

## CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM



a Wyoming corporation

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### Up to \$10,000,000 Offered in a Maximum of 12,000,000 Shares of Common Stock FOR ACCREDITED INVESTORS ONLY

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ONIT Sciences, a Wyoming corporation (the “Company”), is offering (the “Offering”) up to 12,000,000 shares of its common stock, par value \$0.00005 per share, (“Common Stock”) of the Company at a purchase price of \$0.75<sup>1</sup> per share. The Company reserves the right in its sole discretion to modify the purchase price per share of Common Stock at any time during the term of the Offering. Each subscription may be accepted or rejected in the sole discretion of the Company. Shares of Common Stock are being offered to Accredited Investors, as defined in Rule 501(a) of Regulation D (Regulation D was promulgated under the Securities Act of 1933). The Offering of shares of Common Stock is being made on a “Best Efforts,” no-minimum basis. The Company may terminate the offering at any time at its sole discretion. If a subscription is not accepted on or before September 30, 2021 (or December 31, 2021, if the Offering is extended by the Board of Directors of the Company in its sole discretion and without notice) or upon the termination of the offering, all funds delivered by the prospective investor to the Company pursuant to this Memorandum will be promptly returned to the prospective investor in full, without interest or deduction of any costs.

**THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE. AN INVESTMENT IN SECURITIES INVOLVES A HIGH DEGREE OF RISK AND IMMEDIATE SUBSTANTIAL DILUTION FROM THE OFFERING PRICE. THE COMPANY IS OFFERING THE SECURITIES SOLELY TO INVESTORS THAT SATISFY CERTAIN SUITABILITY STANDARDS, INCLUDING THE ABILITY TO AFFORD A COMPLETE LOSS OF THEIR INVESTMENT. SEE “RISK FACTORS.” THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR APPLICABLE STATE SECURITIES LAWS, AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THESE LAWS.**

	Price to Investors <sup>2</sup>	Financing Costs <sup>3</sup>	Proceeds to the Company <sup>4</sup>
Current Per-Share Price	\$0.75	\$0.00	\$0.75
Total Maximum Offering	\$10,000,000	\$0.00	\$10,000,000 <sup>5</sup>

<sup>1</sup> The purchase price of \$0.75 per share reflects an increase from the initial purchase price of \$0.70 per share, effective November 2, 2020.

<sup>2</sup> The price of a share of Common Stock was determined by the Company and is not based on the Company’s assets, book value, results of operations, projected earnings, or any generally accepted method of valuation. The Price to Investor referenced in the table above indicates the minimum subscription amount. The Company may change the per share price from time to time during this offering without notice. No public trading market exists for the Common Stock and none is expected to develop after this Offering. The Company does not represent that the Common Stock has or will have a market value equal to the purchase price per share or could be resold (if at all) at the original purchase price per share.

<sup>3</sup> The Company intends to offer and sell the Common Stock directly through its officers who will receive no special compensation for or on account of the sale of any Common Stock. The Company may engage a licensed broker-dealer in securities to assist in the offering and sale of the Common Stock and may pay commissions to a licensed broker-dealer at a later date. If the Company pays commissions to a licensed broker-dealer, the amount of the commissions paid will depend on the provisions of the selling agreement between the Company and the broker-dealer.

<sup>4</sup> Before deduction of certain expenses related to the Offering including accounting, legal, and printing costs related to this Offering.

<sup>5</sup> See “Terms of the Offering” and “Source and Uses of Funds from Offering.”

**The Date of this Memorandum is October 21, 2020**

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## **IMPORTANT NOTICES TO ALL PURCHASERS**

By receiving this Confidential Private Placement Memorandum (“Memorandum”), the recipient acknowledges that the information contained in this Memorandum is proprietary and confidential, and that the disclosure of such information, without the prior written consent of the President of ONIT Sciences, a Wyoming corporation (the “Company”), would cause irreparable harm. The recipient agrees not to disclose any of the information contained in this Memorandum to any other party, except the recipient’s financial and legal advisors, without the prior written consent of the Company.

**THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “1933 ACT”), OR APPLICABLE STATE SECURITIES LAWS OR THE LAWS OF ANY FOREIGN JURISDICTION. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE REGULATORY AUTHORITY OR NON-U.S. SECURITIES COMMISSION HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE SECURITIES MAY NOT BE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE 1933 ACT OR AN OPINION OF COUNSEL ACCEPTABLE TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED.**

**THE OFFERING IS BEING MADE IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION UNDER THE 1933 ACT FOR AN OFFER AND SALE OF SECURITIES WHICH DOES INVOLVE A PUBLIC OFFERING, AND UPON CORRESPONDING EXEMPTIONS FROM APPLICABLE STATE SECURITIES LAWS. THE SECURITIES MAY NOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF EXCEPT AS PERMITTED UNDER THE 1933 ACT AND APPLICABLE STATE SECURITIES LAWS AND NON-U.S. SECURITIES LAWS. PROSPECTIVE INVESTORS SHOULD THEREFORE BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.**

**THE COMPANY WILL NOT BE REGISTERED AS AN INVESTMENT COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940 (THE “INVESTMENT COMPANY ACT”). CONSEQUENTLY, INVESTORS WILL NOT BE AFFORDED THE PROTECTIONS OF THE INVESTMENT COMPANY ACT.**

**THE SECURITIES ARE HIGHLY SPECULATIVE AND INVESTMENT IN THE SECURITIES INVOLVES A HIGH DEGREE OF RISK. SEE “RISK FACTORS” AND THE OTHER INFORMATION IN THIS MEMORANDUM FOR A DESCRIPTION OF SOME OF THESE RISKS. INVESTORS MUST BE PREPARED TO BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD AND BE ABLE TO WITHSTAND A TOTAL LOSS OF THEIR INVESTMENT. THE SUBSCRIPTION PRICE OF THE SECURITIES HAS BEEN ARBITRARILY DETERMINED BY THE COMPANY AND IS NOT AN INDICATION OF THE ACTUAL VALUE OF THE SECURITIES. THERE IS NO PUBLIC MARKET FOR ANY SECURITIES OF THE COMPANY AND NO SUCH MARKET IS EXPECTED TO DEVELOP.**

**THE SECURITIES ARE BEING OFFERED SOLELY TO A LIMITED NUMBER OF PROSPECTIVE INVESTORS WHO QUALIFY AS ACCREDITED INVESTORS UNDER REGULATION D (“REGULATION D”) PROMULGATED UNDER THE 1933 ACT. IN THE UNITED STATES, THE SECURITIES ARE OFFERED ONLY TO ACCREDITED INVESTORS, THEREFORE THIS MEMORANDUM DOES NOT CONTAIN ALL OF THE INFORMATION THAT WOULD OTHERWISE BE REQUIRED TO BE DISCLOSED UNDER REGULATION D IF THE OFFERING WERE MADE IN THE UNITED STATES TO PERSONS OTHER THAN ACCREDITED INVESTORS. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY**

**SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES IMPLY THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY OR ITS AFFILIATES OR THAT THE INFORMATION SET FORTH IN THIS MEMORANDUM IS CORRECT AS OF ANY DATE SUBSEQUENT TO THE DATE OF THIS MEMORANDUM.**

**EXCEPT FOR SECURITIES OFFERED AND SOLD PURSUANT TO REGULATION S, PROMULGATED UNDER THE 1933 ACT, THE COMPANY SHALL SELL SECURITIES ONLY TO ACCREDITED INVESTORS AS SUCH TERM IS DEFINED IN RULE 501 OF REGULATION D. WHERE APPLICABLE, EACH PROSPECTIVE INVESTOR WILL BE REQUIRED TO MAKE REPRESENTATIONS AS TO THE BASIS UPON WHICH IT QUALIFIES AS AN ACCREDITED INVESTOR. SELF-VERIFICATION IS INSUFFICIENT TO QUALIFY AS AN ACCREDITED INVESTOR FOR RULE 506(C) OFFERINGS. THIRD-PARTY VERIFICATION IS NOW REQUIRED UNDER SEC RULE 506(C).**

**PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, TAX OR BUSINESS ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS/HER/ITS OWN ADVISORS AS TO LEGAL, TAX, BUSINESS AND RELATED MATTERS CONCERNING THE INVESTMENT.**

**EXCEPT FOR THE INFORMATION CONTAINED HEREIN, NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY REPRESENTATION OR GIVE ANY INFORMATION WITH RESPECT TO THE SECURITIES OFFERED HEREBY. PROSPECTIVE INVESTORS SHOULD NOT RELY ON INFORMATION OTHER THAN THAT CONTAINED IN THIS MEMORANDUM.**

**ALL SECURITIES ARE OFFERED SUBJECT TO PRIOR SALE, WHEN, AS AND IF ISSUED, SUBJECT TO THE RIGHT OF THE COMPANY TO REJECT ANY SUBSCRIPTION FOR SECURITIES, IN WHOLE OR IN PART, FOR ANY REASON OR TO ALLOT TO ANY SUBSCRIBER FEWER THAN THE NUMBER OF SECURITIES SUBSCRIBED FOR, AND SUBJECT TO CERTAIN OTHER CONDITIONS SET FORTH HEREIN.**

**IT IS THE RESPONSIBILITY OF ANY PERSON WISHING TO PURCHASE THE SECURITIES TO SATISFY HIMSELF/HERSELF/ITSELF AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE OF THE UNITED STATES OF AMERICA IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE FORMALITIES.**

**THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO BUY, ANY OF THE SECURITIES OFFERED HEREBY BY ANY PERSON IN ANY JURISDICTION WHERE IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH AN OFFER OR SOLICITATION.**

**THE INFORMATION CONTAINED IN THIS MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY AND IS BEING MADE AVAILABLE TO YOU WITH THE EXPRESS UNDERSTANDING THAT WITHOUT THE PRIOR WRITTEN PERMISSION OF THE COMPANY, EXCEPT WITH RESPECT TO YOUR FINANCIAL AND LEGAL ADVISORS, YOU WILL NOT RELEASE THIS DOCUMENT OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTIONS OF OR USE THIS MEMORANDUM FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN THE SECURITIES OFFERED HEREBY.**

**THE PERSON NAMED ON THE COVER OF THIS MEMORANDUM AGREES TO RETURN THIS MEMORANDUM AND ALL RELATED DOCUMENTS TO THE COMPANY IF HE/SHE/IT DOES NOT PURCHASE SECURITIES IN THIS OFFERING.**

**CERTAIN INFORMATION CONTAINED IN THIS MEMORANDUM CONSTITUTES "FORWARD-LOOKING STATEMENTS," WHICH CAN BE IDENTIFIED BY THE USE OF**

FORWARD-LOOKING TERMINOLOGY SUCH AS “MAY,” “WILL,” “SHOULD,” “EXPECT,” “ANTICIPATE,” “TARGET,” “PROJECT,” “ESTIMATE,” “INTEND,” “CONTINUE” OR “BELIEVE,” OR THE NEGATIVES THEREOF OR OTHER VARIATIONS THEREON OR COMPARABLE TERMINOLOGY. DUE TO VARIOUS RISKS AND UNCERTAINTIES, ACTUAL EVENTS OR RESULTS OR THE ACTUAL PERFORMANCE OF THE COMPANY MAY DIFFER MATERIALLY FROM THOSE REFLECTED OR CONTEMPLATED IN SUCH FORWARD-LOOKING STATEMENTS.

## STATE NOTICES

### FOR ALASKA RESIDENTS

THE SECURITIES PURCHASED IN THIS OFFERING ARE NOT REGISTERED UNDER THE STATE OF ALASKA SECURITIES ACT AND CANNOT BE RESOLD WITHOUT REGISTRATION UNDER CHAPTER AS 45.55.900(b)(5)(C) OR EXEMPTION FROM IT.

### FOR CALIFORNIA RESIDENTS

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN QUALIFIED WITH THE CALIFORNIA DEPARTMENT OF CORPORATIONS NOR HAS THE CALIFORNIA DEPARTMENT OF BUSINESS OVERSIGHT PASSED UPON THE ADEQUACY OR ACCURACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THEREFORE, THE ISSUANCE OF SUCH SECURITIES OR THE PAYMENT OF ANY PART OF THE CONSIDERATION FOR THOSE SECURITIES PRIOR TO SUCH QUALIFICATION IS UNLAWFUL UNLESS THE SECURITIES AND THE SALE THEREOF ARE EXEMPT FROM THE QUALIFICATION REQUIREMENT BY SECTIONS 25100, 25102, OR 25105 OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES AS DESCRIBED IN THIS MEMORANDUM ARE EXPRESSLY CONDITIONED UPON SUCH QUALIFICATION BEING OBTAINED OR AN EXEMPTION THEREFROM. THE CALIFORNIA COMMISSIONER OF BUSINESS OVERSIGHT DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF THESE SECURITIES.

### FOR FLORIDA RESIDENTS

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE FLORIDA SECURITIES ACT. EACH PROSPECTIVE INVESTOR WHO IS A FLORIDA RESIDENT SHOULD BE AWARE THAT SECTION 517.061(11)(A)(5) OF THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT PROVIDES IN RELEVANT PART THAT WHEN SALES ARE MADE TO FIVE OR MORE PERSONS IN THIS STATE, ANY SALE MADE PURSUANT TO THIS SUBSECTION SHALL BE VOIDABLE BY THE PURCHASER. EACH PERSON ENTITLED TO EXERCISE THE RIGHT TO WITHDRAW GRANTED BY SECTION 517.061(11)(A)(5) AND WHO WISHES TO EXERCISE SUCH RIGHT MUST WITHIN THREE DAYS AFTER THE TENDER OF HIS/HER/ITS PURCHASE PRICE TO THE COMPANY CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE COMPANY. SUCH LETTER OR TELEGRAM MUST BE SENT AND POSTMARKED ON OR PRIOR TO THE AFOREMENTIONED THIRD DAY. IF AN OFFEREE CHOOSES TO WITHDRAW BY LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ASSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME WHEN IT WAS MAILED. AN OFFEREE MAKING AN ORAL REQUEST FOR WITHDRAWAL MUST ASK FOR WRITTEN CONFIRMATION THAT THE REQUEST HAS BEEN RECEIVED.

