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***Confidential***

***Private Placement Memorandum***

***Opu Labs, Inc.***

**UP TO 1,598,977 SHARES OF CLASS A COMMON STOCK**

**Bonus OPU Coins**

**\$5,000 Minimum Investment**

**Accredited U.S. Investors Only**

***OCTOBER 2018***

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This Confidential Private Placement Memorandum (this “Memorandum” or “PPM”) and the materials provided in connection herewith are the property of Opu Labs, Inc. and are submitted on a confidential basis for use by a limited number of verified accredited investors solely in consideration of the purchase of the above-mentioned securities in a private placement. The acceptance of the Memorandum constitutes an agreement on the part of the recipient and its representatives and advisors to maintain the confidentiality of the information contained herein and in any other materials delivered in connection with the Memorandum. The Memorandum and any materials provided in connection with the Memorandum may not be reproduced or redistributed in whole or in part and its use for any reason other than to evaluate an investment in the securities described herein is not authorized and is prohibited.

**Opu Labs, Inc.**  
**CLASS A COMMON STOCK**  
**Bonus OPU Coins**

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Opu Labs, Inc., a Delaware corporation, is offering shares of its Class A Common Stock (“Common Stock” or “Common Shares”) at a price per share determined pursuant to Schedule A hereto (the “Offering”) to a limited number of investors who qualify as “accredited investors”, as defined in Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”), See “Section VII: The Offering.” References in the Memorandum to the “Company”, “Opu Labs”, “we”, “our” or “us” refer to Opu Labs, Inc.

In addition to the Common Shares, each Investor will be granted 25 OPU Coins for each \$1.00 of Common Shares purchased.

The price, terms and conditions of the offering of Common Stock and OPU Coins made hereby were determined by the Board of Directors of the Company. The minimum subscription amount for any new investor is \$5,000 unless otherwise agreed by the Company. The Company has set up a third-party escrow account to hold investor funds pending acceptance by the Company. Pending acceptance, the Company will hold all investor funds and no interest will be paid on subscriptions.

The Company is in the early stages of development and an investment in the Common Stock involves a high degree of risk and must be regarded as speculative due, among other things, to the nature of the Company's business and the size of the Company. Investors should not purchase any Common Shares unless they can afford to lose their entire investment. See “Section II - Risk Factors.”

Prospective purchasers should not construe the contents of these confidential private placement documents as investment, legal, business, or tax advice. Each purchaser should contact such purchaser’s own advisors regarding the appropriateness of this investment and the tax consequences thereof which may differ depending on a purchaser’s particular financial situation. In no event should these confidential private placement documents be deemed to be considered tax advice provided by the company.

**NOTICE TO PROSPECTIVE US INVESTORS**

THIS OFFERING IS BEING MADE SOLELY TO “ACCREDITED INVESTORS” AS SUCH TERM IS DEFINED IN RULE 501 OF REGULATION D UNDER THE SECURITIES ACT OF 1933, AS AMENDED (“SECURITIES ACT”). THE SECURITIES DESCRIBED HEREIN HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND WILL BE OFFERED AND SOLD IN RELIANCE ON THE EXEMPTION FROM REGISTRATION AFFORDED BY SECTION 4(a)(2) AND REGULATION D (RULE 506) OF THE SECURITIES ACT AND CORRESPONDING PROVISIONS OF STATE SECURITIES LAWS. THE AVAILABILITY OF SUCH EXEMPTIONS IS ALSO DEPENDENT, IN PART, UPON THE “INVESTMENT INTENT” OF THE PURCHASERS AND THE EXEMPTIONS WOULD NOT BE AVAILABLE IF ANY PURCHASERS WERE PURCHASING THE SECURITIES WITH A VIEW TOWARD THE REDISTRIBUTION THEREOF. ACCORDINGLY, EACH PURCHASER, WHEN EXECUTING THE SUBSCRIPTION AGREEMENT, WILL BE REQUIRED TO ACKNOWLEDGE THAT SUCH PURCHASER’S PURCHASE IS FOR INVESTMENT, FOR SUCH PURCHASER’S OWN SOLE ACCOUNT, AND WITHOUT ANY VIEW TOWARD THE SALE OR OTHER DISPOSITION THEREOF.

THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND STATE LAW, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. PURCHASERS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. THERE PRESENTLY IS NO PUBLIC MARKET FOR THE COMPANY'S SECURITIES. ACCORDINGLY, AN INVESTMENT IN THE SECURITIES OFFERED HEREIN SHOULD BE CONSIDERED HIGHLY ILLIQUID.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

### **NOTICE TO PROSPECTIVE EEA INVESTORS**

THIS DOCUMENT HAS NOT BEEN APPROVED BY AN AUTHORIZED PERSON WITHIN THE MEANING OF THE LAWS OF THE EUROPEAN UNION. RELIANCE ON THIS DOCUMENT FOR THE PURPOSE OF ENGAGING IN ANY INVESTMENT ACTIVITIES MAY EXPOSE AN INDIVIDUAL TO A SIGNIFICANT RISK OF LOSING ALL OF THE PROPERTY OR OTHER ASSETS INVESTED.

THIS DOCUMENT DOES NOT CONSTITUTE A PROSPECTUS FOR THE PROSPECTUS DIRECTIVE, AND HAS BEEN PREPARED ON THE BASIS THAT ANY OFFER OF SECURITIES IN ANY MEMBER STATE OF THE EEA WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE WILL BE MADE PURSUANT TO AN EXEMPTION UNDER THE PROSPECTUS DIRECTIVE FROM THE REQUIREMENT TO PUBLISH A PROSPECTUS FOR OFFERS OF SECURITIES OR OTHERWISE WILL NOT BE SUBJECT TO SUCH REQUIREMENTS. THE COMPANY HAS NOT BEEN AUTHORIZED AND DOES NOT AUTHORIZE THE MAKING OF ANY OFFER OF SECURITIES IN CIRCUMSTANCES IN WHICH AN OBLIGATION ARISES FOR THE COMPANY TO PUBLISH OR SUPPLEMENT A PROSPECTUS FOR SUCH OFFER.

IN RELATION TO EACH MEMBER STATE OF THE EEA WHICH HAS IMPLEMENTED THE AIFM DIRECTIVE AND FOR WHICH TRANSITIONAL ARRANGEMENTS ARE NOT/NO LONGER AVAILABLE, THE SECURITIES DESCRIBED HEREIN MAY ONLY BE OFFERED IN A MEMBER STATE TO THE EXTENT THAT THE SECURITIES MAY LAWFULLY BE OFFERED OR PLACED IN THAT MEMBER STATE INCLUDING AT THE INITIATIVE OF THE INVESTOR.

### **NOTICE TO RESIDENTS OF THE UNITED KINGDOM**

IN THE UNITED KINGDOM THIS DOCUMENT IS BEING DISTRIBUTED ONLY TO, AND IS DIRECTED ONLY AT (AND ANY INVESTMENT ACTIVITY TO WHICH IT RELATES WILL BE ENGAGED ONLY WITH): (i) INVESTMENT PROFESSIONALS (WITHIN THE MEANING OF ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 AS AMENDED (THE "FPO")); (ii) PERSONS OR ENTITIES OF A KIND DESCRIBED IN ARTICLE 49 OF THE FPO; (iii) CERTIFIED SOPHISTICATED INVESTORS (WITHIN THE MEANING OF ARTICLE 50(1) OF THE FPO); AND (iv) OTHER PERSONS TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS").

THIS DOCUMENT HAS NOT BEEN APPROVED BY AN AUTHORIZED PERSON. ANY INVESTMENT TO WHICH THIS DOCUMENT RELATES IS AVAILABLE ONLY TO (AND ANY INVESTMENT ACTIVITY TO WHICH IT RELATES WILL BE ENGAGED ONLY WITH) RELEVANT PERSONS. THIS DOCUMENT IS DIRECTED ONLY AT RELEVANT PERSONS AND PERSONS WHO ARE NOT RELEVANT PERSONS SHOULD NOT TAKE ANY ACTION BASED UPON THIS DOCUMENT AND SHOULD NOT RELY ON IT.

IT IS A CONDITION OF YOU RECEIVING AND RETAINING THIS DOCUMENT THAT YOU WARRANT TO THE COMPANY, ITS DIRECTORS, AND ITS OFFICERS THAT YOU ARE A RELEVANT PERSON.

**NOTICE TO RESIDENTS OF CHINA**

NO ADVERTISEMENT OR INVITATION TO ENTER INTO ANY AGREEMENT TO PURCHASE, ACQUIRE, DISPOSE OF, SUBSCRIBE FOR OR UNDERWRITE ANY SECURITIES HAS BEEN OR WILL BE ISSUED BY THE COMPANY WHICH IS DIRECTED AT THE PUBLIC IN THE PEOPLE'S REPUBLIC OF CHINA UNLESS AND TO THE EXTENT OTHERWISE PERMITTED UNDER THE LAW.

