

2023 REPORT

Sensate



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Dear investors,

Sensate addresses a critical issue of our time - stress & anxiety - with a patented, innovative, and research-backed solution. In the past year, we have seen that stress continues to be all too prevalent, having a negative impact on individuals' lives around the world.

Sensate empowers individuals with a groundbreaking consumer product that taps directly into the primal part of the nervous system to bring relaxation in the moment and improve stress resilience over time. Rooted in the functionality of the nervous system and drawing upon ancient traditions, Sensate combines cutting-edge biological science with innovative technology to provide millions of people with accessible and easy to use tools to manage stress, anxiety and related conditions.

Since launching, Sensate has been named "A genius device" by Forbes, a TIME Best Invention of 2022, and a 2024 "Smart Sleep Award" by Real Simple. We passed 400 media mentions in 2023, incl. TIME, BBC, Forbes, People, Buzzfeed, Vogue & more Sensate was also recognized as a MiniCorn (an early-stage company on track to becoming a Unicorn) in the Tracxn report and achieved high rankings in industry reports. 2023 is the year of our subscription, having successfully launched Sensate Plus on both iOS and Android, with a sustained attach rate over 50%.

We expanded our Plus library with 24 new Soundscape sessions in 2023. We see that Plus subscribers consistently engage more than 217% (FY 2023)

compared to standard users. In 2023, Sensate users as a whole engaged in over 25.7 million minutes in Sensate sessions, reflecting our expanding user base and the effectiveness of our product.

Another achievement in 2023 was diving deeper into that effectiveness with three new research studies published, providing empirical evidence of Sensate's benefits in reducing stress, and anxiety, and improving sleep and well-being.

We need your help!

Introductions to aligned partners: we hope to add value to their communities, while in turn they amplify our brand and mission to reach the people who need Sensate. Ideal for independent retailers or people in private practice; programs where we can be of service or create case study/research opportunities; clinics focused on longevity, recovery or general wellness. We are always seeking good talent both for our advisory board (research/medical and brand/marketing) and for our team (esp. Marketing and Product).

Introduce investors to Sensate for this round!

Sincerely,

Anna Gudmundson

CEO & Co-founder

Sanjay Reddy

Board Member

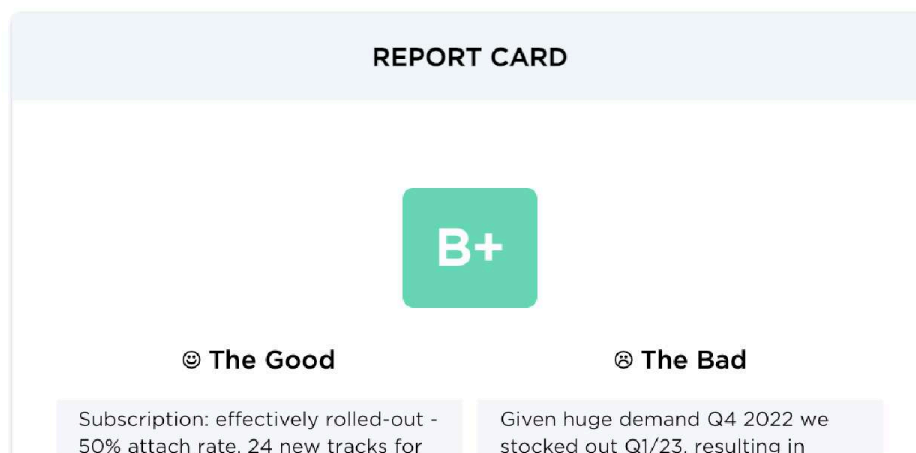
Maryellen Gleason

Board Chair

Stefan Chmelik

Director & Co-founder

How did we do this year?



subscribers, who use Sensate
approx 200% non-subscribers.

Channel diversification: established
a successful affiliate program and
set the foundation for more retail
and future B2B sales.

Contribution Margin: achieved
contribution margin profitability 5
of the 6 months in H2 of 2023.

lower customer service ratings.
Now addressed to reach 4.5
trustpilot!

The unpredictable and uncertain
funding landscape led us to change
strategy and push additional
fundraising to 2024.

Tough decision to slow our rapid
topline revenue growth paid off
with extended runway, long-term
growth and sustainability.

2023 At a Glance

January 1 to December 31



\$5,402,741 [3%]
Revenue



-\$3,865,272
Net Loss



\$704,128 +92X
Short Term Debt



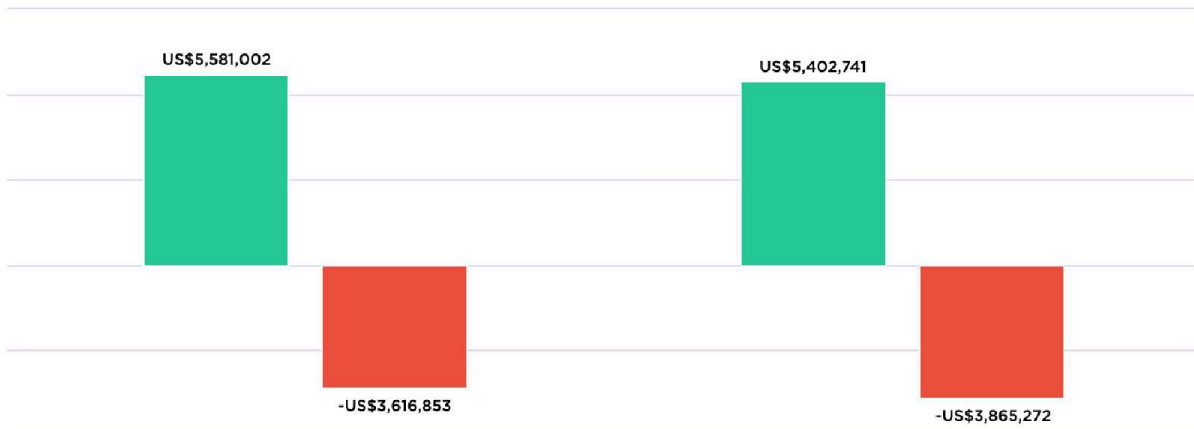
\$3,655,418
Raised in 2023



\$516,068
Cash on Hand
As of 03/20/24

INCOME BALANCE NARRATIVE

● Revenues ● Profit



Net Margin: -72% Gross Margin: 45% Return on Assets: -319% Earnings per Share: -\$0.21 Revenue per Employee: \$1,350,685

Cash to Assets: 19% Revenue to Receivables: 978 Debt Ratio: 80%

[Sensate_Inc_Financial_Statements_and_Report_FY22-23_SIGNED__1_.pdf](#)