**FOR MARYLAND RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE MARYLAND SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THE DIVISION OF SECURITIES OF THE OFFICE OF THE ATTORNEY GENERAL OF MARYLAND HAS NOT REVIEWED THE INFORMATION NOR PASSED IN ANY WAY UPON THE MERITS OF, RECOMMENDED, OR GIVEN APPROVAL TO THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES CANNOT BE SOLD TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

**FOR NEVADA RESIDENTS**

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

PRESENCE OF A LEGEND OF ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED TO MEAN THAT AN OFFER OR SALE MAY BE MADE IN ANY PARTICULAR STATE. THIS MEMORANDUM MAY BE SUPPLEMENTED BY ADDITIONAL STATE LEGENDS. IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES MAY BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE ADVISED TO CONTACT THE COMPANY FOR A CURRENT LIST OF STATES IN WHICH OFFERS OR SALES MAY BE LAWFULLY MADE.

**FOR NEW JERSEY RESIDENTS**

NEW JERSEY STATE LAW PROVIDES AN EXEMPTION FROM REGISTRATION FOR SECURITIES THAT ARE SOLD TO NO MORE THAN 35 PURCHASERS WITHIN THE STATE WHERE EACH PURCHASER HAS BEEN PROVIDED WITH AN OFFERING MEMORANDUM AND NO GENERAL SOLICITATION OR ADVERTISEMENT HAS BEEN EMPLOYED IN THE OFFERING. THE SECURITIES DESCRIBED HEREIN ARE BEING OFFERED TO RESIDENTS OF NEW JERSEY IN RELIANCE ON THE FOREGOING EXEMPTION. ACCORDINGLY, NEITHER THE OFFICE OF THE ATTORNEY GENERAL NOR ANY OTHER GOVERNMENTAL AGENCY OF THE STATE OF NEW JERSEY HAS REVIEWED OR PASSED UPON THE MERITS OF THE OFFERING.

**FOR NEW YORK RESIDENTS**

THIS PRIVATE PLACEMENT MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE OFFICE OF THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. ACCORDINGLY, NEITHER THE OFFERING MEMORANDUM NOR THE SECURITIES DESCRIBED HEREIN HAVE BEEN ENDORSED BY THE ATTORNEY GENERAL OR ANY OTHER AGENCY OF THE STATE OF NEW YORK. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE SECURITIES ARE BEING OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE NEW

**YORK STATE SECURITIES LAWS (NY GENERAL BUSINESS LAW CH.20, ARTICLE 23-A ET SEQ.) THAT EXEMPTS FROM REGISTRATION A PRIVATE OFFERING OF SECURITIES TO A LIMITED NUMBER OF ACCREDITED INVESTORS WITHIN THE STATE OF NEW YORK.**

**FOR VIRGINIA RESIDENTS**

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

## **MARKET AND INDUSTRY DATA AND FORECASTS**

**CERTAIN MARKET AND INDUSTRY DATA INCLUDED IN THIS MEMORANDUM ARE DERIVED FROM INFORMATION PROVIDED BY THIRD-PARTY SOURCES THAT WE BELIEVE TO BE RELIABLE. MARKET ESTIMATES ARE CALCULATED BY USING INDEPENDENT INDUSTRY PUBLICATIONS AND THIRD-PARTY FORECASTS IN CONJUNCTION WITH OUR ASSUMPTIONS ABOUT OUR MARKETS. WE HAVE NOT INDEPENDENTLY VERIFIED SUCH THIRD-PARTY INFORMATION. THE MARKET DATA USED IN THIS MEMORANDUM INVOLVES A NUMBER OF ASSUMPTIONS AND LIMITATIONS, AND YOU ARE CAUTIONED NOT TO GIVE UNDUE WEIGHT TO SUCH ESTIMATES. WHILE WE ARE NOT AWARE OF ANY MISSTATEMENTS REGARDING ANY MARKET, INDUSTRY OR SIMILAR DATA PRESENTED HEREIN, SUCH DATA INVOLVES RISKS AND UNCERTAINTIES AND ARE SUBJECT TO CHANGE BASED ON VARIOUS FACTORS, INCLUDING THOSE DISCUSSED UNDER THE HEADINGS "FORWARD-LOOKING STATEMENTS" AND "RISK FACTORS" IN THIS MEMORANDUM. THESE AND OTHER FACTORS COULD CAUSE RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED IN THE ESTIMATES MADE BY THE INDEPENDENT PARTIES AND BY US.**

**CERTAIN DATA ARE ALSO BASED ON OUR GOOD FAITH ESTIMATES, WHICH ARE DERIVED FROM MANAGEMENT'S KNOWLEDGE OF THE INDUSTRY AND INDEPENDENT SOURCES. INDUSTRY PUBLICATIONS, SURVEYS AND FORECASTS GENERALLY STATE THAT THE INFORMATION CONTAINED THEREIN HAS BEEN OBTAINED FROM SOURCES BELIEVED TO BE RELIABLE, BUT THERE CAN BE NO ASSURANCE AS TO THE ACCURACY OR COMPLETENESS OF INCLUDED INFORMATION. WE HAVE NOT INDEPENDENTLY VERIFIED ANY OF THE DATA FROM THIRD-PARTY SOURCES NOR HAVE WE ASCERTAINED THE UNDERLYING ECONOMIC ASSUMPTIONS RELIED UPON THEREIN. WHILE WE ARE NOT AWARE OF ANY MISSTATEMENTS REGARDING THE INDUSTRY DATA PRESENTED HEREIN, OUR ESTIMATES INVOLVE RISKS AND UNCERTAINTIES AND ARE SUBJECT TO CHANGE BASED ON VARIOUS FACTORS, INCLUDING THOSE DISCUSSED UNDER THE HEADING "RISK FACTORS" IN THIS MEMORANDUM. SIMILARLY, WE BELIEVE OUR INTERNAL RESEARCH IS RELIABLE, EVEN THOUGH SUCH RESEARCH HAS NOT BEEN VERIFIED BY ANY INDEPENDENT SOURCES.**

## **JURISDICTIONAL NOTES**

**THE NATIONAL SECURITIES MARKETS IMPROVEMENT ACT ("NSMIA") AMENDED SECTION 18 OF THE SECURITIES ACT OF 1933 TO EXEMPT FROM STATE REGULATION ANY OFFER OR SALE OF SECURITIES EXEMPT FROM REGISTRATION PURSUANT TO THE SECURITIES AND EXCHANGE COMMISSION RULES OR REGULATIONS ISSUED UNDER SECTION 4(A)(2) OF THE SECURITIES ACT OF 1933. ACCORDINGLY, OFFERINGS EXEMPT FROM FEDERAL REGISTRATION REQUIREMENTS PURSUANT TO REGULATION D ARE EXEMPT FROM STATE REGISTRATION OTHER THAN NOTICE FILINGS/STATE FEES. SHOULD AN OFFERING FAIL TO COMPLY WITH REGULATION D BUT STILL BE EXEMPT FROM FEDERAL REGISTRATION PURSUANT TO SECTION 4(A)(2), SUCH OFFERING WOULD BE SUBJECT TO STATE REGULATION TO THE SAME EXTENT AS BEFORE THE ENACTMENT OF NSMIA.**



**PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS DOCUMENT, OR ANY OTHER COMMUNICATION FROM THE COMPANY, AS LEGAL OR TAX ADVICE. EACH INVESTOR MUST RELY ON HIS/HER OWN REPRESENTATIVE(S) AS TO LEGAL, TAX OR RELATED MATTERS CONCERNING THIS INVESTMENT.**

**EVERY INVESTOR SHOULD BE AWARE THAT THE COMPANY HAS NO OBLIGATION, NOR DOES IT INTEND TO REPURCHASE THE SHARES FROM INVESTORS IN THE EVENT THAT, FOR ANY REASON, AN INVESTOR WISHES TO TERMINATE THE INVESTMENT.**

## **FORWARD-LOOKING STATEMENTS**

**CERTAIN STATEMENTS IN THIS MEMORANDUM INCLUDING, BUT NOT LIMITED TO STATEMENTS, ESTIMATES AND PROJECTIONS OF FUTURE TRENDS AND OF THE ANTICIPATED FUTURE PERFORMANCE OF THE COMPANY CONSTITUTE “FORWARD-LOOKING STATEMENTS.” SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER IMPORTANT FACTORS THAT COULD CAUSE THE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS OF THE COMPANY, OR INDUSTRY RESULTS, TO DIFFER MATERIALLY FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENT IMPLIED BY SUCH FORWARDLOOKING STATEMENTS.**

**STATEMENTS IN THIS MEMORANDUM THAT ARE FORWARD-LOOKING, INVOLVE NUMEROUS RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM EXPECTED RESULTS AND ARE BASED ON THE COMPANY’S CURRENT BELIEFS AND ASSUMPTIONS REGARDING A LARGE NUMBER OF FACTORS AFFECTING ITS BUSINESS. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM EXPECTED RESULTS. THERE CAN BE NO ASSURANCE THAT (I) THE COMPANY HAS CORRECTLY MEASURED OR IDENTIFIED ALL OF THE FACTORS AFFECTING ITS BUSINESS OR THE EXTENT OF THEIR LIKELY IMPACT, (II) THE PUBLICLY AVAILABLE INFORMATION WITH RESPECT TO THESE FACTORS ON WHICH THE COMPANY’S ANALYSIS IS BASED IS COMPLETE OR ACCURATE, (III) THE COMPANY’S ANALYSIS IS CORRECT, OR (IV) THE COMPANY’S STRATEGY, WHICH IS BASED IN PART ON THIS ANALYSIS, WILL BE SUCCESSFUL.**

## **NASAA UNIFORM LEGEND**

**IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY UPON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD, EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION THEREUNDER OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE**

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

# TERMS OF THE OFFERING

## GENERAL TERMS

This is an offering (the “Offering”) by ONIT Sciences, a Wyoming corporation (the “Company”) formed on January 23, 2018, to qualified investors of up to 12,000,000 shares of common stock, with par value of \$0.00005 (“Common Stock” and sometimes referred to herein as the “Securities”), of the Company at an initial purchase price of \$0.75 per share for an aggregate offering price of up to \$10,000,000. The Company reserves the right in its sole discretion to modify the purchase price per share of Common Stock at any time during the term of the Offering. Each subscription may be accepted or rejected in the sole discretion of the Company.

The Offering is being made on a “Best Efforts,” no-minimum basis. The Offering will continue until the maximum Offering of 12,000,000 shares is fully subscribed, or until the \$10,000,000 maximum funds called for in this offering are raised, or until September 30, 2021 (or December 31, 2021, if the offering is extended by the Board of Directors of the Company, in its sole discretion and without notice). The Company may terminate the offering at any time at its sole discretion.

Prior to this Offering, the Company raised money through three separate securities offerings. During the first round, prior to the Company changing its name from Nanogrow Technologies to ONIT Science, a total of 338,906 shares of Common Stock were sold to early “Friends and Family” investors. Following the name change, the Company raised funds through an offering of convertible promissory notes. These promissory notes have been converted into 2,020,785 shares of the Company’s Common Stock. There are no promissory notes outstanding from this round. The Company also raised funds through the sale of shares of Common Stock pursuant to Rule 506 of Regulation D and Rules 902 through 904 of Regulation S at the “pre-split” price of \$1.00, par value \$0.0001. During the most recent offering, 2,425,400 shares of Common Stock were sold. The offering concluded on October 20, 2020.

During this Offering, the Company intends to offer and sell the Common Stock directly through its officers who will receive no compensation for or on account of any sale. The Company may pay commissions to a licensed broker-dealer at a later date and, if it does, proceeds to the Company of the sale of Common Stock may vary depending on the provisions of the selling agreement between the Company and the licensed broker-dealer.

The Subscription Agreement submitted to the Company as a subscriber’s offer to purchase Common Stock will not be binding until it is accepted by the Company, such acceptance to be indicated by the execution of the Subscription Agreement by an authorized officer of the Company. The prospective investor understands and agrees that a subscription is made subject to the condition that the Company shall have the right to accept or reject it. Upon acceptance, the funds may be utilized immediately by the Company. If any subscription is not accepted by September 30, 2021 (or December 31, 2021, if the offering is extended by the Board of Directors of the Company, in its sole discretion and without notice), all funds received from the prospective investor pursuant to this Confidential Private Placement Memorandum (“Memorandum”) will be promptly returned to the prospective investor in full, without interest or deduction of any costs. If the subscription is rejected sooner by the Company, all funds delivered by the prospective investor pursuant to his/her/its subscription will be promptly returned in full, without interest or deduction of any costs.

The Company may reject in whole or in part any subscription and allocate a lesser number of shares of Common Stock in the event the Company receives subscriptions for more than the 12,000,000 shares of Common Stock being offered hereby. In the latter case, the Company shall return the portion of the purchase price received that exceeds the amount required for the shares of Common Stock allocated to the subscriber, without interest or deduction of any costs.

A subscription for shares of Common Stock will only be accepted from a subscriber who demonstrates to the satisfaction of the Company that he/she/it is an Accredited Investor, as defined in Rule 501(a) of Regulation D [Regulation D was promulgated under the Securities Act of 1933 (the “1933 Act”)], which may include third-party verification of accredited status. In addition, a purchaser who is an Accredited Investor must demonstrate that he/she/it, either alone or together with a Purchaser Representative, as defined in Rule 501(h) of Regulation D, has such knowledge and experience in business and financial matters that he/she/it is capable of evaluating the merits and risks of an investment in the Common Stock. A subscriber must also represent and warrant to the Company that such purchase is for his/her/its own account, for investment purposes only, without any present view to the resale or distribution thereof. See “Restrictions on Transfer” and “Additional Securities Law Considerations.”

