

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

BASIS MEDICAL, LLC

This Confidential Private Placement Memorandum (this “Memorandum”) is not to be shown or given to any person other than the person whose name appears below (the “Recipient”) and is not to be printed or reproduced in any manner whatsoever. The Recipient agrees not to distribute, reproduce or use any of the information contained in this Memorandum except with the express written permission of Basis Medical, LLC. By accepting delivery of this Memorandum the Recipient hereby acknowledges and agrees to be bound by the foregoing confidentiality provisions and acknowledges the need to conduct his/her own thorough investigation and exercise his/her own due diligence before considering any investment in Basis Medical, LLC.

RECIPIENT:

_____, 2023

(signature)

_____ (print name)

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

BASIS MEDICAL, LLC

Securities Offered: 400 Units – Each Unit consists of 250 Shares and 125 Warrants

Maximum Dollar Offering: \$500,000

Price per Unit: \$1,250

The securities offered in this Confidential Private Placement Memorandum (the “Memorandum”) are being offered solely to “accredited investors” as defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”), by the Securities and Exchange Commission (the “SEC”) and is being conducted pursuant to Sections 4(a)(1) and 4(a)(2) of the Securities Act and other exemptions from resale registration available under the Securities Act.

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT, THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SUCH LAWS. THEY MAY NOT BE OFFERED, SOLD OR OTHERWISE TRANSFERRED IN THE UNITED STATES OR TO U.S. PERSONS AS DEFINED UNDER REGULATIONS OF THE SECURITIES ACT UNLESS AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS IS AVAILABLE. FURTHERMORE, THE SECURITIES OFFERED HEREBY HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR THE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

These securities involve a high degree of risk. You should purchase them only if you can afford a complete loss of your investment. See “NOTICES TO PURCHASERS” and “RISK FACTORS” in this Memorandum.

November 5, 2023

NOTICES TO PURCHASERS

Investment in the Company is speculative and involves a high degree of risk, including material economic risks and lack of transferability of the securities purchased. See **“RISK FACTORS”** in this Memorandum. An investment in the Company is designed only for sophisticated investors who are able to bear a total loss of their capital investment in the Company.

The securities offered hereby have not been registered under the Securities Act, the securities laws of any state of the United States and may not be offered, sold or otherwise transferred unless an exemption from registration under the Securities Act and applicable state securities laws is available. The Company does not intend to register the securities to permit their public sale. Prospective purchasers of the securities should proceed on the assumption that they must hold their investment for an indefinite period of time.

Neither this Memorandum nor any of the attachments to this Memorandum is intended to furnish legal, regulatory, tax, accounting, investment or other advice to any prospective investor in the securities. In making an investment decision, investors must rely on their own examination of this Offering, including the merits and risks involved in this investment, as described in this Memorandum and the attached Subscription Agreement. All investors should consult their legal counsel or other advisors as to legal, tax and related matters concerning an investment in the Company.

All documents relating to an investment in the Company (and any additional information in connection with this Offering that is available or can be obtained without unreasonable expense) will be made available to the offeree named on the cover of this Memorandum or to his or her representatives, if any, upon request. The management of the Company and the Company’s representatives will be available to the offeree or his or her representatives during the offering period to provide answers to questions concerning this Offering. Neither the Company nor any of its affiliates have authorized, and offerees should not rely upon: (a) any representations (whether oral or written) other than those set forth in this Memorandum, or (b) any additional information (whether oral or written) except that contained in written documents prepared and delivered to the offeree by the Company prior to the closing of such offeree’s purchase of securities.

This Memorandum does not constitute an offer to sell or solicitation or an offer to buy securities in any jurisdiction in which such an offer or solicitation would be unlawful. In addition, this Memorandum constitutes an offer only to the offeree whose name has been inserted in the “name” space on the cover page and then only if the person is a qualified offeree under applicable securities laws.

This Memorandum contains essential information about the Units offered hereby. Qualifying prospective investors are advised to read this Memorandum carefully prior to making a decision to purchase Units.