**NOTICE TO PERSONS IN THE REPUBLIC OF KOREA**

NO ADVERTISEMENT OR INVITATION TO ENTER INTO ANY AGREEMENT TO PURCHASE, ACQUIRE, DISPOSE OF, SUBSCRIBE FOR OR UNDERWRITE ANY SECURITIES HAS BEEN OR WILL BE ISSUED BY THE COMPANY WHICH IS DIRECTED AT THE PUBLIC IN THE REPUBLIC OF KOREA UNLESS AND TO THE EXTENT OTHERWISE PERMITTED UNDER THE LAW.

This Memorandum does not constitute an offer to sell or the solicitation of an offer to buy any of the Common Stock offered hereby to anyone in any jurisdiction in which such offer or solicitation is unlawful. 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 that the information herein is correct as of any time subsequent to the dates as of which such information is given.

## **Access to Information**

The Company will make available to each offeree and his or her representatives, if any, prior to the sale of the Common Stock offered hereby, the opportunity to question the Company or persons acting on its behalf about the terms of this Offering. The Company will also obtain and make available any additional information (to the extent the Company can acquire the information without unreasonable effort or expense) requested to verify the accuracy of the information in this Memorandum or otherwise provided or made available prior to the sale of the Common Stock and any additional information that an offeree or his or her representatives might request to make a decision as to the purchase of any Common Shares. Representatives of the Company will be available to each prospective purchaser during normal business hours and will respond to questions concerning the terms and conditions of the Offering. Offerees and their representatives are encouraged to communicate directly with:

### **Opu Labs, Inc.**

Richard Reed, COO  
3790 El Camino Real #250  
Palo Alto, CA 94306 USA  
+1.650.209.8373  
richard@opulabs.com

No persons other than the Company have been authorized to make representations or give any additional information about the Common Stock offered hereby or the OPU Coins to be issued to purchasers of Common Stock. No information or representation should be relied upon by any prospective investor or his or her investment advisors other than as set forth in this Memorandum or as provided in writing by the executive officers of the Company.

## **General Notes**

This Offering involves a high degree of risk and consequently is suitable only for persons of substantial means who have no need for liquidity, who can afford a total loss of their investment, and who understand, or have been advised as to, the long-term nature and tax consequences of, and risk factors associated with, this investment.

There will be no market for the Common Stock offered hereby or the OPU Coins to be issued to purchasers of Common Stock. These shares of Common Stock and the OPU Coins to be issued to purchasers of Common Stock are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and applicable state securities laws in the United States, or pursuant to registration or exemption therefrom. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

The contents of this Memorandum should not be construed by investors as legal, regulatory, accounting, investment, tax, or other advice, and no representations or warranties of any kind are intended or should be inferred regarding the economic return or the tax consequences to investors that acquire the Common Stock and the OPU Coins to be issued to purchasers of Common Stock. Prospective investors should consult their own attorneys, accountants and financial advisors about the legal and tax consequences and the financial risks and merits of an investment in the Common Stock.

The offering and sale of the Common Shares offered hereby is being made solely to “accredited investors”, as that term is defined pursuant to Regulation D under the Securities Act, whom the

Company expects will conduct their own due diligence. Accordingly, this Memorandum contains only selected information believed to be of interest to investors. It does not purport to include all information that might be required in a prospectus or registration statement used in a public offering registered with the Securities and Exchange Commission (the “SEC”), or to include all information that might be presented in an offering memorandum designed to satisfy the requirements for a private placement to non-accredited investors made pursuant to Regulation D under the Securities Act. Investors should make their own examination of the Company and the terms of the Offering.

The Company reserves the right to reject or reduce the subscription of any prospective investor even if such investor satisfies all suitability standards discussed in this Memorandum. Without limiting the generality of the foregoing, the Company will sell the Common Stock offered hereby only to persons whom the Company believes are accredited investors. If the prospective investor receiving this Memorandum does not submit an offer to purchase, or if such offer is submitted but not accepted by the Company, the prospective investor agrees to return promptly this Memorandum and all enclosed documents.

### **Forward-Looking Statements**

Statements contained herein that are not based on historical fact, including, without limitation, statements containing the words “believes,” “may,” “will,” “estimate,” “continue,” “anticipates,” “intends,” “expects” and words of similar import, constitute “forward-looking statements” within the meaning of the “bespeaks-caution” doctrine under applicable law. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such factors include, among others, the following: the Company’s limited operating history; uncertain market acceptance of the Company’s products or services; technology changes; competition; changes in the Company’s business strategy or development plans; the ability of the Company to attract substantial additional capital; availability of current management and the ability to attract and retain qualified personnel; and other factors referenced in the Risk Factors and elsewhere in this Memorandum. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

Statements in this Memorandum are made as of the date hereof unless stated otherwise and neither the delivery of this Memorandum at any time, nor any sale hereunder, shall under any circumstances create an implication that the information contained herein is correct as of any time subsequent to its date.