The Common Stock may be purchased by an officer or director of the Company or any of its affiliates. If an officer or director of the Company, or any of its affiliates, purchases shares of Common Stock, he/she/it shall represent and warrant to the Company that such purchase is for his/her/its own account, for investment purposes only, without any present view to the resale or distribution thereof, and he/she/it is an Accredited Investor.

As a part of each subscription and a condition to the acceptance thereof by the Company, each subscriber is required to complete and return to the Company the Subscription Documents attached to this Memorandum as Exhibit “A” including an executed Subscription Agreement and a check payable to ONIT Sciences - Special Account in an amount equal to the product of the number of shares of Common Stock subscribed for, times the applicable price per share as determined by the Company. Alternatively, upon request, wiring instructions for the transfer of the funds to ONIT Sciences - Special Account will be made available.

A holder of shares of Common Stock is subject to restrictions on the right to transfer the Common Stock imposed by federal and state securities laws. See “Restrictions on Transfer.”

## **COMMON STOCK—GENERAL**

The Articles of Incorporation were amended on August 19, 2019 to affect a forward 2-for-1 split of its Common Stock. The Company formally affected the split on October 20, 2020. This amendment provides that the Company is authorized to issue one class of capital stock, designated as Common Stock. The total number of shares of common stock which the Company has authority to issue is 200,000,000 shares of Common Stock, with par value of \$0.00005 (the “Common Stock”) from which the Corporation is authorized to issue up to 12,000,000 shares of Common Stock for this Offering. Prior to filing the amendment to the Articles of Incorporation, the Company was authorized to issue 100,000,000 shares of Common Stock at a par value of \$0.0001.

The By-laws of the Company were adopted on January 23, 2018. The By-laws provide that the authorized minimum number of directors of the corporation is one, and the provision of the By-laws which provides the number of directors may be amended to increase the number of directors by the vote or written consent of the holders of a majority of the shares of Common Stock entitled to vote. As of the date of this Memorandum, the one director serving on the Board of Directors of the Company is Gerry Martin. See “Risk Factors – ‘Management’” and “Management.”

A holder of shares of Common Stock is subject to restrictions on the right to transfer the shares of Common Stock, which restrictions are imposed by federal and state securities laws. See “Restrictions on Transfer.”

In the event of any liquidation, dissolution, or winding-up of the affairs of the Company, holders of the Common Stock will share ratably in any assets of the Company legally available for distribution to holders of the Common Stock, after creditors of the Company and all other classes of capital stock more senior to the Common Stock (such as holders of shares of Preferred Stock of which there are none outstanding at this time) have received the assets to which they are entitled.

All shares of Common Stock have equal voting rights and, when validly issued and outstanding, are entitled to one vote per share in all matters to be voted upon by shareholders.

The shares of Common Stock have no preemptive, subscription, conversion or redemption rights and may be issued only as fully paid and non-assessable shares. In the event of liquidation of the Company, each shareholder is entitled to receive a proportionate share of the Company's assets available for distribution to shareholders after the payment of liabilities and after distribution in full of preferential amounts, if any. All shares of the Company's Common Stock issued and outstanding are fully paid and non-assessable.

The Company shall be entitled to treat the person in whose name any share of its capital stock is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Company shall have notice thereof, except as expressly provided by applicable law.

As of the date of this Memorandum, there are 27,761,658 shares of Common Stock outstanding. This number of shares of Common Stock outstanding reflects the effect of the October 20, 2020 2-for-1 forward split.

# THE COMPANY

## FORMATION AND ORGANIZATION OF THE COMPANY

On January 23, 2018, the Company (ONIT Sciences, a Wyoming corporation) was formed upon the filing of Articles of Incorporation with the Wyoming Secretary of State under its original name, Nanogrow Technologies. In addition, on January 23, 2018, the Company was organized with the adoption of By-laws, election of the directors and officers of the Company, and certain other actions including issuance of shares of Common Stock to directors and officers of the Company. On April 4, 2018, the Articles were amended to reflect the business name change to ONIT Sciences.

See “The Company” and “Management.”

The Balance Sheet of the Company attached hereto as Exhibit “B” is unaudited, internally prepared, and dated as of August 25, 2020. The principal offices of the Company are located at 2030 Main Street, Suite 660, Irvine, California 92614. The telephone number of the Company is (949) 317-1811.

## COMPENSATION OF OFFICERS AND DIRECTORS

Gerry Martin (a director and CEO) is an at-will employee of the Company, and not a party to a formal employment agreement with the Company for any particular term. Mr. Martin has received Common Shares of the Company’s stock in consideration of accepting his positions with the Company. As of the date of this Memorandum, the Company is paying Mr. Martin \$10,000 per month for his services, some or all of which is accrued and payable at a later date. The Board of Directors will review quarterly (and more frequently as necessary and appropriate) the amount of and terms for payment of compensation for Mr. Martin. The level of compensation may be adjusted based on many factors including the performance of Mr. Martin and the financial condition of the Company. In addition to his salary, the Company will pay for reasonable business expenses incurred by Mr. Martin in the performance of his services for the Company. See "Management."

Each member of the Board of Directors of the Company and its officers will be compensated by the Company for his/her services. The compensation will be in the form determined from time to time by the Board of Directors and commensurate with industry standards.

## BUSINESS OF THE COMPANY

ONIT Sciences (“Organic Natural Input Technology,” “ONIT” or the “Company”) is an agriculture intellectual property company. Its primary business is to market, distribute and sell products based on its unique and proprietary input technology. These products provide a suite of benefits to farmers including reducing fertilizer and water costs by maximizing uptake in plants; stimulating plant health and vigor, allowing plants to achieve their full genetic potential; increasing yield and quality of crops; improving soil health; and enhancing plants’ natural pest and disease resistance. ONIT Sciences’ technologies, formulations and products are in demand, highly effective, and timely.

Farmers, gardeners and cultivators are turning away from unhealthy chemical inputs in favor of ecologically responsible, healthy and sustainable practices. ONIT Sciences’ technologies and products address the increasing demand for agricultural products grown with all-natural, organic, non-GMO inputs and protocols. The Company believes consumer demand

**“The U.S. organic food market size is expected to reach USD 70.4 billion by 2025 as a result of increasing demand from consumers.”**

**—Hexa Research**



Grow™ with the California Department of Food and Agriculture under their Organic Input Materials Program and expects acceptance soon.

## MARKET OPPORTUNITY

Agriculture: a mature, stable market with significant upside potential in organics

- **\$70.4 billion—demand driving growth of US organic food market by 2025**
- **Six-fold increase in farmland devoted to organic agriculture since 1999 globally**
- **Agriculture is a matter of national security**
- **Agriculture is the foundation for over \$992 billion in related industries in the US**
- **Agriculture crucial to economic growth, accounting for one-third of global GDP in 2014**
- **The global value of agriculture is \$2.4 trillion**

## AGRICULTURE MARKET: UNITED STATES

Thanks to its natural resources and land conditions, the United States was always destined to be one of the world’s leading agricultural producers and suppliers. In 2014, the U.S. farming industry employed more than 827 thousand people around the country.

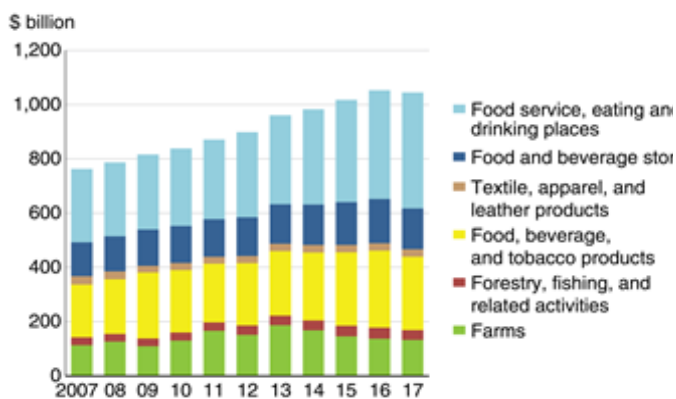
Across the U.S. there are numerous farms of various sizes. In 2014, the total number of farms stood at approximately 2.08 million. On average, farms in the U.S. are around 438 acres in size and in total there are nearly 913 million acres of farmland across the country, of which slightly more than one third is operated by full owners. Altogether the real estate value of farming land in the U.S. amounted to more than two trillion U.S. dollars.

The United States is a major player in the global trade of agricultural products. In 2015, exports of agricultural products were worth some 133 billion U.S. dollars. The most important countries of destination were China, Canada, and Mexico. Conversely, imports worth around 113.5 billion U.S. dollars made their way into the United States that year. The principal countries/regions of origin were Canada, the European Union, and Mexico.

Farming also involves significant production costs. A closer look at the composition of these costs shows that feed made up the largest share, followed by costs associated with farm services, livestock and poultry.

Over the last decade, the issue of genetic engineering has increasingly been on the agenda. The United States has by far the highest acreage of genetically modified crops worldwide. Some crops have a very high share of genetically modified (GM) crops per species. For example, in 2016, some 94 percent of all soybeans planted in the U.S. were genetically modified so as to be herbicide tolerant.

Value added to GDP by agriculture and related industries, 2007-17



Note: GDP refers to gross domestic product.  
Source: USDA, Economic Research Service using data from U.S. Department of Commerce, Bureau of Economic Analysis, Value Added by Industry series.



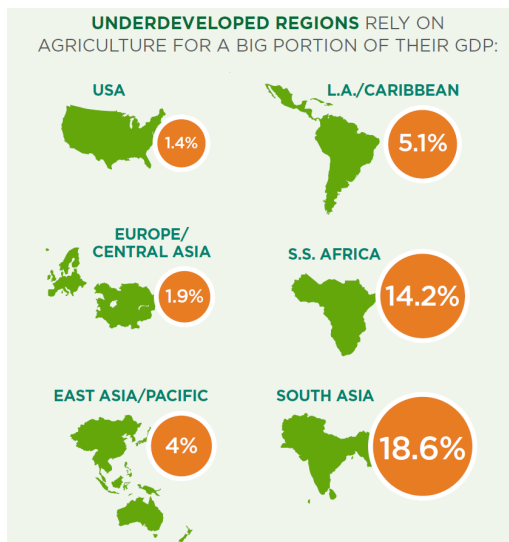
## A MATTER OF NATIONAL SECURITY

American agriculture is a matter of national security. We have made astounding advancements in agriculture since colonial times. During colonial times one farmer fed four others. Today, one farmer produces food for 166 others. American agriculture is vital to our country! Consider the impact to not only the United States, but globally, if our food supply was interrupted or contaminated. The 2015 House Agriculture Committee Chairman K. Michael Conaway shared, **“Agriculture and national security are intertwined in many different ways — whether it is insuring that food is available to meet nutritional needs for both those within our own borders and those around the world, ensuring that food coming into our borders is disease- and pest-free, or guaranteeing that farmers and ranchers have the needed policy tools in place to continue producing food and fiber.”**

## AGRICULTURE MARKET: GLOBAL

Over the last century, global population has quadrupled. In 1915, there were 1.8 billion people in the world. Today, according to the United Nations (UN), there are 7.3 billion people and we may reach 9.7 billion by 2050. This growth, along with rising incomes in developing countries (which cause dietary changes such as eating more protein and meat) is driving up global food demand. Further, food demand is expected to increase by 59% to 98% by 2050. This will shape agricultural markets in ways we have not seen before. **Farmers worldwide will need to increase crop production, either by increasing the amount of**

**agricultural land to grow crops or by enhancing productivity on existing agricultural lands through fertilizer irrigation and by adopting new methods like precision farming.** Therefore, growing demand for food is expected to propel the global agriculture analytics market significantly in the next few years. Source: [Harvard Business Review](https://www.harvardbusinessreview.com/)



<https://croplife.org/news/agriculture-a-2-4-trillion-industry-worth-protecting/>

countries reported an important increase, thus contributing to the global increase of the organic land, like China (32 percent increase; over 0.7 million hectares more) and Argentina (12 percent increase; almost

## EXPORT AND IMPORT

Total value of U.S. agricultural exports

136.5bn USD

Association of products made in the U.S. with "high security standards"

39%

Value of U.S. agricultural exports to Mexico

19 bn USD

Total value of U.S. agricultural imports

130.2 bn USD

Value of U.S. agricultural imports from the European Union

24.7 bn USD

<https://www.statista.com/topics/1126/us-agriculture/>

## ORGANIC AGRICULTURE GROWTH

According to IFOAM-Organics International report, “The World of Organic Agriculture Statistics and Emerging Trends 2019,” the international demand for organic agriculture is growing at a tremendous rate. From the report: Compared with 1999, when 11 million hectares were organic, organic agricultural land has increased six-fold. In 2017, 11.7 million hectares, or 20 percent, more were reported compared with 2016. This is mainly due to the fact that 8.5 million additional hectares were reported from Australia. However, many other

0.4 million hectares more). In addition, the Russian Federation (almost 0.34 million hectares more) and India (almost 0.3 million hectares more; almost 20 percent) reported significant increases. In 2017, the area of organic agricultural land increased in all regions (Table 6). The highest absolute growth was in Oceania (+31.3 percent, +8.5 million hectares), followed by Asia (+24.9 percent, over +1.2 million hectares) and Europe (+7.6 percent, +1 million hectares). Ninety-three countries experienced an increase in the area of their organic agricultural land, while a decrease was reported in 36 countries. In 40 countries, the organic agricultural area either did not change or no new data was received.