This Memorandum is furnished to you on a confidential basis solely for the purposes of evaluating an investment in the securities offered hereby, and may not be reproduced or used in whole or in part for any other purpose or made available to anyone else not directly concerned with the decision regarding such investment. By accepting delivery of this Memorandum, each offeree agrees that he or she will not divulge its contents to any person other than his or her attorney, accountant and other representative, if any, and will return it with all accompanying document to the Company upon request if the offeree does not subscribe to purchase any of the securities or if the Offering is terminated.

The information contained in this Memorandum is correct only as of the date of this Memorandum. Information contained herein supersedes in its entirety any information given to qualifying prospective investors prior to the date hereof, which prior information may not be relied upon. The delivery of this Memorandum does not imply that the information contained herein is correct as of any time subsequent to its date.

DISCLOSURE REGARDING FUTURE PERFORMANCE

Prospective investors are cautioned that some of the information presented in this Memorandum contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on our beliefs, assumptions and expectations of our future financial and operating performance and growth plans, taking into account the information currently available to us. These statements are not statements of historical fact. These statements are included throughout the Memorandum, including the section titled “**RISK FACTORS**” that relate to our business strategy, our prospects and our financial position.

Forward-looking statements involve risks and uncertainties that may cause our actual results to differ materially from the expectations of future results we express or imply in any forward-looking statements and you should not place undue reliance on such statements. Words such as “anticipates,” “believes,” “continues,” “estimates,” “expects,” “goal,” “objectives” “intends,” “may,” “opportunity,” “plans,” “potential,” “near-term,” “long-term,” “projections,” “assumptions,” “projects,” “guidance,” “forecasts,” “outlook,” “target,” “trends,” “should,” “could,” “would,” “will,” or the negative or other variation of these or similar words, and similar expressions are intended to identify such forward-looking statements. Other risks, uncertainties and factors, including those discussed under “**RISK FACTORS**,” could cause our actual results to differ materially from those projected in any forward-looking statements we make. Although we believe that the expectations reflected in such forward-looking statements are reasonable, they are inherently subject to risks, uncertainties and assumptions, and accordingly, our forward-looking statements are qualified in their entirety by reference to the factors described below under the heading “**RISK FACTORS**” and in the information incorporated by reference herein and therein.

We assume no obligation to update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

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THE OFFERING

The Business:	<p>Basis Medical, LLC (the “<u>Company</u>”) is a medical device innovation and manufacturing company specializing in the development of solutions that treat Chronic Venous Insufficiency Disease, or CVI.</p> <p>A description of the Company, its industry, market opportunity, sales, marketing and growth strategy, management team and projections is set forth in the Investment Overview, which is attached hereto as <u>Exhibit A</u>.</p>
Securities Offered:	<p>The Company is offering up to 400 Units (the “<u>Units</u>”) in this private placement offering to accredited investors (the “<u>Offering</u>”). Each Unit consists of 250 Shares (the “<u>Shares</u>”) and 125 Warrants (the “<u>Warrants</u>”) to purchase up to one (1) Share in the Company (a “<u>Warrant Share</u>”) at an exercise price of \$5.00 per Warrant Share in the Company, and the Offering will represent approximately 8.1% of the total shares of the Company, assuming this Offering is fully subscribed. See “Subscription Procedures” below.</p>
Offering Price per Unit:	<p>The Units are being offered at a price of \$1,250 for one (1) Unit.</p>
Offering Price per Share:	<p>The Shares are being offered at a price of \$5.00 for one (1) Share.</p>
Maximum Offering:	<p>The total maximum amount to be sold in this Offering is \$500,000 (the “<u>Maximum Amount</u>”).</p>
Description of Warrants:	<p>Each Warrant shall be exercisable for one (1) Share of the Company for a period of three (3) years after issuance. The exercise price of each Warrant is \$5.00 per Warrant Share. Investors should carefully read and consider the provisions of the Form of Warrant, which is attached hereto as <u>Exhibit D</u>.</p>
Determination of Offering Price:	<p>The pre-money valuation in this offering is \$8,511,050. The post-money valuation in this Offering is \$9,261,050. If the Maximum Amount of this Offering is sold, the investors in this Offering will receive in the aggregate approximately 8.1% of the shares of the Company on a post-money basis. The price per Unit in this Offering and said post-money valuation has been arbitrarily established by management and bears no relationship to the Company’s asset value or net worth.</p>