**Opu Labs Ltd.**  
**CLASS A COMMON STOCK**  
**Bonus OPU Coins**  
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**TABLE OF CONTENTS**

	<b>PAGE</b>
<b>SECTION I: SUMMARY OF THE OFFERING .....</b>	<b>5</b>
<b>SECTION II: RISK FACTORS .....</b>	<b>8</b>
<b>SECTION III: BUSINESS .....</b>	<b>13</b>
<b>SECTION IV: USE OF PROCEEDS .....</b>	<b>18</b>
<b>SECTION V: DESCRIPTION OF CAPITAL STOCK .....</b>	<b>19</b>
<b>SECTION VI: DESCRIPTION OF OPU COINS .....</b>	<b>20</b>
<b>SECTION VII: THE OFFERING .....</b>	<b>21</b>



## SECTION I: SUMMARY OF THE OFFERING

The following summarizes the principal terms of the proposed Offering and does not purport to be complete and is subject to, and qualified in its entirety by, the provisions of the Company’s Certificate of Incorporation, the Private Placement Memorandum and such other agreements related to the purchase of the Common Stock to be entered into with each prospective investor, and the provisions of applicable law. Capitalized terms used in this Section I have the meanings ascribed to them in this Section I.

### Investment Terms

<b>Issuer:</b>	Opu Labs, Inc., a Delaware corporation (the “ <b>Company</b> ”).																																	
<b>Investors:</b>	Only “accredited investors” <sup>1</sup> pursuant to SEC Regulation D (Rule 506(c)).																																	
<b>Offering Amount:</b>	Up to \$2,500,000. No minimum amount of investment is required for closing. Closings may occur on a rolling basis.																																	
<b>Securities Offered:</b>	Shares of the Company’s Class A Common Stock (the “ <b>Shares</b> ”).																																	
<b>Price Per Share:</b>	<p>\$1.56 average per Share pursuant to the discount schedule below and based on a pre-money valuation of \$10,000,000:</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: center;">Shares</th> <th style="text-align: center;">Price</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Tranche 1</td> <td style="text-align: center;">79,950</td> <td style="text-align: center;">\$1.40</td> </tr> <tr> <td style="text-align: center;">Tranche 2</td> <td style="text-align: center;">95,940</td> <td style="text-align: center;">\$1.43</td> </tr> <tr> <td style="text-align: center;">Tranche 3</td> <td style="text-align: center;">111,930</td> <td style="text-align: center;">\$1.46</td> </tr> <tr> <td style="text-align: center;">Tranche 4</td> <td style="text-align: center;">127,920</td> <td style="text-align: center;">\$1.49</td> </tr> <tr> <td style="text-align: center;">Tranche 5</td> <td style="text-align: center;">143,910</td> <td style="text-align: center;">\$1.52</td> </tr> <tr> <td style="text-align: center;">Tranche 6</td> <td style="text-align: center;">159,900</td> <td style="text-align: center;">\$1.55</td> </tr> <tr> <td style="text-align: center;">Tranche 7</td> <td style="text-align: center;">183,885</td> <td style="text-align: center;">\$1.58</td> </tr> <tr> <td style="text-align: center;">Tranche 8</td> <td style="text-align: center;">207,870</td> <td style="text-align: center;">\$1.61</td> </tr> <tr> <td style="text-align: center;">Tranche 9</td> <td style="text-align: center;">231,855</td> <td style="text-align: center;">\$1.64</td> </tr> <tr> <td style="text-align: center;">Tranche 10</td> <td style="text-align: center;">255,840</td> <td style="text-align: center;">\$1.67</td> </tr> </tbody> </table>		Shares	Price	Tranche 1	79,950	\$1.40	Tranche 2	95,940	\$1.43	Tranche 3	111,930	\$1.46	Tranche 4	127,920	\$1.49	Tranche 5	143,910	\$1.52	Tranche 6	159,900	\$1.55	Tranche 7	183,885	\$1.58	Tranche 8	207,870	\$1.61	Tranche 9	231,855	\$1.64	Tranche 10	255,840	\$1.67
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<b>Additional OPU Coins:</b>	In addition to the Shares, each Investor will be granted 25 OPU Coins for each \$1.00 of Shares purchased. The OPU Coins are expected to have an initial issue price of \$0.02 per OPU Coin. The OPU Coins will be locked for one year after the completion of the initial sale of the OPU Coins.																																	