## **ROUNDUP® UNDER PRESSURE WORLDWIDE**

Roundup has been under a microscope since 2015 when the International Agency for Research on Cancer (IARC) declared Roundup’s active ingredient glyphosate a possible human carcinogen. Since then, Roundup manufacturer Monsanto (purchased by Bayer) has been battling thousands of lawsuits alleging that the product caused non-Hodgkin’s lymphoma. Unfortunately for the company, a growing number of countries, states and cities have been restricting or outright banning Roundup and the use of glyphosate.

Since the International Agency on Research on Cancer found glyphosate to be probably carcinogenic in 2015, several countries have banned or restricted glyphosate use. According to the European Commission, glyphosate is currently approved for use in the European Union until Dec. 15, 2022. However, Austria became the first EU country to ban glyphosate in July 2019. Germany announced in September that it will begin phasing out the controversial weedkiller by 2023. Other countries that have some sort of legislation around glyphosate include:

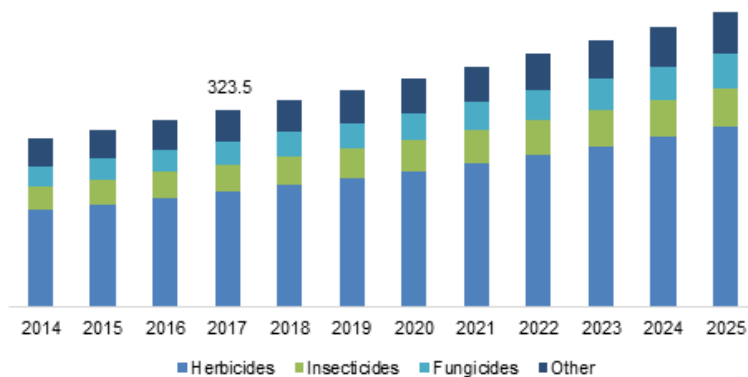
○ Malawi	○ Thailand
○ Vietnam (Vietnam’s move to ban glyphosate contaminated imports <a href="#">drew criticism</a> from U.S. Secretary of Agriculture Sonny Perdue.)	○ Sri Lanka
○ Oman	○ Kuwait
○ United Arab Emirates	○ Bahrain
○ Qatar	○ Saudi Arabia
○ St. Vincent and the Grenadines	○ Bermuda
○ Austria	○ Belgium
○ Czech Republic	○ Denmark
○ France	○ Italy
○ The Netherlands	

## **ONIT SCIENCES’ OPPORTUNITY**

Demand for organically grown food products as well as products derived from organically grown plants has risen steadily for the past 30 years. At the retail level, national supermarket chains such as Whole Foods, Mothers, Sprouts, Trader Joes as well as thousands of smaller chains and independent operations enjoy growing popularity among consumers. Even traditional grocery stores are devoting ever more shelf space to organic produce and other organic products. ONIT Sciences is positioned to help organic producers grow healthier plants that are more productive and pest resistant while increasing return on investment for inputs used.

However, ONIT Sciences is not limited to organic production. The Company's products work equally well in organic and traditional farming environments, meaning the Company's market is not limited strictly to organic producers. As shown in the adjacent table, the US adjuvant market size, which includes all non-fertilizer inputs used in crop production, is healthy and growing. As a "friend to all" product suite that augments the performance of other inputs, ONIT Sciences' can capitalize on the growth of the adjuvant market both domestically and internationally.

**U.S. Agricultural Adjuvants Market Size, By Application, 2014 - 2025 (USD Million)**



Source: [www.gminsights.com](http://www.gminsights.com)

## SALES CHANNELS

**Commercial:** Sell in bulk through select distributors and directly to larger end-user customers in territories without distribution.

**Retail:** The Company will address retail sales through white-label agreements with nutrient companies and/or manufacturers who have excellent sales and marketing capabilities, proven revenue, brand recognition and extensive distribution. ONIT Grow™, ONIT Input Plus and ONIT Input will be sold in bulk to these partners who will then repackage the product under their own brands. These relationships will be contingent on minimum sales per period, minimum marketing expenditures to promote the product, and national distribution, both physical (on-shelf) and via Internet sales. Again, this model helps ONIT Sciences control overhead by eliminating product marketing and sales expenses, shifting that burden to its partners.

**International:** The Company is continuing to secure distribution outside the US in markets with significant demand for organic crop production and favorable regulatory environments. The Company currently has relationships with distributors in Mexico and the Caribbean. Negotiations are underway with distributors in Canada, China, Aruba, Myanmar, Thailand, Vietnam, Argentina, Philippines and the European Union.

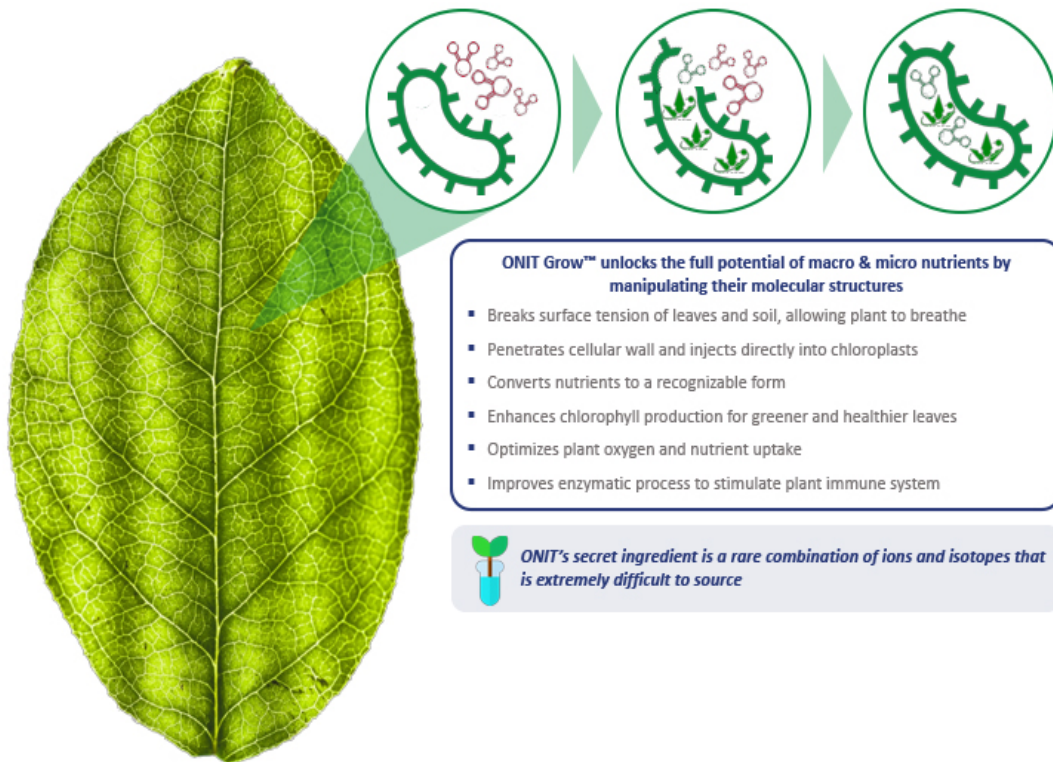
## ONIT SCIENCES PRODUCTS

### ONIT Grow™

ONIT Grow™ is ONIT Science's flagship product. It is a nano-surfactant additive to nutrient or fertilizer solutions that can be delivered as a foliar spray or root drench. ONIT Grow™ is formulated with the highest quality, purified and activated organic matter carbon source. It is a non-ionic input, with beneficial soil health and plant stimulant properties which:


- Acts as an organic nano-surfactant additive to nutrient or fertilizers producers' solutions
- Improves delivery and absorption activity in both soil and plant tissue, thereby dramatically increasing growth potential

- Reduces surface tension on leaves which increases absorption and decreases water requirements



**ONIT Grow™ unlocks the full potential of macro & micro nutrients by manipulating their molecular structures**

- Breaks surface tension of leaves and soil, allowing plant to breathe
- Penetrates cellular wall and injects directly into chloroplasts
- Converts nutrients to a recognizable form
- Enhances chlorophyll production for greener and healthier leaves
- Optimizes plant oxygen and nutrient uptake
- Improves enzymatic process to stimulate plant immune system



*ONIT's secret ingredient is a rare combination of ions and isotopes that is extremely difficult to source*

ONIT Grow™ helps unlock the full genetic potential of every plant through its **Five Modes of Action**. These modes of action are the ways in which this dynamic product affects the plant surface, subsurface, roots, soil or substrate and the other nutrient or microbial inputs used in conjunction with ONIT Grow.

Nano Surfactant • Emulsifier • Adjuvant • . Wetter • Soil Conditioner

### ONIT Input Plus and ONIT Input

**ONIT Input Plus** is a scaled-down version of the ONIT Grow™ product. It contains nano-input technology designed to be used with other nutrients, pesticides, fungicides or other products. ONIT Input Plus allows the immediate delivery of these products at the plant's cellular level and at a significantly reduced price point. ONIT Input Plus, like ONIT Grow™, is a registered organic input.

**ONIT Input** is identical to ONIT Input Plus, but it is comprised of all-natural ingredients that have not been certified organic. It is our lowest priced product.



## RESEARCH AND DEVELOPMENT

ONIT Sciences is committed to developing, acquiring, licensing and marketing agricultural products that deliver on our promise to unlock the full genetic potential of every plant. The Company is currently working with its manufacturer to develop formulations based on the ONIT Grow™ input technology as well as utilizing our products as ingredients in other products.

ONIT Sciences' goal is to provide a full suite of products that address our customers' desires to grow crops using all natural, organic, non-GMO products while providing equivalent or improved yield, plant health, nutrient content, pest resistance and profitability to chemically grown crops.

## COMPETITION

As of the date of this Offering, management of the Company has not been able to identify a product that is directly competitive with ONIT Grow™, the Company's flagship product. ONIT Grow™ appears to be unique in the marketplace, due to its organic, all-natural, non-GMO, non-polymer and non-ionic nature.

Other formulations claiming to exhibit similar benefits are available; however, they rely on non-organic, chemical, polymer and/or ionic properties to achieve stated effects.

Similarly, ONIT Input Plus and ONIT Input do not have market equivalents—at least as discovered by management.

ONIT Sciences is entering the mature agricultural inputs markets, where several brands currently enjoy significant share of the market. These current market leaders, manufacturers such as BASF, Syngenta, Monsanto, could attempt to reverse-engineer ONIT Grow™ or subsequent products offered by ONIT Sciences. These competitors may also develop and market an organic, non-GMO product that competes directly with ONIT Grow™ that is not based on our formulation.

Management feels it is imperative to the success of the Company to establish direct relationships with leading distributors and farmers within the United States and in other countries that value organic production. By establishing these relationships and brand recognition early, ONIT Sciences will be positioned to capitalize on the unique attributes of ONIT Grow™ and subsequent formulations utilizing Organic Nano Input Technologies.

## **RISK FACTORS**

**THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE, AND PROSPECTIVE PURCHASERS SHOULD BE AWARE THAT AN INVESTMENT IN THE SECURITIES INVOLVES A HIGH DEGREE OF RISK. ACCORDINGLY, PROSPECTIVE PURCHASERS SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS IN ADDITION TO THE OTHER INFORMATION CONTAINED IN THIS MEMORANDUM.**

Investment in the Company involves various risks suitable only for persons with the financial capability of making and holding long-term investments. Prospective investors should consider the following factors, among others, before deciding to purchase shares of Common Stock because a combination of these risks, or any one of them, could cause the prospective investor to fail to realize any return on his/her/its investment or to lose his/her/its entire investment.

Before making any investment decision with respect to the purchase of shares of Common Stock, a prospective investor should consult his/her/its professional advisors and carefully review and consider such an investment decision in light of the risk factors discussed below. The following is a brief description of certain factors, which should be considered along with other matters discussed elsewhere in this Memorandum.

### **AGRICULTURAL REGULATIONS**

The Company is subject to state regulations governing agricultural inputs, fertilizers and other materials used to grow crops. The Company intends to comply with all such regulations, however, there is no guarantee that State or other regulatory agencies will grant the Company the authority, certification or registration necessary to do business within the regulated service territory.

### **DEVELOPMENT STAGE COMPANY**

The Company was formed on January 23, 2018, is in its development stage and its proposed operations are subject to all of the risks inherent in the establishment of a new business enterprise. As of the date of this Private Placement Memorandum, the Company has not generated significant revenues, but has incurred start-up expenses relating to the development of its business plan as well as salaries, lease and other overhead expenses. The Company's financial viability is dependent upon raising funds pursuant to this Offering and successfully implementing its business plan. See "Risk Factors—Need for Additional Financing." The likelihood of the success of the Company must be considered in the light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the starting and expansion of a business and the relatively competitive environment in which the Company will operate. Unanticipated delays, expenses and other problems are frequently encountered in establishing a new business such as the Company's. Since the Company is new, it has no net revenues to date and there can be no assurance of adequate net revenues in the future. Because of the Company's lack of significant operating history, the Company has limited historical financial data on which to base planned operating expenses. Accordingly, the Company's expense levels which are, to a large extent, fixed, will be based in part on its expectation of future revenues. As a result of the fixed nature of many of the Company's expenses, the Company may be unable to adjust spending in a timely manner to compensate for any unexpected delays in the development of the Company's business plan or any subsequent revenue shortfall. Any such delays or shortfalls will have an immediate material adverse impact on the Company's business, operating results and financial condition.

### **NEED FOR ADDITIONAL FINANCING**

It is uncertain when, if ever, revenues from operations will be sufficient to meet the Company's overhead requirements. The Company may require additional funds to finance its operations. Should funds from revenues be delayed, the funds raised pursuant to this Offering may be insufficient to satisfy further operating needs. In the event borrowing is required, the Company may be highly leveraged and subject to all the risks of any such borrowing. There can be no assurance that any required financing will be available on acceptable terms. See "Use of Proceeds" and "Common Stock—General."