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SUBSCRIPTION PROCEDURES

Procedure:	Each investor who wishes to purchase one or more Units should complete the Subscription Agreement and Investor Questionnaire and pay the purchase price to the Company. See the instructions in the Subscription Agreement, which is attached hereto as <u>Exhibit C</u> .
Minimum Investment by Investors:	Each Unit is being sold for \$1,250, which is the minimum investment amount for which an investor may subscribe in this Offering. In return for \$1,250, an investor will receive 250 shares. Such minimum investment amount may, however, be waived in the discretion of the Company.
Wire Instructions:	IBERIABANK 200 W Congress St Lafayette, LA 70501 ABA Number: 265270413 Acct Number: 20001596071 Basis Medical
Expiration date of Offer to Investors:	The Offer will expire upon the earlier of (i) the Company accepting \$500,000 in subscriptions from investors, or (ii) June 30, 2024 (unless extended by the Company in its sole discretion).
Closings under this Offering:	<p>The Company will hold a closing (the “<u>First Closing</u>”) under this Offering at such time as subscriptions totaling \$10,000 have been received. After the First Closing, the Company intends to close on subscriptions on a rolling basis as received.</p> <p>The Company reserves the right to extend the expiration date of the Offer and to reject any subscription from an investor in whole or in part, in its sole discretion.</p>

For a description of the risks and uncertainties associated with an investment in the Company, please review the section of this Memorandum titled “RISK FACTORS”. To make an investment, please follow the instructions in the Subscription Agreement, which is attached hereto as Exhibit C.

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ESTIMATED USE OF PROCEEDS

The Company estimates that the net proceeds of this Offering will be used to bring the BASIS Catheter to market and for general working capital. A detailed use of proceeds is further described as set forth in the Investment Overview, which is attached hereto as Exhibit A.

PRINCIPAL STOCKHOLDERS

Our principal stockholders currently consist of David Martin (34.3%) (the “Founder”), Chuck Bagwell (8.8%), Larry Tedesco (8.8%), Rob Crawford (6.4%), and BetLev, LLC (7.6%).

The percentage of ownership is based on 1,702,210 shares of Company stock outstanding. If the Maximum Amount of this Offering is sold, David Martin will beneficially own approximately (31.5%), Chuck Bagwell will beneficially own approximately (8.1%), Larry Tedesco will beneficially own approximately (8.1%), and Rob Crawford will beneficially own approximately (5.9%), and BetLev, LLC will beneficially own approximately (6.9%).

In addition, the Company has approved the issuance of [840,400] options to certain employees, officers, and directors of the Company in lieu of compensation for fiscal years 2021, 2022 and 2023. These options have an exercise price of \$5.00 and a term of 10 years, and while approved by the Board, have not currently been formally documented.

LIMITED LIABILITY COMPANY AGREEMENT

The Company’s Limited Liability Company Agreement (the “Company Agreement”) sets forth important provisions regarding, among other things, governance, shareholder rights, capital and shares, allocations of profits and losses and distributions. In addition, the Company Agreement contains a “drag along” provision which obligates all shareholders to sell their shares if at any time the Company receives a bona fide offer to purchase 100% of the outstanding shares, which holders of at least 60% of the outstanding shares desire to accept. Furthermore, the Company Agreement imposes certain restrictions on the transferability of the Units. Investors should carefully read and consider the provisions of the Company Agreement, which is attached hereto as Exhibit B.

INCOME TAXES

This memorandum does not provide information as to U.S. federal, state, local and non-U.S. income tax consequences relating to an investment in the Company. EACH PROSPECTIVE INVESTOR SHOULD CONSULT SUCH INVESTOR’S OWN TAX ADVISER TO SATISFY HIMSELF OR HERSELF AS TO THE INCOME AND OTHER TAX CONSEQUENCES OF AN INVESTMENT IN THE COMPANY.

RISK FACTORS

Each investor should carefully consider the risks described below before making an investment decision. Each investor should also refer to the other information in this Memorandum and in the Exhibits attached hereto.