We ❤️ Our 876 Investors

Thank You For Believing In Us

Tina Wolfe	Rizwan Habib	David Macario	Maria Springer	Aldrien C. Crisologo	Víctor Pérez-Cotapos
Debra Farber	Munir Ahmed	Evzen Trdy	Cathleen O'Connor	Linda Freeman Pettit	Lea Sakran Cussotti
Barbara Steinhauser	Bruce Stephen Anderson	Maree Barry	Doriot Venture Club	Dawn Lane	Jared JOYCE
Hatem Rowaihy	Constance Minkoff	Don Martin	Olusola Adesanwo	Eldridge Holliday	Karen Rutz
Paul Chan	Ellie Gates	Sean Wasson	Anmarie Higgins	Christina DJxtina	Scot A McCoy
Dorcas Wilson	Blossom Toussaint	Andy LeSavage	Miguel Costa	Tim Ladehoff	Mohamed Lhadi
Victor Carrasco	Brock Downie	Lotika Savant	Samik Mukherjee	Frederick Lowe	Marcus Mendiola
Arden C. Oldt, II	Tania Goffena	Jonathan Marion	Michael Humphrey	Dr.Rajaram S. SAMANT	Galina Reznik
Scott E Musinski	Michael Stone	Erik Aronesty	Nyanza Moore, Esq.	Samuel F Stewart	Samuel K Amejaw MD MBA
John Machacek	Viveka Von Rosen	Vincent Mudd	Ryan Flanders	Serena Warwick	Koby Conrad
Sundeep Ahuja	Leah Reed	Ronny Palladino	Gary and Leila Nelson	Sriram Sundararajan	Nick Tippmann
Rodney Williams	Jorge Silva	Gregory Todd Park	Jared Perkins	Nhi Le	Glenda Ordonez
Zemel Shropshire	Barbara Duker	John De Kuyper	Jon Kasky	Cathy Per	Norman Kennedy
Nagavalli Medicharla	Kaushik Patel	Veronica Faal	Neryk Davydov	Brooke S. Richman	Mervin Mohamed
Loretta Bruhn	Mik Aoki	Patrick Spaulding Ryan, PhD	Dwayne Patrick Hall	Eric Lafleche	Darren T Smith
Hossein Javid	Geraldo Pilon	Gregg Carlson	Raghu K Mulpuri	Jacques Angrain Glaude	Barbara Dawson
Paul Smith	Brad Kessler	Juan P Cuevas	Taiesha Washington	Emily Newman Stanton	Miroslav Gruna
Dawn Bryant	Randy Heisinger	Henry B Harris	Prabhudas Chelumala	M J	Didier S. D.
Tim Woodyard	Jalpan Piyush Dave	Shaun McDuffee	Mia Costa	Lilian Uzukwu	Garry A Turner
Justin Vaira	Phillip Wright	Karl Becker	Jennifer Knoll	Renea Mahadeo	Hiram Wong
Mario Johnson	Glen DeWolf	Jan Czczotka	Johnny Evans	Gemechu Getachew	Nathan Argenta
E Gluckert	Fern Murray	Keisha Jackson Murry	Longinus Ugwuegbulem	Karina Blanco Garcia	Levoda Walker
Robert Cole	Jared LaRock	Justin Cofield	Vernellia Wanza	Kenneth Udell	Constance OBryant
Dennis Pinkerton	Jim Bornheimer	Mads Georgsen	Brad Bertagnole	Tom Wright	David K. Williams
Ben Maitland-Lewis	Randy Mckinnish	George Akinkuoye	P Raeburn	Jonathan Rackley	Birun Balami
Deanne Blackman	Ben Middleton	Lukasz Sulkowski	Jo Hunter	Aleksander Prudnik	Raphael Swery
Jack Austin	John Daniel Heffner	Lenworth Grandison	James R. Borden	Kevin Brown	Sean Stobart
Gordon Burrill	Brett Grossman	Bobby Edelman	Roderick Herron	Richard Averitt	Stephen Campbell
Timothy Lee Bul	Andrea Marcellus	Tyler Tarr	Martin Tobias	Todd Fjield	Rachel Alina
Michael Hood	Dorota Tsatsaris	Gigi Langguth	Carol Ferguson	Sam R	Northernexposure 9
Nicola Ingram	Clint Gersh	Marina Danic	Sewall Conroy	Anne Grete Stangeland	Abby S
Phil S	Tony Mills	Tony Fondererson	Conor O'Mahony	Wendy Manrique	Karen French
Cindy Haase	Peter Keller	Megan Pfeffer	Cassandra Jacobsen	Jenny Fer	Melonie Atraghji
Jeffrey White	Wilfredo Rivera	Amanda Blackburn	George Kokkatt	Kamal Burhan Kamal Jayyusi	Ian Winkler
Lev Agranovich	Alexandra Rutherford	Beth Zwynenburg	Kelvin Cox	Jandjr Happy	Ryan O'Neil
Lisa Francine	Virginia Puccio	Mary Carroll	Evolve Bac	Ed Hodges	David Dunlap
Jamie Holmes	Carl Uminski	Samantha Shearman	Madhusudhan Shagam	Ross Sleight	Oskar Swanell
Wouter Heslinga	Jason Lafferty	Giuseppe De Giorgi	Mandy M	Doug Noland	Nathan Green
Ben Griffiths	David Thierman	Kennedy Thibou	Adrian Pang	Alison Savory	Terry Francis
Nick Sutcliffe	Benedicte Mazy	Diane Loux	Regis Marechal	Shelby Smith	Linn Uhrstedt
Diane O'Brien	Gunther Christian Will	Wayne Prins	Ashley T	Jesse Havoc	Giacomo Doni
Karem M Perez	Alli Abdulla Rashed Aldhaheer	Alexandra Guthy	Stephanie Hannon	Duke Duncan	Daniel Posada
Iordache Cosmin	Eric Friedlander	Jasiel Moreno	Steven Yaisley	Marielle DeSpa	Robert Kajiru
James Grant	Reginald Eugene ROUZARD	Gaby Darbyshire	Sandra Small	Joel Benjamin Hartman	Raj-Sachin Bhakta
Naga Vikas Ch	Yousra Anwar	Micheal Bagley	Raj Cherabuddi	M James	Paulo Machado
Acacia Trott	Andreas Lie	Luke Robinson	J. Edge	Vesile A. SIRIN	Shawn Green
Grace Almeida	Elias P	Paul Regalia	Oliver Jones	Brian Ducharme	Bertrand Paulemon
Nonie White	Zach Stock	Auctus Constructus	Ben Luu	Eric Chapman	Juraj Kocar
Em Te	Neeraj Jain	William Riley	Steven Grossman	Andrew Ingkavet	Lucas King
David Clark	David Lanfair	Ayah Siddiqi	Diana Knight	Corey Schade	John Royliston
Thomas Nicholson	Ramesh Naidu	Alwin Alexander John	Steve Parankewich	Christopher Allen	Tom Scharer
Philip Lutz	Mario Dominguez	Joseph Grant	Andrew J Scott	Steve Jackson	David Anderson
Chris Pudding Gudding	Nigel Sharp	Frances Beaufort	Jennifer Lin	Mike Panesis	Tiffany Branch
Sumir Karayi	Clifford Raynor	Wilfrid Jean-francois	Enrique Sánchez	Sanjot Singh	Mark Schwartz
Lidwina Van Kooten	Deen A	Marina C	Yannick Goy	Christophe Van Den Berghe	Branches Of Wellness...
Jon C	Charlton Austin	Age Pothuma	Nimrod Kaplan	Jas Chana	Heidi Hash
Sahara Pynes	Dylan Montefusco	Bina C Souri	Ernest J Carson Jr	Auguata Sankey	Hemdeep Dulthummon
Michael Shendi Zhang	Judith Mueller	Glady's Arome	Robert Riedl	Judit Barna	Robert C Mangrum
Kevin Tsai	Delph Gustitus, Jr.	Chris D. Busick	Linda Goucher	Giles Walger	John Mburu
Frederick D. May	Evelyn Lopez	Chukwuemeka Njoku	Nicholas Coleman	Ryan Heath Patterson	Phillip Senigram
Peggy Pleines	Clayton Kleevic	Brian Sweeney	Steven Kuross	Hellen Mbithi	Gregory Connor
Dr. Michael Sharrcock	Ted Etheredge	Kyle Fearn	Mohammad R Karim	Todd Emaus	Linda Allen
Brian Smolens	Stig Swenson	Sebastian A Brea	Mike Jansen	Danny Lee	Andrew Wynn
Ross Hanson	Edward Kelly Medlock	Olga Batygin	James Wheeler	Marie Antoinette	Amici Limited Group
Kevin Henrikson	Eric Swanson	Maria Shiao	Martyn Game	Graham Miles	Evangellia Thanou Roman
Claire Bristow	Mahmoud Abdelfattah Moursy	Amber Conger	Margaret Hermel	William M Sturm	David Moffat
Shares Dalgleish	Annette Walker	Sally Graves De Witt	Sarah Fazekas	Matt Wells	Oliver De Bono
Katy Bowler	Claire Pagani	Shonda Rhimes	Shelley Pelletier	Per Andreasen	William Weir
Adriana Sucha	Steve Carpenter	John A Bilorusky	Christina Koeppl	Tom Ingegno	Liz Simon
John Hutton	Bonnie Johnston	Eric Haas	Joanne Louise Buckley	Susan Schmale	Jonathan Paine
Lucy Winslow	Anna Kari Gudmundson	Maja Stanojevic-Andre	Margareta Gudmundson	Julian Minde	Beata Jadovitz
Oliver Helm	Heather Darwall-Smith	Ahmet Erim	Janet Lawson	Kathleen Hart	Kimberly Rome