## **COMPETITION**

The Company will be in direct competition with well-established agricultural nutrient companies who may develop substantially similar products or services to those offered, or will be offered, by the Company. These companies may be better capitalized, have more experienced management and have established name recognition associated with their services and products. Additionally, there are a number of newly formed companies that intend to compete in this industry. Therefore, the Company anticipates intense competition in its efforts to establish, market and implement its business plan. See "Competition."

## **MANAGEMENT OF GROWTH**

The Company's plan of operations currently calls for the rapid expansion of its sales efforts. The Company's ability to successfully secure purchase orders for its products will depend on a number of factors, including, without limitation, the Company's ability to contract with and effectively manage its relationships with resellers of the product, direct-purchase commercial growers, distributors and suppliers, and other factors, such as general economic and demographic conditions, many of which are beyond the Company's control. Such expansion is expected to place significant strains on the Company's financial, management and operational resources. There can be no assurance that the Company will be successful in managing any expansion, and the failure to do so could adversely affect the Company's business, operating results and financial condition.

## **THIRD-PARTY PRODUCTION**

The Company does not currently own or possess the means to produce its product and is therefore reliant on third-party manufacturers to do so. These manufacturers could terminate agreements to produce product at any time. Any delay or shortage of ingredients for the Company's products could impede or prevent delivery of product. Any delays or interruptions in production or delivery/distribution of product could adversely affect the plan of operations of the Company.

## **PROJECTIONS**

This Memorandum contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "1993 Act"), including statements that include the words "believes," "expects," "anticipates" or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company to differ materially from those expressed or implied by such forward-looking statements. Projections are estimates only and could be affected by a number of factors, including, but not limited to, erroneous assumptions upon which the projections rely, as do other general economic conditions beyond the control of the Company. Therefore, there is no assurance that the projected sales and revenue assumptions will be attained or that, if attained, the Company will be profitable.



## **ARBITRATION**

By entering into a Subscription Agreement to acquire shares of Common Stock, the subscriber agrees that any dispute arising out of or relating to an investment in the Common Stock must be resolved by arbitration in accordance with the rules and regulations of the American Arbitration Association, which ruling in the arbitration shall be binding on the parties. Additionally, each purchaser of shares of Common Stock hereunder will be waiving the right to seek punitive damages, the right to trial by a jury and other potential remedies that otherwise would be afforded by law. See “Exhibit A—Subscription Documents.”

## **LIMITED CONTROL AND INFLUENCE OF THE COMPANY**

Upon the completion of this Offering, the current officers and directors will, in the aggregate, beneficially own greater than **50% of the Common Stock of the Company on a fully diluted basis, assuming the sale of 12,000,000 shares of Common Stock**. As a result, these stockholders will be in a position to materially influence, if not control, the outcome of all matters requiring stockholder or board approval, including the election of directors. Such influence and control are likely to continue for the foreseeable future and significantly diminishes the control and influence that purchasers of the Common Shares may have on the Company.

## **DEPENDENCE ON KEY PERSONNEL**

The Company is dependent on its present officers, subject to the direction of the Board of Directors of the Company. Should one or more of them cease to be affiliated with the Company before acceptable replacements are found, there could be a material adverse effect on the Company's business and prospects, and no assurance can be given that suitable replacements could be hired, if at all, except at substantial cost to the Company. None of the directors or officers of the Company are currently subject to non-disclosure or non-compete agreements in favor of the Company. Loss of key personnel could therefore significantly impair the value of the shares of Common Stock. See “Management” and “Principal Shareholders.”

## **BROAD DISCRETION IN APPLICATION OF PROCEEDS**

Management intends to utilize a substantial portion of the net proceeds of this Offering for the specific purposes set forth in “Source and Uses of Funds.” However, proceeds have been designated for general corporate and working capital purposes and may be expended at the Company's discretion. The Company has broad discretion with respect to redirecting the application and allocation of the net proceeds of the offering to acquisitions or other uses, in light of changing circumstances. As a result of the foregoing, any return on investment to investors will be substantially dependent upon the discretion and judgment of the Company's management with respect to the application and allocation of the net proceeds of the Offering. The net proceeds of the Offering may be invested by the Company in short-term securities or money market funds. The Company does not require that any specific minimum investment criteria be used in selecting such short-term investments, but will select such investments as it deems appropriate, taking into consideration such factors as liquidity, return on and safety of investment. See “Source and Uses of Proceeds.”

## **LIMITED TRANSFERABILITY**

There is no public market for outstanding shares of Common Stock of the Company purchased pursuant to this Offering. Although the Company's objective is to list on a stock exchange and register with the Securities Exchange Commission once it meets applicable listing criteria and it determines that



such listing is in the Company's interest, there can be no assurance of approval for listing on any exchange or that a regular public market for the shares of Common Stock will develop or, if a regular public market does develop, that it will continue. Until that time, there will be no market for the shares of Common Shares. The shares of Common Stock will not be transferable without the express written consent of the Company, approval to be granted upon determination by the Company in its sole discretion as to the suitability of the transferee.

## **CONFLICTS OF INTEREST**

The officers and directors of the Company are subject to conflicts of interest arising out of their activities other than in connection with the Company. Gerry Martin (Director and CEO of the Company) is not required to spend all of his time on matters affecting the Company, although he has fiduciary responsibilities to perform services and duties required by the position he holds with the Company. Gerry Martin is not prohibited from owning capital stock or other equity interests in a competitor of the Company. In addition, although Gerry Martin is a managing partner of Citivest Capital Group, there is no obligation on Gerry Martin to attempt to influence ONIT Sciences to secure any financial instrument through Citivest with any particular terms that could be favorable or unfavorable financially to the Company. See "Management."

## **DIVIDENDS AND OTHER CASH DISTRIBUTIONS**

The shares of Common Stock offered herein are not subject to dividends or other cash distributions without the express authority of the Board of Directors. See "Dividend Policy."

## **DILUTION**

In the event subscriptions for all of the shares of Common Stock offered for sale pursuant to this Memorandum are received and accepted, there will be 39,761,658 shares of Common Stock outstanding on a fully diluted basis.

It is possible that the Company will require additional equity financing and, as a result thereof, the Company may offer for sale additional shares of Common Stock, Preferred Stock, and other securities evidencing debt of the Company. The purchasers of Common Stock will not have anti-dilution rights or preemptive rights upon the issuance of additional shares of Common Stock or Preferred Stock. If additional shares of Common Stock are issued, the percentage equity interest in the Company of a purchaser of shares of Common Stock will be diluted if he/she/it does not purchase additional shares of Common Stock. See "Terms of the Offering," "The Company - Formation and Organization of the Company" and "Dilution."

## **OTHER MATTERS**

In response to legal proceedings in the 1990s by the U.S. Securities and Exchange Commission and Department of Justice for securities violations which occurred in 1991 and 1992, Kevin Woodbridge, Executive Vice President of the Company, voluntarily accepted responsibility for the violations. Mr. Woodbridge was barred from association with any broker or dealer, and from participating in any offering of penny stock. The Company sought the opinion of counsel in this matter, which concluded that Mr. Woodbridge's current and proposed duties with the Company do not violate the Order of the prior legal proceedings. See "Management."

## **LIABILITY FOR DISTRIBUTIONS TO SHAREHOLDERS**

Generally, a shareholder is obligated to return a distribution from the Company to the extent that: (a) the shareholder or assignee had actual knowledge of facts indicating the impropriety of the distribution; and (b) immediately after giving effect to the distribution, all liabilities of the Company, other than liabilities to shareholders or assignees on account of their interests in the Company and liabilities as to which recourse of creditors is limited to specified property of the Company, exceed the fair market value of the Company's assets, provided that the fair market value of any property that is subject to a liability as to which recourse of creditors is so limited shall be included in the Company's assets only to the extent that the fair market value of the property exceeds this liability.

Although the Board of Directors of the Company does not contemplate making any demand for the return of any distribution, it should be noted that the shareholders might be deemed to be holding such distributions in trust for creditors who could recover them from the shareholders, together with interest. If so, a creditor of the Company could institute a lawsuit directly against a shareholder for such recovery.

### **ARBITRARY OFFERING PRICE**

The price and terms of the Common Stock being offered for sale pursuant to this Memorandum have been arbitrarily determined by the Board of Directors of the Company. The price and terms of the Common Stock are not necessarily indicative of the value of these securities. No assurance is or can be given that shares of Common Stock, if transferable, could be sold for the purchase price or for any amount.

### **ILLIQUIDITY OF THE SECURITIES**

There is no established market for the Common Stock issued or which may be issued by the Company. Because of the limitation on the transferability of shares of Common Stock, it is not known whether a public market for any of the Common Stock will ever develop. Consequently, holders of shares of Common Stock may not be able to liquidate their investment in the event of emergency or for any other reason, and the Common Stock may not be readily acceptable as collateral for a loan. Accordingly, prospective investors who are not in a position to make a long-term investment of the full cash contribution are urged not to invest. See "Restrictions on Transfer."

### **FINDERS/BROKER-DEALERS**

Although the Company intends to offer and sell the shares of Common Stock through its efforts without the assistance, involvement, or efforts of any broker-dealers in securities, the Company may pay a licensed broker-dealer in securities a commission or other remuneration in connection with the offer and sale of shares of Common Stock. The Company will not and is not permitted under the federal securities laws to pay any finder's fee in connection with the offer and sale of the Common Stock. The Source and Uses of Funds table provided in this Memorandum does not reflect the payment of any commissions or other remuneration in connection with the offering and sale of shares of Common Stock. If such commissions were paid in connection with the Offering, not only might the Company not have sufficient working capital to conduct its operations and pay its obligations as they fall due, but the violation of the securities laws could result in the Company having to pay all proceeds of the Offering to the purchasers of the Common Stock, together with interest and certain other penalties and costs.

### **RESTRICTIONS ON RESALE OF SECURITIES**

Each prospective investor is required to represent that he/she/it is purchasing the Common Stock offered hereby for his/her/its own account, for investment only, and not with a view to the sale or distribution thereof. Among other things, shares of Common Stock may not be sold or otherwise disposed

of unless registered or exempt from registration under the 1933 Act and applicable state securities laws. See “Restrictions on Transfer.”

## **POSSIBLE LOSS OF ENTIRE INVESTMENT**

Investment in the Company should be considered a high risk and speculative investment, and an investor should consider the possibility that, in the event the Company is not successful, investors could lose their entire investment. The rights of holders of the Common Stock are subordinate to persons who become holders of Preferred Stock in the future, and creditors of the Company or other persons who may become creditors in the future.

## **TAX RISKS**

See “Certain Federal Income Tax Consequences to Investors.”

## **INTERNATIONAL BUSINESS RISKS**

### **Weakened global economic conditions may adversely affect our industry, business and results of operations.**

Our overall performance depends in part on worldwide economic conditions. The United States and other key international economies have been impacted by a recession due to the global COVID-19 pandemic, characterized by falling demand for a variety of goods and services, restricted credit, going concern threats to financial institutions, major multinational companies and medium and small businesses, poor liquidity, declining asset values, reduced corporate profitability, extreme volatility in credit, equity and foreign exchange markets and bankruptcies. These conditions affect the rate of information technology spending and could adversely affect our customers’ ability or willingness to purchase our enterprise cloud computing application service, delay prospective customers’ purchasing decisions, reduce the value or duration of their subscription contracts, or affect renewal rates, all of which could adversely affect our operating results. In addition, in a weakened economy, companies that have competing products may reduce prices which could also reduce our average selling prices and harm our operating results.

### **Sales to customers outside the United States expose us to risks inherent in international sales.**

Because the Company will be selling its products throughout the world, it will be subject to risks and challenges that it would otherwise not face if it conducted its business only in the United States. The risks and challenges associated with sales to customers outside the United States include:

- localization of our service, including translation into foreign languages and associated expenses;
- laws and business practices favoring local competitors;
- compliance with multiple, conflicting and changing governmental laws and regulations, including employment, tax, privacy and data protection laws and regulations;
- regional data privacy laws that apply to the transmission of our customers’ data across international borders;
- foreign currency fluctuations;
- different pricing environments;

- difficulties in staffing and managing foreign operations;
- different or lesser protection of our intellectual property;
- regional economic conditions, including the effect of general economic and financial market conditions in the markets in which we operate outside the United States; and
- regional political conditions.

Any of these factors could negatively impact the Company's business and results of operations.

Additionally, some of the Company's internationally generated fees are currently paid in U.S. dollars. As a result, fluctuations in the value of the U.S. dollar and foreign currencies may make the Company's products more expensive for international customers, which could harm its business and have an adverse impact on the earnings of the Company.

## **EFFECT OF CORONAVIRUS (COVID-19)**

While the Company expects the impacts of COVID-19 to have an adverse effect on the its business, financial condition, and results of operations, the Company is unable to predict the extent or nature of these impacts at this time.

## **RISKS RELATED TO LEGAL HEMP AND CANNABIS AGRICULTURE**

**Federal regulation and enforcement may adversely affect the implementation of state and local cannabis laws and regulations may negatively impact our business.**

Currently, there are 34 states including the District of Columbia that have laws and/or regulations that recognize, in one form or another, legitimate medical and adult uses for cannabis and consumer use of cannabis in connection with medical treatment. Many other states are considering similar legislation. Conversely, under the Controlled Substance Act (the "CSA"), the policies and regulations of the federal government and its agencies are that cannabis has no medical benefit and a range of activities including cultivation and the personal use of cannabis is prohibited. Unless and until Congress amends the CSA, of which there can be no assurance, there is a risk that federal authorities may enforce current federal law, and we may be deemed to be in violation of federal law. Active enforcement of the current federal regulatory position on cannabis may have a material adverse effect on our business. The risk of strict enforcement of the CSA in light of Congressional activity, judicial holdings, and stated federal policy remains uncertain.