The following risk factors do not identify all of the possible risks associated with an investment in the Units, nor is the discussion below of the identified risks intended to be exhaustive. Rather, this section summarizes certain major risk factors that should be considered along with other factors set forth elsewhere in this Memorandum, including the Exhibits hereto. The risks and uncertainties described below are those that the Company currently believes may materially affect the Company, its business and prospects. Additional risks and uncertainties that the Company is unaware of or that the Company currently deems immaterial also may become important factors that affect the Company, its business and prospects.

This Memorandum also contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by the Company described below and elsewhere in this Memorandum.

The nature of the Units, and thus an investment in the Company, requires that prospective investors have the ability and willingness to bear substantial economic risk for an indefinite period of time and the loss of the entire amount of their investment. The success of the Company will depend upon multiple factors and cannot be predicted at this time, including adverse changes in the general economic conditions impacting the Company and its business. Risks associated with making an investment in the Units include, but are not limited to, the following:

Risks Related to the Business

The Company has limited operating history, which makes an evaluation of its business based on past operating results impossible.

The Company has a limited operating history from which investors may evaluate the likelihood of successful performance of the Company. An investor in the Company must consider the risks and difficulties frequently encountered by companies in the early stages of development, especially companies in a rapidly changing market like the medical device industry. These risks and difficulties include the Company's ability to:

- Develop market awareness and acceptance for use of the BASIS Catheter and the Company's future products
- Respond effectively to the offerings of competitors
- Develop strategic partners and relationships
- Gain FDA approval for the BASIS Catheter
- Continue to develop and upgrade the Company's products
- Attract, retain and motivate qualified personnel

The Company cannot assure an investor that its business strategy will be successful or that it will successfully address these risks or difficulties. If the Company fails to adequately address any of these risks or difficulties, its financial conditions and opportunities for growth will suffer.

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The Company is dependent upon the proceeds of this Offering or alternative forms of financing to continue growing the business.

As an early stage business, the Company is dependent upon this Offering in order to continue to develop and bring to market the BASIS Catheter. If the Company does not raise sufficient capital pursuant to this Offering, the Company may have to delay or modify its business plan. There can be no assurance that any such delay or modification would not have a material adverse effect on the Company.

In addition to this Offering, the Company may pursue alternative methods of funding, including, without limitation, senior bank debt and funding from vendors who could partner the Company, as well as subordinated debt from lenders and private individuals. Any such funding may include liens on the Company's assets and warrants or other equity "kickers" in favor of such funding sources, which would be dilutive to the investors.

If less than the Maximum Amount is sold in this Offering and the Company is unable to obtain alternative sources of financing in the future as described above, the Company operations and future could be adversely impacted.

Investors will have little or no control over the actions and business decisions of the Company's Board of Managers, and shares owned by investors may be diluted without their approval.

The Company will be managed by its Board of Managers and officers in accordance with the terms of the Company Agreement. Consequently, investors will have no ability to affect management decisions of the Company, except as expressly set forth in the Company Agreement.

Further, the Company's Agreement authorizes a Supermajority Vote of the Shareholders to issue additional securities from time to time without any action or approval by other shareholders. An issuance of additional shares may result in significant dilution of investors' shares.

Other Risks

Intellectual Property Risks

It is difficult and expensive to protect our intellectual property rights and we cannot ensure that they will prevent third parties from competing against us. Our commercial success will depend, in part, on our ability to obtain and maintain intellectual property protection for our products, product candidates and related technologies in both the United States and other countries, successfully defend our intellectual property rights against third-party challenges and successfully enforce our intellectual property rights to prevent third-party infringement.

The Company has taken steps to protect its intellectual property in the United States and in foreign countries through the filing of patent applications. However, there is no assurance that the Company will be granted patent protection for its products. As such, current and future competitors of the Company could manufacture and distribute the same or substantially similar products. Such competition would likely affect the Company's ability to execute its business plan.

Regulatory Risks

The medical device industry is regulated extensively by governmental authorities, principally FDA and corresponding state and foreign regulatory agencies and authorities. Our future success depends on our ability to develop, receive regulatory clearance or approval for, introduce and commercialize the BASIS

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Catheter and the Company's future products or product enhancements that will be accepted by the market in a timely manner.