Caroline E. Taylor
Diane Lyons
Yosef Hertz
David Cook
Anthony Long
Wendy Felix
Hassan Ali
Sachin Vyas
Eric Roquemore
Shannon Bass
Katharine Lips
Joanne Pantaleo
Leo Resig
Matthew E Grable
Mark Soltz
Paul Mann
Nikolche Mihajlovski
Thomas Colgan
Don MacDonald
Neil Mason
Dinorah Blackman
Hung Luu
Edward James Harpin
Rami Taha
Colin Sioman
Aaron Bendix-Balgey
Peter Jorgenson
Steven Frazier Child
Srinivas ADUSUMILLI
Milind Makwana
Marimuthu Ponnambalam
Dhananjay Patel
William Lester
Mark Thomson
Michelle Murdocca
Diane Geer
Vincent Mach
Michael Brown
Sarah Suzuki
James Landiers
Dee Pittman
Yusuf Ahmad
Andrew Corn
Daniel Alexander Duarte
Eduard Bogel
Mubin Patni
Alvaro Larrea
Kerstin Sawyer
Vasile Dan Caprar
James AVERY
Gary Raisl
Susan Frances Eldridge
John ROCKWELL
Jake Suggs

Larys Kenna
Staci Lyons
Craig Barth
Reed Gossman
Spencer Sohmer
Steve Miller
Vivek Mehta
Sarah Guthrie
Jordana Shaw
Jeff Muhle
Joseph Stioha
Michael Biggs
Khalid Zeidan
Kel Dorey
Paula Todd Allen
Miss Olivia C Reid
Jean Hughes Bell
Nagapradeep Sanikommu
Raechel Gavin
Adam Kelly
Dasha Maximov
Kelly A MITCHELL
Katie Eggers
Joe Nicolette
Deven Dayal
E. Blackburn
Vishal Arya
Ashley Firmino
Jim Palmieri
Rewati Gautam
Danny Lindley
Lydia Ofori
Cory Schwab
Denise Lysgaard
Michael McGraw
Elijah Porter
Richards' Fön
Balwantraj Mistry
Ifeoma Eke
Lawrence Chong
Eugene Mc Elroy
Lee Szam
Joseph D Mc Collum Jr
Hollis M Fritts Jr
Robert McDevitt
Ally McCloskey
Jennifer Shapiro
Joanna Rosenwold
Assami Valian
Venkata Lakshmi Narayana Juluru
Julie Wyatt
Asif Poonja
Lorie Meola

Carina Mpon Hjuier Vindeipo
Mitchell Kunkler
Linda Church
Erin O'Connor
Katrin Lueke
Stephanie Stefanski
Gwyneth Martin
Radha Parameshwarappa
Julius Torelli
Frank Zorrilla
Brian Southworth
Erica Hertz
Kelli Alexander
Matt Nodurft
Stephen Murray
Raja Mallepeddi
Peter Wilhelmsson
Jason Bryant
Michael Franks
Anne Kathrin Stitz
Pratik Bengali
Joseph Truplano
Rajiv Panta
Robert Jakob
David Scheffele
Jack LOGIUDICE
Shubhang Chaudhary
Nancy Murphy
Dave Davis
Ken Kistner
John Scott
David Gill
Alexander Adams
Rami Najim
Matthew Rach
Lara E O'Loughlin
Joseph Chemali
Richard Gibson
Shivan Oudit
Joel Rapaport
Edmund T. Mudge, IV
Katy Montanez
Pedro Cavazos
Magan B. Bhika
Thiyaghu Muthuswamy
Li Ann Wong
Clay Siegert
Bec McHenry
Ryan QUINN
Joy Pollard
Peter Grabowski
Carolyn S Hunt
Jonathan Scherer

Geogy Philip
Steve Kattenbraker
Sara Sheldon
Pihu Sharma
Marthe Schut
Kevin Galman
Glenn F Burger
Trif George-Adrian
Alun Gruffudd
Farhan Syed
Muhammer Negiat Resul
Thomas Helligsø
Logeshwaran Orathur...
Haitham Eletrabi
Emil Yordanov
Claudia Von Boeselager
Jonathan Hendrickson
Nezamar Mollah
Anne Cheshire
Marta Enrile
Oluwaseun Davies
Fredrik Store
DOTTY HUDSON
Peter Banos
Jignesh Patel
Wade Chalfant
Jay Pennock
Eric Rossi
Austin Gottschalk
Chris Hynick
Carly Wilhelm
Marc Cooper
Netanel Polonsky
Tina Brookes
Patty Smales
Sharad Saxena
Robert Diez
Edward R Johnson Jr
James Liebenau
Mark Schroeder
J E Harris
Ravi Pradhan
Roxanne Weiss
Michael Celaya
Amber Lynn Celaya
Annette Veltmar
Tegan Klinker
Porfirio Saenz
Alexandra Villard
Yvonne Hernandez
Sharene Hawthorne-Rene
Stephen Westfold
Stephen Tulba