The U.S. Department of Justice (the "DOJ") has issued guidance to U.S. Attorneys in a series of memos commencing in 2009 when considering the prosecution of a person who, while violating federal law, is otherwise compliant with state law. Each memorandum provides that the DOJ is committed to the enforcement of the CSA, but the DOJ is also committed to using its limited investigative and prosecutorial resources to address the most significant threats in the most effective, consistent, and rational way. On January 4, 2018, Attorney General Jeff Sessions revoked most of the prior guidance.

Strict enforcement of federal law regarding marijuana would likely negatively impact the Company's business plans and could expose its partners and customers to potential criminal liability and could subject their properties, possibly including the Company's product, to civil forfeiture. Any changes in banking, insurance, or other business services may also affect the Company's ability to operate its business.

While the Company does not grow, process, transport or otherwise possess any cannabis or cannabis-derived product, law enforcement authorities, in their attempt to regulate the illegal use of cannabis, may seek to bring an action or actions against the Company, its management and/or possibly our investors claiming that the Company and/or such individuals are guilty of engaging in, or aiding and

abetting another's, criminal activities. The federal aiding and abetting statute provides that anyone who commits an offense against the United States or aids, abets, counsels, commands, induces or procures its commission, is punishable as a principal. 18 U.S.C. §2(a). As a result of such an action, the Company may be forced to cease operations and investors could lose their entire investment. In any such action, our assets may be subject to forfeiture and our investors could additionally face fines, penalties or the possibility of criminal prosecution.

The Company is in the process obtaining such product registrations in key states and, through its partners, in countries outside the United States. There can be no assurance that individual states will accept the Company's applications for registrations to sell the Company's product as an agricultural input, or to certify the organic nature of our product. Failure to comply with or to obtain the necessary licenses, permits or authorizations would have a material adverse effect on the Company's business.

Cannabis businesses operate in a highly regulated industry, but many of the laws are untested and rules change constantly. While the Company is an agriculture technology firm, devoted to providing cultivators with organic, non-GMO solutions to augment plant health and yield, these laws may affect the Company's customers and partners, thus influencing the success of our business.

#### **AVAILABILITY OF EXEMPTIONS FROM REGISTRATION**

The Company is relying upon the availability of Rule 506 of Regulation D and Rules 902 through 904 of Regulation S to exempt this Offering from registration under the 1933 Act. If any of the federal or state securities laws relating to private placement exemptions relied upon are not available to the Company for any reason, the Company may be required to offer to the investors the right to rescind their purchases of Common Stock, which could have a material adverse effect on the Company, its business, and its financial condition. Also, there is no assurance that the Company or its affiliates would have adequate funds to repay investors in this Offering if rescission was required and elected by investors. Any related litigation with the U.S. Securities and Exchange Commission or other federal, state or local agencies or other persons would also have a material adverse impact on the Company.

#### **AVAILABILITY OF EXEMPTIONS FROM INVESTMENT COMPANY ACT OF 1940 AND INVESTMENT ADVISORS ACT OF 1940**

The Company and the Common Stock being offered for sale, pursuant to this Capital Memorandum, will be structured with the intent not to subject the Company to the provisions of the Investment Company Act of 1940 (the "Investment Company Act"). The Company expects to rely, among other things, on either Section 3(c)(1) of the Investment Company Act. Section 3(c)(1) excludes from the definition of "investment company" issuers (such as the Company) whose securities are beneficially owned by not more than 100 persons and which is not making and does not presently propose to make a public offering of its securities.

#### **GENERAL ECONOMIC AND WORLD CONDITIONS, AND RISKS BEYOND THE CONTROL OF THE COMPANY**

The current social, economic and financial climate in the United States, and the world, including the COVID-19 pandemic, terrorist attacks committed in the United States and around the world by terror organizations, social and political unrest abroad, as well as what the United States has experienced in recent years may have a material adverse effect on regional, national and international economies, as well as the operations and success of the Company. These conditions are beyond the control of management of the Company and could materially adversely affect the value of the investments of the Company and, correspondingly, an investor's interest in the Company.

## MANAGEMENT

**The Director, Executive Officers, Key Employees and Consultants of the Company are as follows:**

### **Chief Executive Officer, Director — Gerry Martin**

Mr. Martin is responsible for executive oversight of the Company. His executive guidance and financial expertise will be instrumental in propelling the Company into a leadership position in the organic agriculture input market. Mr. Martin is a professional CEO and seasoned business executive, holding real estate broker licenses in California, Georgia and Mississippi. He has worked with hundreds of businesses and individuals to increase revenue, provide working capital and increase shareholder value with over \$500 million equity and debt transactions closed.

### **President, Chief Marketing Officer — Jeff Moses**

Mr. Moses is a marketing and operations executive who has helped private companies achieve capitalization, revenue and exit goals for more than twenty years. He brings to the Company a passion for brand building and crystal-clear communications. Mr. Moses is the Company's public relations point person and a leading advocate for the Company's pursuit of a leadership position in the organic, non-GMO agriculture technologies market. Prior to joining the Company, Mr. Moses founded and served as creative director for a diversified advertising agency whose clients included Volvo, Sun Microsystems, Gateway Computers, Q-Logic, Quantum, Coldwell Banker Commercial, Time Warner Cable, Hyundai and Toshiba. His entrepreneurial spirit combined with his interest in organic foods and health and wellness products make Mr. Moses a perfect fit at the Company. Mr. Moses received a Bachelor of Arts degree in English from Pitzer College.

### **Chief Operations Officer — Dennis Locke**

Mr. Locke has served as CFO, VP of operations and controller for a wide range of manufacturing and service companies, both publicly and privately. He has been a true believer in the Company from the first application of ONIT Grow™ on an ailing Meyer's lemon tree in his backyard. Seeing rapid improvement in the tree's health, he agreed to accept the Chief Operations Officer position for the Company. Mr. Locke's duties with the Company include managing daily administrative, sales and operations functions, and oversee compliance and regulatory issues. He holds a Master of Business Administration and Bachelor's degree in accounting.

### **Executive Vice President — Kevin Woodbridge**

Mr. Woodbridge brings a wealth of corporate development and finance experience to the Company. Beginning with degrees in chemical engineering and business, Mr. Woodbridge started his career in finance with Paine Webber, quickly becoming one of the largest producing executive representatives in Southern California. From there he joined Cruttenden & Company as an analyst, reviewing and selecting companies for financing. Mr. Woodbridge was instrumental in financing hundreds of millions for a variety of businesses as a founder and principal of The Michelson Group. More recently, he was instrumental in developing and successfully selling a nationally distributed all-natural

tortilla chip company and ultra-premium tequila company. He brings a passion for business development, strategic relationships and finance to the Company. See “Risk Factors—Other Matters.”

#### **Vice President Communications —Deborah Shea**

Deborah Shea has dedicated her career to the Customer Relations, Human Resources and Investor Relations fields. For over 20 years she has been involved in multiple industries, including Real Estate and Real Estate Investing as well as various private companies in their rapid growth stages. She thrives in acting as liaison from the company to investors and the public, a role she excels at with the Company.

#### **National Sales Director — Jim Braasch**

The Company’s domestic sales effort is headed by 25 year-plus organic fertilizers sales veteran Jim Braasch. Mr. Braasch was personally recommended by the Company’s manufacturing partner as one of the top organic input sales resources in the country. He has been tasked with developing distributor relationships, direct-to-customer sales, licensing and private labeling opportunities, product testing and identification of acquisition targets. His passion for organic agriculture and wealth of experience make him a perfect addition to the Company.

#### **Secretary, Treasurer — Megan Bradshaw**

Ms. Bradshaw is a highly experienced administrative and accounting professional with extensive experience helping emerging growth companies with issues of compliance, finance, accounting and record keeping.

#### **Advisor — Lynn Griffith Jr.**

Lynn Griffith is a Florida-based expert agronomist who provides extensive consultation services in plant pathology, nematode analysis, plant disorders, nutrient recommendations and expert court testimony. He is a horticultural consultant to all facets of the industry from turf, nursery and farm to interior and exterior landscaping. His expertise extends into Agronomy, Plant Pathology, Nematode Analysis, Plant Disorder Consultant, Nutrient Recommendations and Expert Court Consultant as well as Horticultural Consultant to all facets of the Industry from Turf, Nursery, Farm, Interior & Exterior Landscaping, etc. Mr. Griffith works with some of the most famous and demanding brands in the world, including Smithsonian Institution, Walt Disney World Resort, Miami Dolphins, President Trump, Buckingham Palace, Gardens by the Bay in Singapore, Lloyd's of London, and many others.

#### **Advisor — Leyland Minter**

Mr. Minter is a renowned Australian agricultural chemist, product developer and business development expert. He is taking an active role in the research and development of new products for the Company, while also heading the Company’s expansion efforts in Australia and New Zealand. He is tasked with assembling a world-class team of scientists to aid in the development, testing and productization of new technologies for the Company. Mr. Minter holds a degree in agriculture economics and has worked as Chief Technical Officer with Geigy (now Syngenta) and has consulted with and created products for Dow Chemical and Scotts Miracle-Gro.

#### **Advisor — John K. Stroh**

John K. Stroh is currently Senior Managing Director of Boustead Securities, LLC. Mr. Stroh's focus is on capital raising, strategic partnering and M&A advisory services in the life science, medical device, healthcare IT and health care services sectors. Mr. Stroh has over 30 years of experience in senior management, operations, finance, investment banking and M&A, primarily in the medical technology space. Prior to Boustead Securities, Mr. Stroh was a Managing Director and led the healthcare team at Tellson Securities. Prior to Tellson, Mr. Stroh was also CEO of Nanospectra, LeuKoDx and Purewick which was sold to Bard in 2017. Mr. Stroh worked as a Managing Director and Vice President in the investment banking industry for Smith Barney, Shearson-Lehman Brothers, John Nuveen & Company and Piper Jaffray. During this period, he was instrumental in raising over \$2 billion for client companies and consulted on over 100 M&A and strategic partnering transactions. He is on the Board of Directors for Orange Coast Memorial Hospital where he is also Chairman of the Finance Committee. He holds FINRA Series 82 and 63 licenses.



## SOURCE AND USES OF FUNDS FROM OFFERING

The following table sets forth the sources of funds projected to be received by the Company and the expected uses thereof:

<u>Source of Funds</u>	<u>Up to a Maximum of 12,000,000 shares</u>
Proceeds from sale of Common Stock	<u>\$10,000,000</u>
Total source of funds <sup>1</sup>	<u>\$10,000,000</u>
 <u>Uses of Funds</u>	
Inventory	\$2,000,000
Tradeshows, travel	1,000,000
Marketing <sup>2</sup>	1,300,000
Salaries and non-salary compensation	1,000,000
General and administrative	400,000
Research and development	500,000
Expenses of offering, including legal, accounting, and related costs	300,000
Commissions <sup>3</sup>	1,000,000
Working capital <sup>4</sup>	<u>2,500,000</u>
Total uses of funds <sup>5</sup>	<u>\$10,000,000</u>

Based on one year of operations, and numbers are estimates, which may be more or less.

This is a best-efforts, no-minimum Offering, whereby the proceeds of the Offering, if less than the maximum Offering amount, may not be sufficient to fully fund all facets of operations. If less than the

<sup>1</sup> The Source and Uses of Funds table is derived from the Company's pro-forma financial model. The amount of proceeds from the Offering assumes the price per share of Common Stock is not increased during the term of the Offering and all the shares of Common Stock offered for sale in this Offering are sold.

<sup>2</sup> Marketing expenses may include costs associated with the general solicitation of this Offering.

<sup>3</sup> The Company intends to offer and sell the Common Stock directly through its officers who will receive no special compensation for or on account of the sale of any Common Stock. The Company may engage a licensed broker-dealer in securities to assist in the offering and sale of the Common Stock and may pay commissions to a licensed broker-dealer at a later date. If the Company pays commissions to a licensed broker-dealer, the amount of the commissions paid will depend on the provisions of the selling agreement between the Company and the broker-dealer.

<sup>4</sup> Working capital is based on anticipated periodic costs during the next three years relating to the operations of the Company, including, without limitation, copying, internet charges, license fees, legal and accounting fees, office rent, payroll, postage and overnight courier expenses, stationary, supplies, tax return preparation, and telephone charges.

<sup>5</sup> See "Risk Factors - 'Need for Additional Financing.'"

maximum shares are subscribed, management, at its sole discretion, will allocate funds as necessary to accomplish business objectives. Management retains the right to alter use of funds at its sole discretion.

## **DIVIDEND POLICY**

As of the date of this Memorandum, 27,761,658 shares of Common Stock are outstanding. See “The Company – 'Formation and Organization of the Company'” and "Management." No dividends have been paid with respect to the shares of Common Stock, and the Company does not currently anticipate paying any cash dividends on the Common Stock or, after being issued, shares of Common Stock. No shares of Preferred Stock are authorized in the Articles of Incorporation of the Company or outstanding. See “The Company – ‘Description of Common Stock.’”

Future dividend policy will be determined by the Board of Directors in light of prevailing financial conditions, earnings, if any, as well as other relevant factors. In addition, financing which the Company may obtain in the future may contain provisions restricting the Company’s ability to pay dividends.

## **DILUTION**

An investor who purchases shares of Common Stock will be subject to immediate dilution upon the Company’s issuance of additional shares of Common Stock. See “Risk Factors – ‘Dilution.’”

## **CERTAIN FEDERAL INCOME TAX CONSEQUENCES TO INVESTORS**

**PROSPECTIVE INVESTORS ARE URGED TO CONSULT THEIR TAX ADVISORS CONCERNING THE FEDERAL INCOME TAX CONSEQUENCES OF ACQUIRING, OWNING, AND DISPOSING OF SHARES OF COMMON STOCK, AS WELL AS THE APPLICATION AND EFFECT OF STATE, LOCAL, FOREIGN OR OTHER LAWS.**

### **COMPANY STATUS**

The Company will be classified and reported as a corporation subject to taxation for federal income tax purposes under subchapter C of the Internal Revenue Code of 1986, as amended (the “Code”).