Competition

The Company may face increased competition in the future from its current competitors. New competitors or alliances among current and new competitors may emerge and rapidly gain sufficient market share. The extent to which such competitors are able to offer products or processes that are functionally comparable or superior to that of the Company, are able to forge more customer relationships, or are able to offer solutions broader than the Company could provide them with a significant competitive advantage over the Company.

Manufacturing and Distribution Risks

The Company currently plans to contract out the manufacturing and distribution of the BASIS Catheter. As such, there are risks associated with identifying and securing an adequate manufacturing and distribution partner. The Company may not have control over the manufacturing process and could be exposed, among other things, to quality problems and delays in manufacturing and delivery, any of which could adversely affect its operations and growth.

Dependence on Key Personnel

Our future success depends, in part, on our ability to continue to retain our executive officers and other key employees, certain of which have been employees since our inception, and recruit and hire new employees. The Company's business currently depends on the efforts of Thomas Levinton (CEO), Mauro Levinton (COO), David Martin (Chairman), Chuck Bagwell (President), and Rob Crawford (CMO and VP Product Development). The loss of the services or replacement of Mr. Thomas Levinton, Mr. Mauro Levinton, Mr. Martin, Mr. Bagwell, or Mr. Crawford, would involve significant time and costs, may significantly delay or prevent the achievement of our business objectives and may harm our business, results of operations and financial condition.

The Company May Be Unable to Manage Growth

If the Company experiences significant growth, there will be increased strain on its managerial, operational and financial resources. To manage growth, the Company must continue to implement and improve managerial controls and procedures and operational and financial systems. In addition, the Company will have to expand, train and manage its workforce. If the Company is unable to manage growth effectively, the Company's business, results of operation and financial condition could be materially adversely affected.

Product Liability

We may face product liability claims that could result in costly litigation and significant liabilities. Our business will expose us to the risk of product liability claims that are inherent in the design, development, manufacture, and marketing of medical devices. This risk exists even if a device or product is cleared or approved for commercial sale by FDA or other foreign regulators and manufactured in facilities registered with and regulated by FDA or an applicable foreign regulatory authority. Any manufacturing or design defects, misuse or abuse associated with our products could result in patient injury or death. The medical device industry has historically been subject to extensive litigation over product liability claims, and we cannot offer any assurance that we will not face product liability suits.

Rapid Changes

To succeed in the future, the Company must continue to respond promptly and effectively to competitors' changes and innovations. There can be no assurance that the Company's current or potential competitors will not develop products comparable or superior to the Company's in terms of price and performance features. In addition, no assurance can be given that the Company will not be required to make substantial additional investments in connection with the Company's marketing, sales and customer service efforts in order to meet a competitive threat, or that the Company will be able to compete successfully in the future.

Coronavirus

In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan, China. Since then, the COVID-19 coronavirus has spread to multiple countries, including the United States and European and Asia-Pacific countries. As the COVID-19 coronavirus continues to spread around the globe, the Company will likely experience disruptions that could severely impact the Company's business. The global outbreak of the COVID-19 coronavirus continues to rapidly evolve. The extent to which the COVID-19 coronavirus may impact the Company's business will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing in the United States and other countries, business closures or business disruptions and the effectiveness of actions taken in the United States and other countries to contain and treat the disease.

Risks Related to This Offering

The Company will have broad discretion as to the use of proceeds from this Offering.

The Company will have broad discretion as to how to invest the proceeds from this Offering. The Company's failure to apply the proceeds of this Offering effectively could impair the value of the investment by investors in the shares.

The Company's projections are estimates only; actual results may vary.

The financial projections of the Company provided in this Offering are based on current assumptions as to future events and conditions which the Company believes to be reasonable as of the date hereof, but which are inherently uncertain and unpredictable. The projections have been prepared by management and no independent expert rendered an opinion as to the reasonableness of the projections or the assumptions upon which they are based. The projections may prove to be incomplete or incorrect and unanticipated events and circumstances may occur. Because of such uncertainties, and the other risks outlined herein, the actual results of the Company's future operations can be expected to be different from those projected and such differences may be material and adverse. Investors should consider the projections in light of the underlying assumptions, reach their own conclusions as to the reasonableness of those assumptions and evaluate the projections on the basis of that analysis.