Nora Kotnrock
Richard Swogger
Elizabeth Grandia
Freddie Fouts
Larry Silber
Nnamdi Ifediora
Scott ITTERSAGEN
Charles Chiu
Colm D Foley
Menhaj Huda
Kishore Anjaneyulu
Dana Jackson
Anthony DeFalco
Michelle Wall
Kevin Lindahl
Francis Chu Tze KHEN
Gabriel Paravisini
Javaid Sheikh
Bethany Prizmick
Barbara McCormick
Srikanth Veerareddy
Sherwin C. Olaes
Vlad Kogan
Sander Den Hoedt
John Szymanski
Anita Lister
Zahed Hossain
John Mitchell
Josef C. Loeffler
Sayyed Babar Ali
Randy Modos
Shawn Dockstader
Pedro Somarrriba
Helen Andrews
Majeedah Spencer
Lauren Sun
Dena Levenson
Louisa Simons
Yolanda GARRETT
David Botsford
Craig Street
Kerby Lyons
Whoopi Goldberg
Ronel Delva
David Robert Celaya
Ogbonnaya Agwu
Tim Black
Peter Bailey
Jenna Sleafie
Joseph Dirksmeier
Brian Schuring
Jane Shufflebotham
Meredith Whipple Callahan

Ieresa Lyons
Dominic Hart
Jason Pessman
Philip Junior D. Yu
Marta Bencomo Hernandez
Itunu Adekoya
Ebrima Jallow
Ricardo Rodriguez
Zachary Graham
Shane Da Silva
L A
Ilian Madzharov
Nalini Sridharan
Tee Jay Dowe
Sriini Kottakota
Zachary Kurtz
Arthur Thomas
Rod Scholl
Tony Gunnarsson
Miguel Arvizu
John H Bertel
Madelyn Alfano
Roy Turnbull
Jeff Stephen
Ban Yoon
Brian Jacobs
Osvaldo Freire Fonseca
Dennis Moesby
Bob Ursini
Ife Onyecholem
Leticia Lerma
Agneta Rosenberg
Mark Hockley
Javed IQBAL
Allan Leung
Aslam Padath Peedikayil Abdul...
Martin Jarve
Benedicte Herrmann
Stephen O
Eisa Webb-Crick
Michael Plath
James Wuerch
Shelby Thuruthumalli
Glen Mendez
Van E. Meyer
Robert Laub
Michele Murray
Theresa Cygan
Joy Ogawa
Brian Raisl
Linda Deng
William Pentler
Justin Renfro

Thank You!

From the Sensate Team



Anna Gudmundson
CEO & Co-founder

Anna is an established business leader with over 20 years in exponential technologies. Previous experience includes early stage as well as bluechip such as Lucent...



Stefan Chmelik
Creator & Co-founder

An integrated medicine physician and founder of New Medicine Group in London's world-famous Harley Street, Stefan created a world-class team with 300 years of combined...





Eddy Vaisberg

CFO

Eddy spent 5 years at BCG, focusing on consumer products and finance. He went on to found 3 companies, raising...



Massimiliano Bariola

CTO

Massimiliano pioneered mobile fleet tracking and patented technology for human-machine interfaces. His 20+ years in tec...



Mary Hendra

CoS

Mary has 25+ years in hiring and leading teams. Mary has been an executive leader and founder connecting public/private...



Sebastián Brea

DTC Marketing & Customer Success

Sebastian founded AnimaEdu.com and developed 'Pausa', a leading meditation app in Latin America. His...



Michelle Laven

Partnerships

Michelle, with 25 years in startups, scale-ups, non-profits and SMEs, is Sensate's longest-serving member. Her focus on...



Marina Serra

Finance & Operations

Marina, with 13+ years in strategy, performance assessment, and data analysis, has contributed to Unilever,...



Frank Fitzpatrick

Advisor, Sound & Science

Frank, an award-winning executive and wellness expert, merges sound, health, music, and tech. As Apple's first Musi...



Stephanie Hannon

Advisor, Product

Stephanie has 20+ years building global large-scale consumer and internet technologies including Gmail,...



Martin Tobias

Advisor, Financing & Growth

Martin, founder of Incisive Ventures, ex-Accenture and Microsoft, raised \$500M+ as CEO with 2 IPOs. Angel in 250...

Details

The Board of Directors

Director	Occupation	Joined
Anna Gudmundson	CEO @ Bioself Technology, Ltd.	2021
Stefan Chmelik	Chief Scientific Officer @ Bioself Technology, Ltd.	2021
Bertrand Velge	Managing Director @ Graftyset Limited	2022
Sanjay Reddy	Partner @ Unlock Venture Partners	2021
Maryellen Gleason	Founder and Principal @ Maryellen Gleason & Associates	2022

Officers

Officer	Title	Joined
Anna Gudmundson	CEO	2021
Stefan Chmelik	Chief Scientific Officer	2021

Voting Power

No one has over 20% voting power.

Past Equity Fundraises

Date	Amount	Security	Exemption
03/2019	\$425,303	Common Stock	Other
03/2020	\$434,088	Common Stock	Other
05/2020	\$207,500		Other
08/2020	\$270,000		Other
08/2020	\$250,000		Other
10/2021	\$500,000		Other
12/2021	\$135,000		Other
02/2022	\$1,000,000	Safe	Other
05/2022	\$349,998	Preferred Stock	Section 4(a)(2)
07/2022	\$969,480		506(c)
02/2023	\$1,287,955		4(a)(6)
02/2023	\$600,000	Preferred Stock	Section 4(a)(2)
08/2023	\$176,982		Other
10/2023	\$500,000		Other
10/2023	\$831,325	Preferred Stock	Section 4(a)(2)
11/2023	\$100,000		Section 4(a)(2)
12/2023	\$159,156		Other
03/2024	\$500,000		Section 4(a)(2)
	\$28,800		4(a)(6)

The use of proceeds is to fund general operations.