<sup>1</sup> See SEC Rule 501(a).

<b>Use of Proceeds:</b>	Development and launch of platform and services, operating expenses (including salaries of our management team), sales and marketing and other working capital purposes.																								
<b>Closing(s):</b>	An initial closing is anticipated on or about December 15, 2018. Additional closings may be held at the Company's discretion.																								
<b>Capitalization:</b>	<p>The Company is authorized to issue 18,250,000 shares of Common Stock, divided into two classes: 11,650,000 authorized shares of Class A Common Stock ("<b>Class A</b>") and 6,600,000 authorized shares of Class F Common Stock ("<b>Class F</b>", and together with the Class A, the "<b>Common Stock</b>"). The outstanding capitalization of the Company, on a pro forma basis assuming completion in full of the Offering, is as follows.</p> <table border="1"> <thead> <tr> <th><u>Holder</u></th> <th><u>Class of Common</u></th> <th><u>Shares</u></th> <th><u>%</u></th> </tr> </thead> <tbody> <tr> <td>TrendLife LLC</td> <td>Class F</td> <td>5,000,000</td> <td>62.54</td> </tr> <tr> <td>Co-Founders/Team</td> <td>Class F</td> <td>920,483</td> <td>11.51</td> </tr> <tr> <td>Current Investors</td> <td>Class A</td> <td>475,000</td> <td>5.94</td> </tr> <tr> <td>New Investors</td> <td>Class A</td> <td><u>1,602,564</u></td> <td><u>20.00</u></td> </tr> <tr> <td>Total</td> <td></td> <td>7,998,047</td> <td>100.00</td> </tr> </tbody> </table> <p>Shares of Class F convert on a 1-to-1 basis into shares of Class A upon the election of the holder or automatically upon certain transfers or death of the holder.</p>	<u>Holder</u>	<u>Class of Common</u>	<u>Shares</u>	<u>%</u>	TrendLife LLC	Class F	5,000,000	62.54	Co-Founders/Team	Class F	920,483	11.51	Current Investors	Class A	475,000	5.94	New Investors	Class A	<u>1,602,564</u>	<u>20.00</u>	Total		7,998,047	100.00
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### Rights of Common Stock

<b>Dividends:</b>	Dividends will be paid when, as and if declared by the Company's board of directors (" <b>Board</b> "). Shares of Class A and Class F will participate pari passu in any such dividends.
<b>Liquidation:</b>	In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Company, the holders of Class F and Class A shall be entitled to share equally, on a per share basis, in all assets of the Company of whatever kind available for distribution to the holders of Common Stock.
<b>Voting Rights</b>	Holders of Class A and Class F vote together as a single class. Each share of Class A is entitled to one (1) vote, and each share of Class F is entitled to ten (10) votes. All Class F voting rights are exercised by Marc Bookman and Richard Reed (" <b>Founders</b> ") in proportion to their respective holdings of Class F shares. The approval of holders of a majority of the Class F shares is required for certain corporate actions, including amending the Company's Certificate of Incorporation in a manner adverse to the Class F, changing the

	number of authorized shares of Class F, authorizing senior securities, effecting a liquidation event and increasing the size of the Board.
<b>Board Composition</b>	<u>The Board will consist of five (5) directors.</u> So long as any shares of Class F remain outstanding, the holders of Class F, voting as a separate class, shall be entitled to elect the directors; provided that so long as any shares of Class A remain outstanding, the holders of a majority of the outstanding shares of Class F shall be entitled: (a) directly to elect four (4) directors (the “ <b>Class F Directors</b> ”); and (b) to nominate the fifth director, the election of whom shall be subject to the approval of the holders of a majority of the outstanding shares of Class A. The current Class F Directors are Marc Bookman and Richard Reed.
<b>Information Rights:</b>	The Company will deliver to the Investors that hold at least 50,000 Class A Shares unaudited financial statements within 90 days following the end of each fiscal year.
<b>Right of First Refusal:</b>	Any proposed transfer of shares of the Company’s stock will be subject to the Company’s right of first refusal at the price offered by the proposed transferee, subject to certain exclusions for estate planning purposes and other permitted transfers.

**Other Matters**

<b>Subscription Agreement:</b>	The purchase of Shares and issuance of OPU Coins will be made pursuant to a Subscription Agreement under which the Investor will make standard representations and warranties for, among other things, compliance with federal and state securities laws.
<b>Expenses:</b>	Each party is responsible for its own expenses in connection with the review, negotiation and consummation of any transaction.