### **DIVIDEND INCOME**

Generally, an investor will recognize for federal income tax purposes ordinary income upon the receipt of dividends paid by the Company to investors with respect to shares of Common Stock to the extent of the Company’s current and accumulated earnings and profits. To the extent dividends paid to an investor exceed current and accumulated earnings and profits of the Company, an investor will be deemed to have received a return of his capital investment in the Common Stock to the extent of the investor’s adjusted basis in the Common Stock, which distribution will not be subject to tax under the Code. Cash distributions to an investor that exceed any current and accumulated earnings and profits of the Company

and the adjusted cost basis of the Common Stock owned by the investor will be treated as a gain from the sale or exchange of property. The rules relating to the recognition of income by an investor from cash received from the Company are complex. Holders of shares of Common Stock are encouraged to consult with their tax advisors regarding how and the extent to which cash distributions will be treated by the investors, and to the possibility that the tax laws may change substantially in the near future.

## **CAPITAL GAIN/LOSS UPON DISPOSITION OF COMMON STOCK**

An investor generally will recognize gain or loss on the sale or other disposition of the Common Stock in an amount equal to the difference between the amount realized from such sale or other disposition and the investor's tax basis for the Common Stock. Under existing law, such gain or loss generally will constitute capital gain or loss and will generally be long-term if the shares of Common Stock have been held for more than one year. Depending on an investor's particular circumstances, a capital loss may not be fully deductible in the tax year in which it is realized. A holder of shares of Common Stock may be subject to backup withholding at a rate of 31% of certain amounts paid or deemed paid to the holder unless such holder: (a) comes within certain exempt categories and, when required, provides proof of such exemption; or (b) provides a correct taxpayer identification number, certifies that he/she/it has not lost exemption from backup withholding, and has met the requirements for the reporting of previous income set forth in the backup withholding rules. Holders of the shares of Common Stock should consult their tax advisors as to their qualification for an exemption from withholding and the procedure for obtaining such an exemption, and to the possibility that the tax laws may change substantially in 2019 and thereafter.

Under certain circumstances the gain or loss from the sale or other disposition of shares of Common Stock may not be treated as capital gain or loss. Prospective investors should consult with their tax advisors regarding the tax consequences resulting from owning the Common Stock.

## **GENERAL**

The foregoing discussion is intended only as a general summary of some of the principal federal income tax aspects of participation in the Company. The tax rules applicable with respect to the treatment of the shareholders, the Company and the transactions in which the Company may engage are highly complex and their tax consequences, in certain instances, may not be free from doubt. Also, it must be emphasized that the tax rules presently applicable with respect to the transactions described in this offering are subject to change at any time and any such changes may or may not be made with retroactive effect.

**THE FOREGOING DESCRIPTION OF FEDERAL INCOME TAX CONSEQUENCES SET FORTH ABOVE IS FOR GENERAL INFORMATION ONLY AND IS NOT TAX ADVICE. PROSPECTIVE INVESTORS ARE URGED TO CONSULT WITH THEIR TAX ADVISORS REGARDING THE PARTICULAR TAX CONSEQUENCES TO THEM OF ACQUIRING, OWNING, AND DISPOSING OF THESE SECURITIES, INCLUDING THE APPLICATION OF FEDERAL, STATE, LOCAL AND FOREIGN TAX LAWS, AND POSSIBLE FUTURE CHANGES IN SUCH FEDERAL TAX LAWS.**

## **RESTRICTIONS ON TRANSFER**

A prospective investor is required to represent that he/she/it is purchasing the Common Stock offered by this Memorandum for his/her/its own account, for investment only, and not with a view to the

resale or other distribution thereof. None of the shares of Common Stock may be sold or otherwise disposed of unless registered or exempt from registration under the 1933 Act and applicable state securities laws. Although it may be possible, under certain circumstances, to dispose of the Common Stock, no market for the Common Stock currently exists, and it is unlikely that a market will exist in the future. Holders of the shares of Common Stock may not be able to liquidate their investments in the event of an emergency or for any other reason and, the Common Stock may not be accepted readily as collateral for loans. The Company has no obligation to register the Common Stock under the 1933 Act or any state securities laws and has not agreed to make available any information required for sales or other dispositions pursuant to the rules promulgated under the 1933 Act or any state securities laws. Accordingly, a prospective investor is required to acknowledge that he/she/it must bear and is capable of bearing the economic risk of an investment in the Company, can hold the Common Stock for an indefinite period of time, and can afford a complete loss of his/her/its investment.

## **ADDITIONAL SECURITIES LAW CONSIDERATIONS**

### **SECURITIES ACT OF 1933**

The shares of Common Stock are being offered for sale and sold pursuant to an exemption from the registration requirements set forth in the 1933 Act. The Common Stock will be sold only to Accredited Investors, as defined in Rule 501(a) of Regulation D promulgated under the 1933 Act, pursuant to which an exemption from the registration requirements is available under Rule 506 of Regulation D. The Common Stock will also be sold pursuant to Rules 902 through 905 of Regulation S under which the Company may have to comply with securities laws of other countries. The Common Stock cannot be resold except pursuant to registration under the 1933 Act or an exemption therefrom. The Common Stock will not be registered under any other securities laws, including state securities or blue-sky laws.

**IF THE OFFER TO PURCHASE SHARES OF COMMON STOCK (“SECURITIES”) OF THE COMPANY WAS MADE TO THE SUBSCRIBER OUTSIDE THE UNITED STATES, THE ADDRESS OF THE SUBSCRIBER IN THE SUBSCRIPTION AGREEMENT ATTACHED TO THIS MEMORANDUM IS A LOCATION OUTSIDE THE UNITED STATES AND THE SUBSCRIBER IS NOT AN ACCREDITED INVESTOR, AS DEFINED IN RULE 501 OF REGULATION D PROMULGATED UNDER THE SECURITIES ACT OF 1933 ACT (THE “1933 ACT”), THE SUBSCRIBER ACKNOWLEDGES THAT TRANSFER OF THE SECURITIES IS PROHIBITED EXCEPT IN ACCORDANCE WITH THE PROVISIONS OF REGULATION S (RULES 901 THROUGH 905 AND PRELIMINARY NOTES) PROMULGATED UNDER THE 1933 ACT, OR IF THE SECURITIES ARE REGISTERED UNDER THE 1933 ACT, OR EXEMPT FROM REGISTRATION, AND HEDGING TRANSACTIONS INVOLVING THE SECURITIES ARE NOT PERMITTED UNLESS IN COMPLIANCE WITH THE 1933 ACT. THE SUBSCRIBER ACKNOWLEDGES AND AGREES THAT THE COMPANY MUST AND SHALL REFUSE TO TRANSFER THE SECURITIES IF THE SALE OF THE SECURITIES BY THE SUBSCRIBER TO ANOTHER PERSON WAS NOT MADE IN COMPLIANCE WITH THE PROVISIONS OF REGULATION S (RULES 901 THROUGH 905, AND PRELIMINARY NOTES), REGISTERED UNDER THE 1933 ACT, OR EXEMPT FROM REGISTRATION.**

### **INVESTMENT COMPANY ACT OF 1940**

The Company and the Common Stock being offered for sale will be structured with the intent not to subject the Company to the provisions of the Investment Company Act of 1940 (the “Investment

Company Act”). The Company expects to rely, among other provisions of the Investment Company Act, on Section 3(c)(1) of the Investment Company Act. Section 3(c)(1) excludes from the definition of “investment company” issuers (such as the Company) whose securities are beneficially owned by not more than 100 persons and which is not making and does not presently propose to make a public offering of its securities. The Company will obtain appropriate representations and undertakings from prospective shareholders to assure that the conditions of the Company’s exemption from the Investment Company Act will be met.

#### **INVESTMENT ADVISORS ACT OF 1940**

The Company is presently not registered as an investment adviser under the Investment Advisers Act of 1940, as amended (the “Investment Advisers Act”), in reliance upon the exemption from the registration requirements of the Investment Advisers Act contained in Section 203(b)(3) thereof, which exempts from registration any investment adviser who during the course of the preceding 12 months has had fewer than 15 clients and who meets certain other requirements. By reason of being exempt from registration, the Company is not subject to the restrictions contained in the Investment Advisers Act.

#### **ADDITIONAL INFORMATION**

Prior to acceptance of a subscription for the purchase of shares of Common Stock, the Company will provide each prospective investor and such investor’s representatives and advisors, if any, the opportunity to ask questions and receive answers concerning the terms and conditions of the Offering and to obtain any additional information which the Company may possess or can obtain without unreasonable effort and expense that is necessary to verify the accuracy of the information furnished to such prospective investor.

Attached to this Memorandum as Exhibit “B” is an internally prepared and unaudited Balance Sheet of the Company dated as of August 25, 2020.

Inquiries regarding this Offering should be directed to the Company as follows: ONIT Sciences, Attention: Gerry Martin, Chief Executive Officer, 2030 Main Street, Suite 660, Irvine, California 92614. The telephone number of the Company is 949-317-1811.

This Memorandum is intended to present a general outline of the structure of the Company and the business in which it will engage. In the event any description of the terms and conditions of agreements set forth or referred to in this Memorandum conflicts with the provisions of such agreements, the terms and conditions set forth in such agreements shall control.

**SUBSCRIPTION DOCUMENTS — EXHIBIT A**

ONIT SCIENCES

CONFIDENTIAL PURCHASER QUESTIONNAIRE  
(Verified Accredited Investors Only)

ONIT Sciences  
2030 Main Street, Suite 600  
Irvine, California 92614

To ONIT Sciences:

The following information is furnished to you in order for you to determine whether the undersigned will be a qualified purchaser of shares of Common Stock, without par value ("Shares"), of ONIT Sciences, a Wyoming corporation (the "Company"). I UNDERSTAND THAT ALL INFORMATION CONTAINED IN THIS CONFIDENTIAL PURCHASER QUESTIONNAIRE WILL BE TREATED CONFIDENTIALLY. However, I agree that you may present this document to such parties as you deem appropriate if called upon to establish that the proposed offer and sale of the Shares is exempt from registration under the Securities Act of 1933, as amended (the "1933 Act"), or meets the requirements or applicable state securities laws, or as otherwise required by law, and to verify that the undersigned subscriber is an "accredited investor," as hereinafter defined.

This document also contains subscription information (should you accept this offer to subscribe). I understand that you are under no obligation to accept my offer to subscribe and will return any funds to me (if you cash my check or money is deposited in your account), without interest or deduction for any costs, if you elect not to accept this subscription.

**A. GENERAL INFORMATION. Please print or type – attach additional information on separate sheets if necessary.**

1. Name of Investor: \_\_\_\_\_

(For corporations, partnerships, or trusts, please give name of entity and name of authorized individual completing this Purchaser Questionnaire.)

**IF THE FOLLOWING CONTACT INFORMATION IS THE SAME AS PROVIDED IN THE SUBSCRIPTION AGREEMENT, PLEASE LEAVE THE REST OF SECTION 1 BLANK.**

Mailing Address: \_\_\_\_\_  
\_\_\_\_\_

Home Telephone: \_\_\_\_\_ Cell: \_\_\_\_\_

Preferred E-Mail: \_\_\_\_\_

Employer: \_\_\_\_\_

Profession: \_\_\_\_\_

Office Address: \_\_\_\_\_

Office Telephone: \_\_\_\_\_

Length of Employment: \_\_\_\_\_

2. Type of Investor (check one)

- \_\_\_ U.S. Resident Individual Taxpayer
- \_\_\_ Non-Resident Alien Individual Taxpayer
- \_\_\_ Qualified Plan
- \_\_\_ Entity Exempt Under Section 501 of the Internal Revenue Code
- \_\_\_ 1986 Individual Retirement Account or KEOGH Plan
- \_\_\_ Corporation Organized Under the Laws of the State of \_\_\_\_\_
- \_\_\_ Partnership Organized Under the Laws of the State of \_\_\_\_\_
- \_\_\_ Limited Liability Company Organized Under the State of \_\_\_\_\_
- \_\_\_ Other: \_\_\_\_\_

3. Notices to the Investors should be sent to (check one)

- \_\_\_ Mailing Address (as specified in Question 1 above)
- \_\_\_ Office Address (as specified in Question 1 above)

**B. INVESTMENT INFORMATION.**

Number of Shares subscribed for: \_\_\_\_\_

Total Subscription: \_\_\_\_\_

**C. ACCREDITED INVESTOR QUALIFICATION.**

An investment in the Shares involves significant risks and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment and who can bear the economic risk of a complete loss of his investment. Shares will be sold only to an investor who is or whom the Company reasonable believes after receiving verification by a third-party that the investor is an



“accredited investor,” as defined in Rule 501(a) of Regulation D promulgated under the 1933 Act, by virtue of falling within one or more of the following categories: (Please initial the category(ies) that apply to you).

1. \_\_\_\_\_ A natural person whose individual net worth, or joint net worth with that person’s spouse, that exceeds \$1,000,000 at the time of the purchase, excluding the value of the primary residence of such person (however, indebtedness that is secured by the primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability, and indebtedness that is secured by the primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability);

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

3. \_\_\_\_\_ A bank as defined in section 3(a)(2) of the 1933 Act, or any savings and loan association or other institution as defined in section 3(a)(5)(A) of the 1933 Act, whether acting in its individual or fiduciary capacity;

4. \_\_\_\_\_ A broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934, as amended (the “1934 Act”);

5. \_\_\_\_\_ An insurance company as defined in section 2(13) of the 1934 Act;

6. \_\_\_\_\_ An investment company registered under the Investment Company Act of 1940;

7. \_\_\_\_\_ A business development company as defined in section 2(a)(48) of the Investment Company Act of 1940;

8. \_\_\_\_\_ A Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958;

9. \_\_\_\_\_ An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

10. \_\_\_\_\_ A private business development company as defined in section 202(a)(22) of the Investment Advisors Act of 1940;

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

12. \_\_\_\_\_ A director, executive officer or general partner of the Company;

13. \_\_\_\_\_ A trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a person who either alone or with his or her purchaser representative has such knowledge and experience in financial and business matters that he or she is capable of evaluating the merits and risks of a prospective investment in the Company; or

14. \_\_\_\_\_ A business in which all the equity owners are accredited investors.