Convertible Note Outstanding

Issued	Amount	Interest	Discount	Valuation Cap	Maturity
05/13/2020	\$207,500	6.0%	0.0%	\$4,000,000	05/13/2022
08/28/2020	\$270,000	6.0%	0.0%	\$5,800,000	08/28/2022
08/28/2020	\$250,000	6.0%	0.0%	\$4,000,000	08/28/2022
10/16/2021	\$500,000	1.0%	0.0%	\$12,000,000	10/16/2023

Outstanding Debts

Lender	Issued	Amount	Outstanding	Interest	Maturity	Current?
Aliunde, LLC	12/23/2021	\$135,000	\$135,000	12.0%	02/28/2025	Yes
Shopify	08/09/2023	\$176,982	\$120,000	17.0%	07/31/2024	Yes
Analysia Limited	10/06/2023	\$500,000	\$512,604	10.0%	10/31/2024	Yes
Share Ventures Fund I, LP	11/12/2023	\$100,000	\$103,368	10.0%	11/12/2024	Yes
Shopify	12/04/2023	\$159,156	\$60,944	17.0%	07/31/2024	Yes
IF MACK VENTURES CORPORATION	03/20/2024	\$500,000	\$500,000	15.0%	06/30/2025	Yes

Related Party Transactions

None.

Capital Structure

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights
Common Stock	50,000,000	18,395,123	Yes
Warrants:	109		
Options:	6		

Form C Risks:

We have a limited operating history upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters.

The Company is still in an early phase and we are just beginning to implement our business plan. There can be no assurance that we will ever operate profitably. The likelihood of our success should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by early stage companies. The Company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

Our future success depends on the efforts of a small management team. The loss of services of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

We may face potential difficulties in obtaining capital.

we may face potential difficulties in obtaining capital.

We may have difficulty raising needed capital in the future as a result of, among other factors, our lack of revenues from sales, as well as the inherent business risks associated with our Company and present and future market conditions. Our business currently does not generate any sales and future sources of revenue may not be sufficient to meet our future capital requirements. We will require additional funds to execute our business strategy and conduct our operations. If adequate funds are unavailable, we may be required to delay, reduce the scope of or eliminate one or more of our research, development or commercialization programs, product launches or marketing efforts, any of which may materially harm our business, financial condition and results of operations.

The amount of capital the Company is attempting to raise in this Offering may not be enough to sustain the Company's current business plan.

In order to achieve the Company's near and long-term goals, the Company may need to procure funds in addition to the amount raised in the Offering. There is no guarantee the Company will be able to raise such funds on acceptable terms or at all. If we are not able to raise sufficient capital in the future, we may not be able to execute our business plan, our continued operations will be in jeopardy and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause an Investor to lose all or a portion of their investment.

Global crises such as COVID-19 can have a significant effect on our business operations and revenue projections. With shelter-in-place orders and non-essential business closings potentially happening throughout 2020, 2021, 2022 and into the future due to COVID-19, the Company's revenue has been adversely affected.

We may implement new lines of business or offer new products and services within existing lines of business. As an early-stage company, we may implement new lines of business at any time. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved, and price and profitability targets may not prove feasible. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients or be subject to cost increases. As a result, our business, financial condition or results of operations may be adversely affected.

There is no guarantee of a return on an Investor's investment.

There is no assurance that an Investor will realize a return on their investment or that they will not lose their entire investment. For this reason, each Investor should read this Form C and all exhibits carefully and should consult with their attorney and business advisor prior to making any investment decision.

We rely on other companies to provide components and services for our products.

We depend on suppliers and contractors to meet our contractual obligations to our customers and conduct our operations. Our ability to meet our obligations to our customers may be adversely affected if suppliers or contractors do not provide the agreed-upon supplies or perform the agreed-upon services in compliance with customer requirements and in a timely and cost-effective manner. Likewise, the quality of our products may be adversely impacted if companies to whom we delegate manufacture of major components or subsystems for our products, or from whom we acquire such items, do not provide components which meet required specifications and perform to our and our customers' expectations. Our suppliers may be unable to quickly recover from natural disasters and other events beyond their control and may be subject to additional risks such as financial problems that limit their ability to conduct their operations. The risk of these adverse effects may be greater in circumstances where we rely on only one or two contractors or suppliers for a particular component. Our products may utilize custom components available from only one source. Continued availability of those components at acceptable prices, or at all, may be affected for any number of reasons, including if those suppliers decide to concentrate on the production of common components instead of components customized to meet our requirements. The supply of components for a new or existing product could be delayed or constrained, or a key manufacturing vendor could delay shipments of completed products to us adversely affecting our business and results of operations.

We rely on various intellectual property rights, including trademarks, in order to operate our business.

The Company relies on certain intellectual property rights to operate its business. The Company's intellectual property rights may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our intellectual property may not prevent it from being challenged, invalidated, circumvented or designed-around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of our intellectual property. Our failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect our intellectual property or detect or prevent circumvention or unauthorized use of such property, could adversely impact our competitive position and results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights. As we expand our business, protecting our intellectual property will become increasingly important. The protective steps we have taken may be inadequate to deter our competitors from using our proprietary information. In order to protect or enforce our patent rights, we may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against us with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. The law relating to the scope and validity of claims in the technology field in which we operate is still evolving and, consequently, intellectual property positions in our industry are generally uncertain. We cannot assure you that we

Consequently, intellectual property positions in our industry are generally uncertain. We cannot assure you that we will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

The Company's success depends on the experience and skill of the board of directors, its executive officers and key employees.

We are dependent on our board of directors, executive officers and key employees. These persons may not devote their full time and attention to the matters of the Company. The loss of our board of directors, executive officers and key employees could harm the Company's business, financial condition, cash flow and results of operations.

Although dependent on certain key personnel, the Company does not have any key person life insurance policies on any such people.

We are dependent on certain key personnel in order to conduct our operations and execute our business plan, however, the Company has not purchased any insurance policies with respect to those individuals in the event of their death or disability. Therefore, if any of these personnel die or become disabled, the Company will not receive any compensation to assist with such person's absence. The loss of such person could negatively affect the Company and our operations. We have no way to guarantee key personnel will stay with the Company, as many states do not enforce non-competition agreements, and therefore acquiring key man insurance will not ameliorate all of the risk of relying on key personnel.

Damage to our reputation could negatively impact our business, financial condition and results of operations. Our reputation and the quality of our brand are critical to our business and success in existing markets, and will be critical to our success as we enter new markets. Any incident that erodes consumer loyalty for our brand could significantly reduce its value and damage our business. We may be adversely affected by any negative publicity, regardless of its accuracy. Also, there has been a marked increase in the use of social media platforms and similar devices, including blogs, social media websites and other forms of internet-based communications that provide individuals with access to a broad audience of consumers and other interested persons. The availability of information on social media platforms is virtually immediate as is its impact. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate and may disseminate rapidly and broadly, without affording us an opportunity for redress or correction.

Our business could be negatively impacted by cyber security threats, attacks and other disruptions.

We continue to face advanced and persistent attacks on our information infrastructure where we manage and store various proprietary information and sensitive/confidential data relating to our operations. These attacks may include sophisticated malware (viruses, worms, and other malicious software programs) and phishing emails that attack our products or otherwise exploit any security vulnerabilities. These intrusions sometimes may be zero-day malware that are difficult to identify because they are not included in the signature set of commercially available antivirus scanning programs. Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of our customers or other third-parties, create system disruptions, or cause shutdowns. Additionally, sophisticated software and applications that we produce or procure from third-parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the information infrastructure. A disruption, infiltration or failure of our information infrastructure systems or any of our data centers as a result of software or hardware malfunctions, computer viruses, cyber-attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security, loss of critical data and performance delays, which in turn could adversely affect our business.