## SECTION II: RISK FACTORS

*AN INVESTMENT IN THE COMMON STOCK OFFERED HEREBY INVOLVES A HIGH DEGREE OF RISK AND THE COMMON STOCK SHOULD NOT BE PURCHASED BY PERSONS WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. PROSPECTIVE INVESTORS SHOULD CONSIDER CAREFULLY THE RISK FACTORS SET FORTH BELOW, IN ADDITION TO OTHER INFORMATION PRESENTED IN THIS MEMORANDUM IN EVALUATING THE COMPANY AND OUR BUSINESS. THIS MEMORANDUM CONTAINS FORWARD-LOOKING STATEMENTS. THE COMPANY'S ACTUAL RESULTS WILL, IN ALL LIKELIHOOD, DIFFER FROM THOSE PROJECTED OR IMPLIED IN THE FORWARD-LOOKING STATEMENTS, IN SOME INSTANCES MATERIALLY, AS A RESULT OF THE RISKS AND UNCERTAINTIES THAT WE FACE, INCLUDING THOSE SET FORTH BELOW AND ELSEWHERE HEREIN.*

**We operate in a highly competitive market and we may not be able to compete successfully with existing or new entrants to the marketplace.**

The market for skincare analysis applications is fragmented, quickly evolving, and subject to rapid technological change. Currently, we believe there are no companies that directly compete with us by providing an integrated skin-analysis and treatment-recommendation solution in the same way Opu does. While there are no direct competitors, there are a number of other skincare, beauty, telemedicine, and medical data storage solutions on the market. Many of these potential competitors have longer operating histories, greater name recognition, larger installed customer bases and significantly greater financial, technical, and marketing resources than those of the Company. Such competition could materially adversely affect the Company's business, operating results or financial condition. While the Company believes that it has the right technology and services to achieve its operating goals, there can be no assurance that the Company will be able to compete successfully against current or future competitors.

**We have no history of generating revenue, have a history of operating losses and our technology platform is at an early stage of commercial acceptance.**

We have a limited operating history and only a preliminary business plan upon which investors may evaluate our prospects. Since formation, we have never generated revenues and the major shareholder, TrendLife Inc., has invested approximately \$1.5M to research, develop technology, build a business plan and launch the blockchain platform. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by enterprises based on new technology in the early stage of commercial acceptance, particularly companies in new and rapidly-developing markets. To address these risks, we must, among other things, raise capital, develop and increase our customer base, respond to competitive developments, attract, retain and motivate qualified personnel and continue to develop our technology platform. There can be no assurance that we will be successful in addressing any or all such risks or that we will ever generate revenues or achieve profitability.

We anticipate that we will continue to incur operating losses through, or break even in, 2021, and if we do not perform as projected in our business plan, operating losses may continue after this time. As of September 1, 2018, we had approximately \$17,940 of cash, current assets consisting of certain intellectual property and trade secrets, and approximately \$9,366 of current liabilities. To date, our operations have been funded by TrendLife Inc.

**We may not raise sufficient proceeds in this Offering to achieve our business objectives.**

The Company is undertaking an expansion strategy to grow its business and is seeking to raise an amount in this Offering that is expected to cover the Company's projected capital needs for the next twenty-four months. There can be no assurance that the Company will successfully raise all the capital it is seeking. The inability of the Company to successfully complete the Offering in full, or to obtain additional funding in the future as it is needed, will have a material adverse effect on the Company's ability to achieve its projected operating results.

**We may need to raise additional capital in the future, which might be on unfavorable terms and could result in significant dilution to our stockholders.**

If the Company does not raise all of the capital sought in this Offering or if the Company does not perform as projected in the future, we will be required to seek additional capital in the future. If the Company is required to secure additional financing, it may take the form of issuances of equity and/or debt securities to institutional and strategic investors and commercial lending institutions. No assurance can be given that any additional financing will be available or that, if available, such financing will be obtainable on terms favorable to the Company and the rights of then-existing stockholders may be adversely impacted. In addition, the market for private capital can be unfavorable depending on business cycles, and may be particularly challenging during the times that the Company needs to raise funds. To the extent the Company raises additional capital by issuing equity or securities convertible into equity to new investors, the Company's then-existing stockholders (including investors in this Offering) will incur dilution to their ownership interest and this dilution could be severe.

