craigslist which is unreliable and unsafe.

What is she supposed to do? That's where Wand comes in. Wand is designed to easily connect freelance cleaners with consumers all within our user friendly app. Here's how it works, Mary opens Wand, scrolls through all the reputable cleaners in her area, and finds Sally. Sally has a great profile, a strong bio, lots of five star reviews, and reasonable prices so Mary books her.

Sally comes to Mary's apartment and wipes down the counters, sweeps up the floors, and completes any other cleaning tasks Mary has requested. Once Sally is finished she snaps a few photos of the awesome work she's done and Wand notifies Mary that Sally is finished with pictures of her new, sparkling clean apartment. Before signing up to begin cleaning freelancers must go through our rigorous vetting process and pass a background check. This provides quality assurance and creates a marketplace of highly trusted, reputable cleaners.

Starting to see the magic of Wand? We thought you might, invest now to claim your stake in Wand, a platform built to revolutionize and change the standard for the 51 billion dollar residential cleaning industry.

STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

Platform Compensation

- As compensation for the services provided by StartEngine Capital, the issuer is required to pay to StartEngine Capital a fee consisting of a 6-8% (six to eight percent) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the issuer on StartEngine Capital's website.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.
- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be cancelled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50% and 100% of the funding goal. If the issuer hits its goal early, and the minimum offering period of 21 days has been met, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before new deadline.
- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$1.07M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer.
- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its

target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- Investor Limitations: Investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$107,000, then during any 12-month period, they can invest up to the greater of either \$2,200 or 5% of the lesser of their annual income or net worth. If both their annual income and net worth are equal to or more than \$107,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is less, but their investments cannot exceed \$107,000.