Security breaches of confidential customer information, in connection with our electronic processing of credit and debit card transactions, or confidential employee information may adversely affect our business.

Our business requires the collection, transmission and retention of personally identifiable information, in various information technology systems that we maintain and in those maintained by third parties with whom we contract to provide services. The integrity and protection of that data is critical to us. The information, security and privacy requirements imposed by governmental regulation are increasingly demanding. Our systems may not be able to satisfy these changing requirements and customer and employee expectations, or may require significant additional investments or time in order to do so. A breach in the security of our information technology systems or those of our service providers could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits. Additionally, a significant theft, loss or misappropriation of, or access to, customers' or other proprietary data or other breach of our information technology systems could result in fines, legal claims or proceedings.

The use of individually identifiable data by our business, our business associates and third parties is regulated at the state, federal and international levels.

The regulation of individual data is changing rapidly, and in unpredictable ways. A change in regulation could adversely affect our business, including causing our business model to no longer be viable. Costs associated with information security – such as investment in technology, the costs of compliance with consumer protection laws and costs resulting from consumer fraud – could cause our business and results of operations to suffer materially.

Additionally, the success of our online operations depends upon the secure transmission of confidential information over public networks, including the use of cashless payments. The intentional or negligent actions of employees, business associates or third parties may undermine our security measures. As a result, unauthorized parties may obtain access to our data systems and misappropriate confidential data. There can be no assurance that advances in computer capabilities, new discoveries in the field of cryptography or other developments will prevent the compromise of our customer transaction processing capabilities and personal data. If any such compromise of our security or the security of information residing with our business associates or third parties were to occur, it could have a material adverse effect on our reputation, operating results and financial condition. Any compromise of our data security may materially increase the costs we incur to protect against such breaches and could subject us to additional legal risk.

The Company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies.

The Company may not have the internal control infrastructure that would meet the standards of a public company, including the requirements of the Sarbanes Oxley Act of 2002. As a privately-held (non-public) Company, the Company is currently not subject to the Sarbanes Oxley Act of 2002, and its financial and disclosure controls and procedures reflect its status as a development stage, non-public company. There can be no guarantee that there are no significant deficiencies or material weaknesses in the quality of the Company's financial and disclosure controls and procedures. If it were necessary to implement such financial and disclosure controls and procedures, the cost to the Company of such compliance could be substantial and could have a material adverse effect on the Company's results of operations.

We operate in a highly regulated environment, and if we are found to be in violation of any of the federal, state, or local laws or regulations applicable to us, our business could suffer.

We are also subject to a wide range of federal, state, and local laws and regulations, such as local licensing requirements, and retail financing, debt collection, consumer protection, environmental, health and safety, creditor, wage-hour, anti-discrimination, whistleblower and other employment practices laws and regulations and we expect these costs to increase going forward. The violation of these or future requirements or laws and regulations could result in administrative, civil, or criminal sanctions against us, which may include fines, a cease and desist order against the subject operations or even revocation or suspension of our license to operate the subject business. As a result, we have incurred and will continue to incur capital and operating expenditures and other costs to comply with these requirements and laws and regulations.

To remain competitive and stimulate customer demand, the Company must successfully manage frequent introductions and transitions of products and services.

Due to the highly volatile and competitive nature of the industries in which the Company competes, the Company must continually introduce new products, services and technologies, enhance existing products and services, effectively stimulate customer demand for new and upgraded products and services, and successfully manage the transition to these new and upgraded products and services. The success of new product and service introductions depends on a number of factors, including timely and successful development, market acceptance, the Company's ability to manage the risks associated with production ramp-up issues, the availability of application software for the Company's products, the effective management of purchase commitments and inventory levels in line with anticipated product demand, the availability of products in appropriate quantities and at expected costs to meet anticipated demand, and the risk that new products and services may have quality or other defects or deficiencies. There can be no assurance the Company will successfully manage future introductions and transitions of products and services.

The Company's products and services may be affected from time to time by design and manufacturing defects that could materially adversely affect the Company's business and result in harm to the Company's reputation.

The Company offers software products and services that can be affected by design and manufacturing defects. Sophisticated operating system software and applications, such as those offered by the Company, often have issues that can unexpectedly interfere with the intended operation of software products. Component defects could make the Company's products unsafe and create a risk of environmental or property damage and personal injury. As a result, the Company's services from time to time have not performed as anticipated and may not meet customer expectations. There can be no assurance the Company will be able to detect and fix all issues and defects in the software and services it offers. Failure to do so can result in widespread technical and performance issues affecting the Company's products and services. In addition, the Company can be exposed to product liability claims, recalls, product replacements or modifications, write-offs of inventory, property, plant and equipment, and/or intangible assets, and significant warranty and other expenses, including litigation costs and regulatory fines. Quality problems can also adversely affect the experience for users of the Company's products and services, and result in harm to the Company's reputation, loss of competitive advantage, poor market acceptance, reduced demand for products and services, delay in new product and service introductions and lost sales.

The Company's future performance depends in part on support from third-party software developers.

The Company believes decisions by customers to purchase its products depend in part on the availability of third-party software applications and services. There can be no assurance third-party developers will continue to develop and maintain software applications and services for the Company's products. If third-party software applications and services cease to be developed and maintained for the Company's products, customers may choose not to buy the Company's products.

The Company believes the availability of third-party software applications and services for its products depends in part on the developers' perception and analysis of the relative benefits of developing, maintaining and upgrading such software and services for the Company's products compared to competitors' platforms. This analysis may be based on factors such as the market position of the Company and its products, the anticipated revenue that may be generated, expected future growth of product sales, and the costs of developing such applications and services. The Company relies on the continued availability and development of compelling and innovative software applications for its products. The Company's products and operating systems are subject to rapid technological change, and when third-party developers are unable to or choose not to keep up with this pace of change, their applications can fail to take advantage of these changes to deliver improved customer experiences and can operate incorrectly and can result in dissatisfied customers.

The Company's business and reputation are impacted by information technology system failures and network disruptions.

The Company and its global supply chain are exposed to information technology system failures or network disruptions caused by natural disasters, accidents, power disruptions, telecommunications failures, acts of terrorism or war, computer viruses, physical or electronic break-ins, ransomware or other cybersecurity incidents, or other events or disruptions. System redundancy and other continuity measures may be ineffective or inadequate, and the

events or disruptions. System redundancy and other continuity measures may be ineffective or inadequate, and the Company's or its vendors' business continuity and disaster recovery planning may not be sufficient for all eventualities. Such failures or disruptions can adversely impact the Company's business by, among other things, preventing access to the Company's online services, interfering with customer transactions or impeding the manufacturing and shipping of the Company's products. These events could materially adversely affect the Company's business, reputation, results of operations and financial condition.