**The Company may be materially and adversely affected if it fails to effectively manage its operations as its business develops and evolves, which would have a direct impact on its ability to maintain the OPU technology platform.**

The healthcare technology and cryptocurrency industries and the markets in which the Company competes have grown rapidly and continue to grow rapidly and evolve in response to new technological advances, changing business models and other factors. As a result of this constantly changing environment, the Company may face operational difficulties in adjusting to the changes, and the sustainability of the Company will depend on its ability to manage its operations, adapt to technological advances and market trends and ensure that it hires qualified and competent employees, and provide proper training for its personnel. As its business evolves, the Company must also expand and adapt its operational infrastructure. The Company's business relies on its blockchain-based software systems, cryptocurrency wallets or other related token storage mechanisms, blockchain technology and smart-contract technology, and to manage technical support infrastructure for the OPU technology platform effectively, the Company will need to continue to upgrade and improve its data systems and other operational systems, procedures and controls. These upgrades and improvements will require a dedication of resources, are likely to be complex and increasingly rely on hosted computer services from third parties that the Company does not control. If the Company is unable to adapt its systems and organization in a timely, efficient and cost-effective manner to accommodate changing circumstances, its business, financial condition and results of operations may be adversely affected. If the third parties whom the Company relies on are subject to a security breach or otherwise suffer disruptions that impact the services the Company utilizes, the integrity and availability of its internal information could be compromised, which may consequently cause the loss of confidential or proprietary information, and economic loss. The loss of financial, labor or other resources, and any other adverse effect on the Company's business, financial condition and

operations, would have a direct adverse effect on the Company's ability to maintain the OPU technology platform.

**The Company may experience system failures, unplanned interruptions in its platform or services, hardware or software defects, security breaches or other causes that could adversely affect the Company's infrastructure and/or the OPU technology platform.**

The Company is unable to anticipate when there would be occurrences of hacks, cyber-attacks, mining attacks (including but not limited to double-spend attacks, majority-mining-power attacks and "selfish-mining" attacks), distributed denials of service or errors, vulnerabilities or defects in the OPU technology platform, the OPU Coins or any technology (including but not limited to smart-contract technology) on which the Company, the OPU technology platform and the OPU Coins relies or on the Bitcoin blockchain, Ethereum blockchain or any other blockchain. Such events may include, for example, flaws in programming or source code leading to exploitation or abuse thereof. The Company may not be able to detect such hacks, mining attacks (including but not limited to double-spend attacks, majority-mining-power attacks and "selfish-mining" attacks), cyber-attacks, distributed denials of service errors vulnerabilities or defects in a timely manner and may not have sufficient resources to efficiently cope with multiple service incidents happening simultaneously or in rapid succession.

The Company's platform or services, which would include the OPU technology platform, could be disrupted by numerous events, including natural disasters, equipment breakdown, network connectivity downtime, power losses, or even intentional disruptions of its services, such as disruptions caused by software viruses or attacks by unauthorized users, some of which are beyond the Company's control. Although the Company has taken steps against malicious attacks on its appliances or its infrastructure, which are critical for the maintenance of the OPU technology platform and its other services, there can be no assurance that cyber-attacks, such as distributed denials of service, will not be attempted in the future, and that any of the Company's enhanced security measures will be effective. The Company may be prone to attacks on its infrastructure intended to steal information about its technology, financial data or user information or take other actions that would be damaging to the Company and users of the OPU technology platform. Any significant breach of the Company's security measures or other disruptions resulting in a compromise of the usability, stability and security of the Company's network or services (including the OPU technology platform) may adversely affect the trading price of the OPU Coins.

**We are dependent in part on the location and data center facilities of third parties.**

The Company's infrastructure network is in part established through servers that which it owns and houses at the location facilities of third parties, and servers that it rents at data center facilities of third parties. If the Company is unable to renew its data facility lease on commercially reasonable terms or at all, the Company may be required to transfer its servers to a new data center facility and may incur significant costs and possible service interruption in connection with the relocation. These facilities are also vulnerable to damage or interruption from, among others, natural disasters, arson, terrorist attacks, power losses, and telecommunication failures. Additionally, the third-party providers of such facilities may suffer a breach of security as a result of third-party action, employee error, malfeasance or otherwise, and a third party may obtain unauthorized access to the data in such servers. As techniques used to obtain unauthorized access to, or to sabotage systems change frequently and generally are not recognized until launched against a target, the Company and the providers of such facilities may be unable to anticipate these techniques or to implement adequate preventive measures.