**D. MANDATORY CRITERIA.** You must answer “Yes” to all of the following questions to qualify to invest in this offering.

- |    |   |     |    |
|----|---|-----|----|
| 1. | Do you agree, under penalty of perjury, to answer all of these questions truthfully?  | Yes | No |
| 2. | Can you afford the complete loss of your investment in the securities?  | Yes | No |
| 3. | Do you understand the full nature and risk of the investment in the securities and have you read the Confidential Private Placement Memorandum dated February 26, 2019 and all accompanying documents in full?                                      | Yes | No |
| 4. | Do you consider yourself to an experienced or knowledgeable investor and/or have you secured advice from a competent investment advisor or other professional?  | Yes | No |
| 5. | Are you aware that the proposed offering of securities requires your capital investment to be maintained for an indefinite period of time?  | Yes | No |
| 6. | Are you aware that the securities are restricted and subject to rules regarding resale as well as company approval of any resale (during the restricted period)?  | Yes | No |
| 7. | Do you represent that you are subscribing for the securities for your own account and not with an intention to resell the securities?   | Yes | No |
| 8. | Do you understand that the offeror of these securities is relying on the complete truthfulness of all the information you have supplied on this form as part of the criteria for compliance with private placement securities laws and regulations? | Yes | No |
| 9. | Do you agree that you have been given an opportunity to ask questions of and request information from management and that any such answers and information have been timely and completely supplied to you?   | Yes | No |

**E. CONFIDENTIAL PURCHASER QUESTIONNAIRE SIGNATURE BLOCK**

(The undersigned acknowledge(s) that the foregoing statements are true and accurate to the best of his, her or its belief and that the undersigned will promptly notify the Company of any changes in the foregoing answers.)

**For execution by Individual Investor(s):** (Each joint investor must sign.)

Signature \_\_\_\_\_ Print Name \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_ Print Name \_\_\_\_\_ Date \_\_\_\_\_

**For Execution by Corporate Officer, Limited Liability Company Manager, General Partner or Trustee for Corporation, Limited Liability Company or Trust Investor:**

Signature \_\_\_\_\_ Print Name and Title \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_ Print Name and Title \_\_\_\_\_ Date \_\_\_\_\_

**ONIT SCIENCES  
SUBSCRIPTION AGREEMENT**

ONIT Sciences  
2030 Main Street, Suite 660  
Irvine, California 92614

TO BE FILLED OUT BY SUBSCRIBER:

To Whom It May Concern:

The undersigned hereby tenders this subscription and applies for the purchase of shares of Common Stock, \$0.0001 par value per share (the "Shares"), of ONIT Sciences, a Wyoming corporation (the "Company"), as fully set forth and described in the Confidential Private Placement Memorandum dated \_\_\_\_\_, 2020 (the "Memorandum") of the Company, upon the terms and conditions set forth below. The Shares will sometimes be referred to herein as the "Securities." A check payable to **ONIT Sciences** in the amount of \$\_\_\_\_\_, bank wire, ACH or credit/debit card purchase in the same amount, 100% of the total due for such Shares at a price of \$\_\_\_\_ per Share, is delivered herewith.

The undersigned understands that, as set forth in the Memorandum, the Company may reject any subscription for Shares for any reason (regardless of whether any check relating to such subscription is deposited in a bank or trust account), and, in the event the subscription is rejected, the Company will promptly return the funds delivered herewith, without interest or deduction of any costs. By execution below, the undersigned acknowledges that the Company is relying upon the accuracy and completeness of the representations contained herein in complying with its obligations under applicable securities laws.

1. The undersigned acknowledges and represents as follows:

- a. The undersigned has received and carefully reviewed, and is familiar with, the Memorandum and all material incorporated by reference therein or delivered therewith. In evaluating the suitability of an investment in the Securities, the undersigned has not relied upon any representations or other information (whether oral or written) from management of the Company, its officers, directors, or employees other than as set forth in the Memorandum.
- b. The undersigned has such knowledge and experience in financial and business matters that he/she/it is capable of evaluating the merits and risks of the prospective purchase of the Securities.
- c. The undersigned has obtained, to the extent he/she/it deems necessary, his/her own personal professional advice with respect to the risks inherent in the investment in the Securities, and the suitability of the investment in the Securities in light of his/her/its financial condition and investment needs.
- d. The undersigned believes that the investment in the Securities is suitable for him/her/it based upon his/her/its investment objectives and financial needs, and the undersigned has adequate means of providing for his/her/its current financial needs and personal contingencies and has no need for liquidity of investment with respect to the Securities.
- e. The undersigned has been given access to full and complete information regarding the Company and has utilized such access to his/her/its satisfaction, or waived the opportunity to do so, for the purpose of asking questions and receiving answers concerning the terms and conditions of the offering of the Securities, obtaining information in addition to, or verifying information included in, the Memorandum, and

obtaining any of the documents described in the Memorandum. The undersigned has either attended or been given reasonable opportunity to attend a meeting with representatives of the Company for the purpose of asking questions of, and receiving answers from, such representatives concerning the terms and conditions of the offering of the Securities and to obtain any additional information, to the extent reasonably available, necessary to verify the accuracy of information provided in the Memorandum.

f. The undersigned recognizes that the Company has limited operating history, and the Securities as an investment involve a high degree of risk including, without limitation, the risk of economic losses from operations of the Company and the risks described under the heading “Risk Factors” in the Memorandum.

g. The undersigned realizes that: (i) the purchase of the Securities should be considered by him/her/it to be a long-term investment; (ii) the purchaser of the Securities must bear the economic risk of investment for an indefinite period of time because the Securities have not been registered under applicable securities laws pursuant to exemptions therefrom and, therefore, none of the Securities may be sold unless subsequently registered under such securities laws or exempted from such registration; (iii) there is presently no public market for the Shares and the undersigned understands that he/she/it may not be able to liquidate his/her/its investment in the Securities in the event of an emergency or pledge of any of the Securities as collateral security for loans; and (iv) a legend will be placed on each certificate or other document representing or evidencing the Securities stating that the Securities have not been registered under the Securities Act of 1933, as amended (the “1933 Act”) and applicable state securities laws and referencing the restrictions on transferability of the Securities set forth in paragraph 2 below

h. The undersigned acknowledges that the Company and its affiliates have not retained counsel to provide its prospective investors with representation in connection with this offering. The undersigned also acknowledges that he/she/it understands that: (i) no counsel has undertaken any independent due diligence investigation of the facts and circumstances relating to this offering; and (ii) he/she/it must assume responsibility for his/her/its own due diligence investigation; and (iii) the protection afforded by a complete due diligence investigation of counsel is not present in this offering.

i. The undersigned acknowledges that he/she/it understands the risk that insufficient capital will be raised in this offering to make the Company operate profitably; and there is absolutely no assurance that the Company will: (i) complete this offering of Shares; (ii) be able to secure adequate funding from some other source in the event it exhausts the capital raised in this offering; or (iii) ever be able to operate profitably. Further, the undersigned acknowledges that if the Company is unable to successfully sell all of the Shares in this offering, or obtain other financing, the Company (and, therefore, the undersigned) would suffer a substantial loss which may result in the undersigned losing his/her/its entire investment in the Company.

j. If the offer to purchase Shares was made to the undersigned outside the United States, the address of the undersigned appearing on the signature page to the Subscription Agreement is a location outside the United States and the Subscriber is not an “accredited investor,” as defined in Rule 501 of Regulation D promulgated under the 1933 Act: (i) the Subscriber hereby certifies to the Company that he, she or it is not a “U.S. person,” as defined in Rule 902(k) of Regulation S promulgated under the 1933 Act, and is not acquiring the Shares for the account or benefit of any U.S. person or is a U.S. person who purchased the Shares in a transaction that did not require registration under the 1933 Act; and (ii) the undersigned agrees to resell Shares only in accordance with the provisions of Regulation S (Rules 901 through 905, and Preliminary Notes), pursuant to registration under the 1933 Act, or pursuant to an available exemption from registration, and agrees not to engage in hedging transactions with regard to such Shares unless in compliance with the 1933 Act.

2. The undersigned has been advised that the Securities are not being registered under the 1933 Act or relevant state securities law, but are being offered and sold pursuant to exemptions from such registrations, and that the Company’s reliance upon such exemptions is predicated in part on the

undersigned's representations to the Company as contained herein and in the Confidential Purchaser Questionnaire included herewith. The undersigned represents and warrants that the Securities are being purchased for his/her/its own account and for investment and without the intention of reselling or redistribution the same, that he/she/it has made no agreement with others regarding any of the Securities, and that his/her/its financial condition is such that it is not likely that it will be necessary to dispose of any of the Securities in the foreseeable future. The undersigned further represents that he/she/it understands that he/she/it may not dispose of or transfer any of the Securities in any manner without first obtaining: (i) an opinion of counsel experienced in securities law matters and satisfactory to the Company that such proposed disposition or transfer lawfully may be made without the registration of the Securities for such purpose pursuant to the 1933 Act, as then amended, and applicable state securities laws, as well as any internal documents or policies of the Company; or (ii) such registrations (it being expressly understood that the Company shall not have any obligation to register the Securities for any purpose).

3. The undersigned represents and warrants that he/she/it is a bona fide resident of, and is domiciled in, the State of \_\_\_\_\_, and that the Securities are being purchased by him/her/it in his/her/its name solely for his/her/its own beneficial interest and not as nominee for, or on behalf of, or for the beneficial interest of, or with the intention to transfer to, any other person, trust, or organization, except specifically set forth in paragraph 6 hereof.

4. The undersigned is informed of the significance to the Company of the foregoing representations, and such representations are made with the intention that the Company will materially rely on them. The undersigned shall indemnify and hold harmless the Company, its officers, directors, and agents and the Company itself against any losses, claims, damages, or liabilities to which they, or any of them, may become subject insofar as such losses, claims, damages, or liabilities (or actions in respect thereof) arise from any misrepresentation or misstatement of facts or omission to represent or state facts made by the undersigned to the Company concerning the undersigned or the undersigned's financial position in connection with the offering or sale of the Securities including, without limitation, any such representation, misstatement, or omission contained in the Confidential Purchaser Questionnaire submitted herewith.

5. The undersigned, if other than an individual, makes the following additional representations and warranties:

- a. The undersigned was not formed for the specific purpose of acquiring the Securities.
- b. This Subscription Agreement has been duly authorized by all necessary action on the part of the undersigned, has been duly executed by the authorized officer or representative of the undersigned, and is a legal, valid and binding obligation of the undersigned, enforceable in accordance with its terms.

6. The undersigned, if executing this Subscription Agreement in a representative or fiduciary capacity: (i) represents that he or she has full power and authority to execute and deliver this Subscription Agreement on behalf of the subscribing individual, partnership, trust, estate, corporation, or other entity for whom the undersigned is executing this Subscription Agreement, and such individual, partnership, trust, estate, corporation, or other entity has the full right and power to perform pursuant to such Subscription Agreement and become a shareholder of the Company; and (ii) acknowledges that the representations and warranties contained herein shall be deemed to have been made on behalf of the person or persons for whom the undersigned is so purchasing.

7. If these Securities are being purchased by a foreign purchaser, the provision of Regulation S promulgated under the 1933 Act may apply, restricting among other things, the ability of the purchaser to sell the Shares to any person in the United States for a period of a least one year. The Company makes no representation regarding the legality of these Securities in any country other than the United States and any foreign purchaser of these Securities agrees to assume the risk and liability of any illegality outside of the

United States and to hold the Company harmless from and indemnify the Company for any claim of damage or loss of any kind from anyone or anything involving allegations of illegality or non-compliance with foreign law. The Company specifically disclaims and refuses the jurisdiction of any foreign court or tribunal, and any foreign purchaser of these Securities acknowledges the same as a material part of this Subscription Agreement.

**For execution by Individual Investor(s):** (Each joint investor must sign.)

Signature \_\_\_\_\_ Print Name \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_ Print Name \_\_\_\_\_ Date \_\_\_\_\_

**For Execution by Corporate Officer, Limited Liability Company Manager, General Partner or Trustee for Corporation, Limited Liability Company or Trust Investor:**

Signature \_\_\_\_\_ Print Name and Title \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_ Print Name and Title \_\_\_\_\_ Date \_\_\_\_\_

WHEN COMPLETED AND SIGNED, THIS SUBSCRIPTION AGREEMENT, ALONG WITH THE SUBSCRIBER’S FUNDS MADE PAYABLE TO “ONIT SCIENCES” SHOULD BE DELIVERED TO:

ONIT Sciences  
2030 Main Street, Suite 660  
Irvine, California 92614

ACCEPTED:

ONIT Sciences

By: \_\_\_\_\_ Date: \_\_\_\_\_  
Chief Executive Officer

- If Securities are being subscribed for by an entity, a document evidencing proper signatory authority must be included.

**SUBSCRIPTION DOCUMENTS — EXHIBIT B**



**ONIT SCIENCES INTERNALLY PREPARED AND UNAUDITED  
BALANCE SHEET DATED AS OF AUGUST 25, 2020 — EXHIBIT B**

**ONIT Sciences**

**BALANCE SHEET**

As of August 25, 2020

Internally prepared and unaudited

	TOTAL
<b>ASSETS</b>	
Current Assets	\$171,589
Fixed Assets	-2,246
Other Assets	250,134
<b>TOTAL ASSETS</b>	<b>\$419,477</b>
<b>LIABILITIES AND EQUITY</b>	
Liabilities	\$389,000
Equity	30,477
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$419,477</b>