Investment in new business strategies could disrupt the Company's ongoing business, present risks not originally contemplated and adversely affect the Company's business, reputation, results of operations and financial condition. The Company has invested, and in the future may invest, in new business strategies. Such endeavors may involve significant risks and uncertainties, including distraction of management from current operations, greater-than-expected liabilities and expenses, economic, political, legal and regulatory challenges associated with operating in new businesses, regions or countries, inadequate return on capital, potential impairment of tangible and intangible assets, and significant write-offs. Investment transactions are exposed to additional risks, including failing to obtain required regulatory approvals on a timely basis or at all, or the imposition of onerous conditions that could delay or prevent the Company from completing a transaction or otherwise limit the Company's ability to fully realize the anticipated benefits of a transaction. These new ventures are inherently risky and may not be successful. The failure of any significant investment could adversely affect the Company's business, reputation, results of operations and financial condition.

State and federal securities laws are complex, and the Company could potentially be found to have not complied with all relevant state and federal securities law in prior offerings of securities.

The Company has conducted previous offerings of securities and may not have complied with all relevant state and federal securities laws. If a court or regulatory body with the required jurisdiction ever concluded that the Company may have violated state or federal securities laws, any such violation could result in the Company being required to offer rescission rights to investors in such offering. If such investors exercised their rescission rights, the Company would have to pay to such investors an amount of funds equal to the purchase price paid by such investors plus interest from the date of any such purchase. No assurances can be given the Company will, if it is required to offer such investors a rescission right, have sufficient funds to pay the prior investors the amounts required or that proceeds from this Offering would not be used to pay such amounts.

In addition, if the Company violated federal or state securities laws in connection with a prior offering and/or sale of its securities, federal or state regulators could bring an enforcement, regulatory and/or other legal action against the Company which, among other things, could result in the Company having to pay substantial fines and be prohibited from selling securities in the future.

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

You should not rely on the fact that our Form C is accessible through the U.S. Securities and Exchange Commission's EDGAR filing system as an approval, endorsement or guarantee of compliance as it relates to this Offering. The U.S. Securities and Exchange Commission has not reviewed this Form C, nor any document or literature related to this Offering.

Neither the Offering nor the Securities have been registered under federal or state securities laws.

No governmental agency has reviewed or passed upon this Offering or the Securities. Neither the Offering nor the Securities have been registered under federal or state securities laws. Investors will not receive any of the benefits available in registered offerings, which may include access to quarterly and annual financial statements that have been audited by an independent accounting firm. Investors must therefore assess the adequacy of disclosure and the fairness of the terms of this Offering based on the information provided in this Form C and the accompanying exhibits.

The Company's management may have broad discretion in how the Company uses the net proceeds of the Offering. Unless the Company has agreed to a specific use of the proceeds from the Offering, the Company's management will have considerable discretion over the use of proceeds from the Offering. You may not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately.

The Company has the right to limit individual Investor commitment amounts based on the Company's determination of an Investor's sophistication.

The Company may prevent any Investor from committing more than a certain amount in this Offering based on the Company's determination of the Investor's sophistication and ability to assume the risk of the investment. This means that your desired investment amount may be limited or lowered based solely on the Company's determination and not in line with relevant investment limits set forth by the Regulation CF rules. This also means that other Investors may receive larger allocations of the Offering based solely on the Company's determination.

The Company has the right to extend the Offering Deadline.

The Company may extend the Offering Deadline beyond what is currently stated herein. This means that your investment may continue to be held in escrow while the Company attempts to raise the Target Offering Amount even after the Offering Deadline stated herein is reached. While you have the right to cancel your investment in the event the Company extends the Offering Deadline, if you choose to reconfirm your investment, your investment will not be accruing interest during this time and will simply be held until such time as the new Offering Deadline is reached without the Company receiving the Target Offering Amount, at which time it will be returned to you without interest or deduction, or the Company receives the Target Offering Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after the release of such funds to the Company, the Securities will be issued and distributed to you.

The Company may also end the Offering early.

If the Target Offering Amount is met after 21 calendar days, but before the Offering Deadline, the Company can end the Offering by providing notice to Investors at least 5 business days prior to the end of the Offering. This means

your failure to participate in the Offering in a timely manner, may prevent you from being able to invest in this Offering – it also means the Company may limit the amount of capital it can raise during the Offering by ending the Offering early.

The Company has the right to conduct multiple closings during the Offering.

If the Company meets certain terms and conditions, an intermediate close of the Offering can occur, which will allow the Company to draw down on half of the proceeds committed and captured in the Offering during the relevant period. The Company may choose to continue the Offering thereafter. Investors should be mindful that this means they can make multiple investment commitments in the Offering, which may be subject to different cancellation rights. For example, if an intermediate close occurs and later a material change occurs as the Offering continues, Investors whose investment commitments were previously closed upon will not have the right to re-confirm their investment as it will be deemed to have been completed prior to the material change.

The Securities will not be freely tradable under the Securities Act until one year from the initial purchase date. Although the Securities may be tradable under federal securities law, state securities regulations may apply, and each Investor should consult with their attorney.

You should be aware of the long-term nature of this investment. There is not now and likely will not ever be a public market for the Securities. Because the Securities have not been registered under the Securities Act or under the securities laws of any state or foreign jurisdiction, the Securities have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be effected. Limitations on the transfer of the Securities may also adversely affect the price that you might be able to obtain for the Securities in a private sale. Investors should be aware of the long-term nature of their investment in the Company. Each Investor in this Offering will be required to represent that they are purchasing the Securities for their own account, for investment purposes and not with a view to resale or distribution thereof.

There is no present market for the Securities and we have arbitrarily set the price.

The Offering price was not established in a competitive market. We have arbitrarily set the price of the Securities with reference to the general status of the securities market and other relevant factors. The Offering price for the Securities should not be considered an indication of the actual value of the Securities and is not based on our net worth or prior earnings. We cannot guarantee that the Securities can be resold at the Offering price or at any other price.

Investors purchasing the Securities in this Offering may be significantly diluted as a consequence of subsequent financings.

The Securities being offering will be subject to dilution. The Company intends to issue additional equity to employees and third-party financing sources in amounts that are uncertain at this time, and as a consequence holders of Securities stock will be subject to dilution in an unpredictable amount. Such dilution will reduce an Investor's control and economic interests in the Company. The amount of additional financing needed by Company will depend upon several contingencies not foreseen at the time of this offering. Each such round of financing (whether from the Company or other investors) is typically intended to provide the Company with enough capital to reach the next major corporate milestone. If the funds are not sufficient, Company may have to raise additional capital at a price unfavorable to the existing investors, including the purchaser. The availability of capital is at least partially a function of capital market conditions that are beyond the control of the Company. There can be no assurance that the Company will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source. Failure to obtain such financing on favorable terms could dilute or otherwise severely impair the value of the purchaser's Company securities.