Significant Influence of Founder and Management Team

Upon completion of this Offering, assuming the Offering is fully subscribed, the Founder of the Company, David Martin, will own approximately 31.5% of the outstanding shares, Chuck Bagwell will own approximately 8.1% of the outstanding shares, Larry Tedesco will own approximately 8.1% of the outstanding shares, Rob Crawford will own approximately 5.9% of the outstanding shares, and BetLev,

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LLC will own approximately 6.9% of the outstanding shares. As a result, these individuals will continue to be able to influence matters submitted to the Company's shareholders for approval.

There is no current public trading market for the shares, and resale of the shares will be restricted in accordance with applicable law.

The shares being offered hereunder will not be registered for public sale under the Securities Act or the securities laws of any state. Instead, the Company and the selling stockholder will rely upon exemptions from the federal and state securities registration requirements in order to offer and sell the shares. Such exemptions depend in part upon the investment intent of the investors. Accordingly, it is imperative that investors acquire the shares for investment purposes only and not with a view toward distribution thereof.

Because the shares will not be registered for public sale, they will be deemed "restricted securities." As such, the shares may not be resold or transferred without being registered under the Securities Act or exempt from such registration. There is currently no established public trading market for the shares and none is anticipated to develop in the near future. Therefore, the investment of investors in the shares offered herein will have low liquidity, and should be considered a long-term investment in the Company.

The offering price of the shares has been arbitrarily determined by the Company.

There is no relationship whatsoever between the price at which the shares are being offered herein and the assets, earnings or book value of the Company, or any other recognized criteria of value. In establishing the offering price and number of the shares to be offered, the Company considered numerous factors, including: (i) the dollar-amount of proceeds the Company needs to raise, and (ii) the percentage of ownership of the Company to be held by investors upon expiration of this Offering.

Risks Related to Our Financial Position And Capital Requirements

We may require additional funding.

We believe that the anticipated net proceeds from this offering and our existing cash, will be sufficient to fund our operations into 2024. We have based this estimate, however, on assumptions that may prove to be wrong, and we could spend our available financial resources much faster than we currently expect. We may need to raise additional capital following this offering to fund our operating deficits and working capital needs. We may also need to raise additional funds to finance future cash needs through equity offerings, debt financings, receivables or royalty financings or corporate collaboration and licensing arrangements. We cannot be certain that additional funding will be available on acceptable terms, or at all. To the extent that we raise additional capital by issuing equity securities or convertible debt, your ownership will be diluted. We may raise additional capital in the future, even if not necessary, based on market conditions.

If we are unable to raise additional capital when required or on acceptable terms, we may not be able to expand our research and development efforts and we may be required to significantly delay, scale back or discontinue aspects of our business plan. We also may be required to relinquish, license or otherwise dispose of rights to products or product candidates that we would otherwise seek to commercialize or develop ourselves on terms that are less favorable than might otherwise be available. In addition, our ability to achieve profitability or to respond to competitive pressures would be significantly limited.

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ADDITIONAL INFORMATION

The Company will make available to each offeree and its, his or her representatives, if any, at a reasonable time prior to such offeree's purchase of the Units, the opportunity to ask questions of, and receive answers from, the Company, or persons acting on its behalf, concerning the terms and conditions of this Offering, the Units, the Company and any other relevant matters, and to obtain any additional information necessary to verify the accuracy of the information contained herein, to the extent that the Company possesses such information or can acquire it without unreasonable effort or expense. Offerees and their representatives, if any, are urged to request any additional information they may consider necessary in making an informed decision concerning the purchase of the Units by contacting Tomas Levinton, CEO.

Notwithstanding the foregoing, no person, including the managers or officers of the Company, has been authorized to make any representation other than those contained in this Memorandum and, if made, such representation must not be relied upon in making a decision about whether to invest in Units. This Memorandum contains summaries of various documents pertaining to the Company and the Offering. Such summaries do not purport to be complete and are qualified in their entirety by reference to the full texts of such documents.

* * *

EXHIBIT “A”

INVESTMENT OVERVIEW

[see attached]

EXHIBIT “B”

LIMITED LIABILITY COMPANY AGREEMENT

[see attached]

EXHIBIT “C”

SUBSCRIPTION AGREEMENT

[see attached]

EXHIBIT “D”

FORM OF WARRANT

[see attached]