The price of the Securities and our common stock has been and is likely to continue to be volatile. In addition to the risk factors described in this section and elsewhere in this Form C, factors that may cause the price of the Securities and our common stock to fluctuate include, but are not limited to:

- announcements by us or our competitors of significant contracts, productions, acquisitions or capital commitments;
- changes in our financial estimates and projects;
- variations in quarterly operating results;
- the overall performance of the equity markets;
- general economic conditions;
- terrorist acts;
- litigation involving our company or investigations or audits by regulators into the operations of our company or our competitors;
- future sales of our securities; and
- investor perception of us and the industries in which we operate.

Investors and the Securities will be subject to transfer restrictions.

During the period commencing on the date of the final prospectus relating to the Company's closing of the Company's first firm commitment underwritten initial public offering of Common Stock pursuant to an effective registration statement filed under the Securities Act, and ending on the date specified by the Company and the managing underwriter (the "Lock-up Period"), which such period shall not exceed one hundred eighty (180) days, or such other period as may be requested by the Company or an underwriter to accommodate regulatory restrictions on (i) the publication or other distribution of research reports, and (ii) analyst recommendations and opinions, neither Prime Trust nor any Investor may, without the prior written consent of the managing underwriter: (A) lend; offer; pledge; sell; contract to sell; sell any option or contract to purchase; purchase any option or contract to sell; grant any option, right, or warrant to purchase; or otherwise transfer or dispose of, directly or indirectly, any shares of common stock or any securities convertible into or exercisable or exchangeable (directly or indirectly) for common stock (whether such shares or any such securities are then owned or are thereafter acquired); or (B) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of such securities; whether any such transaction described in clause (A) or (B) above is to be settled by

delivery of Common Stock or other securities, in cash, or otherwise.

Investors will not be entitled to any inspection or information rights other than those required by law. Investors will not have the right to inspect the books and records of the Company or to receive financial or other information from the Company, other than as required by law. Other security holders of the Company may have such rights. Regulation CF requires only the provision of an annual report on Form C and no additional information. Additionally, there are numerous methods by which the Company can terminate annual report obligations, resulting in no information rights, contractual, statutory or otherwise, owed to Investors. This lack of information could put Investors at a disadvantage in general and with respect to other security holders, including certain security holders who have rights to periodic financial statements and updates from the Company such as quarterly unaudited financials, annual projections and budgets, and monthly progress reports, among other things.

The Company could potentially be found to have not complied with securities law in connection with this Offering related to "Testing the Waters."

Prior to filing this Form C, the Company engaged in "testing the waters" permitted under Regulation Crowdfunding (17 CFR 227.206), which allows issuers to communicate to determine whether there is interest in the offering. All communication sent is deemed to be an offer of securities for purposes of the antifraud provisions of federal securities laws. Any investor who expressed interest prior to the date of this Offering should read this Form C thoroughly and rely only on the information provided herein and not on any statement made prior to the Offering. The communications sent to Investors prior to the Offering are attached as Exhibit E. Some of these communications may not have included proper disclaimers required for "testing the waters".

We may not have enough authorized capital stock to issue shares of common stock to investors upon the conversion of any security convertible into shares of our common stock, including the Securities. Currently, our authorized capital stock consists of 50,000,000 shares of common stock, of which 18,395,123 shares of common stock are issued and outstanding. Unless we increase our authorized capital stock, we may not have enough authorized common stock to be able to obtain funding by issuing shares of our common stock or securities convertible into shares of our common stock. We may also not have enough authorized capital stock to issue shares of common stock to investors upon the conversion of any security convertible into shares of our common stock, including the Securities.

We arbitrarily determined the price of the Securities and such price which may not reflect the actual market price for the Securities. The Offering of Securities at \$.5077 per share by us was determined arbitrarily and the pre-money valuation of the Company arising from such price per share in this Offering is \$18,000,132.37. The price is not based on our financial condition and prospects, market prices of similar securities of comparable publicly traded companies, certain financial and operating information of companies engaged in similar activities to ours, or general conditions of the securities market. The price may not be indicative of the market price, if any, for the Securities, or our common stock. The market price for our common stock, if any, may decline below the price at which the Securities are offered. Moreover, recently the capital markets have experienced extreme price and volume fluctuations which have had a negative effect impact on smaller companies, like us.

The Company's executive officers and directors will continue to exercise significant control over the Company after this offering, which will limit your ability to influence corporate matters and could delay or prevent a change in corporate control.

Immediately following the completion of this Offering, and assuming we complete the maximum Offering, the Company's executive officers will beneficially hold, in the aggregate, the majority of the Company's outstanding common stock, assuming conversion of the Securities. As a result, these stockholders will be able to influence our management and affairs and control the outcome of matters submitted to stockholders for approval, including the election of directors and any sale, merger, consolidation, or sale of all or substantially all of the Company's assets. The Company's executive officers may have acquired their shares of common stock for substantially less than the price of the shares of Securities being acquired in this Offering, and he may have interests, with respect to his common stock, that are different from those of Investors in this Offering and the concentration of voting power among one or more of these stockholders may have an adverse effect on the value of the Securities. In addition, this concentration of ownership might adversely affect the Company by: (1) delaying, deferring or preventing a change of control of the Company; (2) impeding a merger, consolidation, takeover or other business combination involving the Company; or (3) discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company.

Description of Securities for Prior Reg CF Raise

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the

Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the 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 conflict of interest.

Minority Ownership

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Exercise of Rights Held by Principal Shareholders

As holders of a majority-in-interest of voting rights in the Company, the shareholders may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor.

For example, the shareholders may change the terms of the Articles of Incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The shareholders may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns. The shareholders have the right to redeem their securities at any time. Shareholders could decide to force the Company to redeem their securities at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability. In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

Based on the risks described above, the Investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.

Restrictions on Transfer

The securities offered via Regulation Crowdfunding may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

to the issuer;

to an accredited investor ⓘ ;

as part of an offering registered with the U.S. Securities and Exchange Commission; or

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. ⓘ

Valuation Methodology for Prior Reg CF Raise

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company,

and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

In the future, we will perform valuations of our common stock that take into account factors such as the following:

- unrelated third party valuations of our common stock;
- the price at which we sell other securities, such as convertible debt or preferred Stock, in light of the rights, preferences and privileges of our those securities relative to those of our common stock;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the lack of marketability of our common stock;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

Company

Sensate Inc.
Delaware Corporation
Organized November 2021
4 employees
2140 South Dupont Highway
Camden DE 19934 <http://www.getsensate.com>

Business Description

Refer to the Sensate profile.

EDGAR Filing

The Securities and Exchange Commission hosts the official version of this annual report on their EDGAR web site. It looks like it was built in 1989.

Compliance with Prior Annual Reports

Sensate is current with all reporting requirements under Rule 202 of Regulation Crowdfunding.

All prior investor updates

You can refer to the company's updates page to view all updates to date. Updates are for investors only and will require you to log in to the Wefunder account used to make the investment.

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