**General global market and economic conditions may have an adverse impact on the Company's operating performance, results of operations and cash flows.**

The Company has been and could continue to be affected by general global economic and market conditions. Challenging economic conditions worldwide have from time to time, contributed, and may continue to contribute, to slowdowns in the information technology industry at large. Weakness in the economy could have a negative effect on the Company's business, operations and financial condition, including decreases in revenue and operating cash flows. Additionally, in a down-cycle economic environment, the Company may experience the negative effects of increased competitive pricing pressure and a slowdown in commerce and usage of the OPU technology platform. Suppliers on which the Company relies for servers, bandwidth, location and other services could also be negatively impacted by economic conditions that, in turn, could have a negative impact on the Company's operations or expenses. There can be no assurance, therefore, that current economic conditions or worsening economic conditions or a prolonged or recurring recession will not have a significant adverse impact on the Company's business, financial condition and results of operations.

**Defects or errors in our technology platform could affect our reputation, result in significant costs to us and impair our ability to sell our products, which would harm our business.**

Our technology platform may contain defects or cause errors, which could materially and adversely affect our reputation, result in significant costs to us and impair our ability to sell our services in the future. The costs incurred in correcting any technology platform defects or errors may be substantial and could adversely affect our operating results.

Any defects that cause interruptions to the availability of our solutions could result in:

- ❖ lost or delayed market acceptance and sales of our products
- ❖ loss of customers
- ❖ product liability suits against us
- ❖ diversion of development resources
- ❖ injury to our reputation
- ❖ increased maintenance and warranty costs.

**Our business is subject to potential liabilities resulting from security breaches.**

The services the Company offers involve some storage of confidential personal information and data. If the Company's security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, the Company could be subject to liability. The Company's security measures may not be effective in preventing these types of activities. In addition, the security measures of the Company's third-party data center facilities and other vendors may not be adequate. Because techniques used to obtain unauthorized access to, or to sabotage, systems change frequently and often are not recognized until launched against a target, the Company may be unable to anticipate these techniques or implement adequate preventive measures. The Company's customers or third parties may assert liability claims against it as a result of any failure by the Company or third parties to prevent security breaches or the unauthorized disclosure of customer information, failure to comply with applicable data protection laws or the Company's own posted privacy policies, and other activities. In addition to potential legal liability, these activities may adversely impact the Company's reputation and may interfere with its ability to provide services, all of which could adversely impact the Company's business. Insurance for

cybersecurity risks are expensive and may not provide us with adequate coverage in the event of a data breach or other cybersecurity incident.

**We are reliant on the continued services of our key officers and will need to hire additional qualified personnel.**

We are highly dependent upon the principal members of our management team, including Marc Bookman, our CEO, Richard Reed, our COO, and James Hodgman, our Chief Architect. We will also need to attract and retain a number of new personnel with specialized skills in order to succeed. Our success and strategy will depend, in large part, on our ability to attract and retain additional qualified personnel. There is intense competition for personnel in the Company's industry, and we may be unable to attract and retain qualified personnel necessary for the Company's success. The failure to attract and retain key personnel could have a material adverse effect on our operating results and financial condition.

**We may not be able to adequately protect our intellectual property, which would harm our business.**

We utilize (and will continue to utilize) among other things, unpatented proprietary technology, processes, trade secrets, trademarks, and know-how. Any involuntary disclosure to or misappropriation by third parties of our confidential or proprietary information could enable competitors to duplicate or surpass our technological achievements, potentially eroding our competitive position in our market. There can be no assurance that others will not develop technology that is similar or superior to our technology or that others will not work around the aspects of our technology that we consider proprietary. Despite our efforts to protect our proprietary rights and the management team's extensive experience with patents, unauthorized parties may attempt to copy aspects of our products or obtain and use information that we regard as proprietary. In the event that we are unable to adequately protect our proprietary rights, our business, financial condition and results of operations could be materially and adversely affected.

We may not be effective in policing unauthorized use of our intellectual property, and even if we do detect violations, litigation may be necessary to enforce our intellectual property rights. Any enforcement efforts we undertake, including litigation, could be time-consuming and expensive, could divert our management's attention and may result in a court determining that our intellectual property rights are unenforceable. If we are not successful in cost-effectively protecting our intellectual property rights, our business would be harmed.

**We may in the future be subject to intellectual-property-rights claims, which are very costly to defend, could require us to pay significant damages and could limit our ability to use the affected technologies in the future.**

We may in the future be alleged to have misappropriated or misused other parties' intellectual-property rights, and, to the extent we gain greater visibility, we face a higher risk of being the subject of intellectual-property infringement claims. Any intellectual-property claim against us, with or without merit, could be time consuming, expensive to settle or litigate and could divert our management's attention and other resources. These claims also could subject us to significant liability for damages and could result in our having to stop using materials or marks found to be in violation of a third party's rights. We might be required to seek a license for third-party intellectual property, which may not be available on commercially-reasonable terms, or at all. Even if a license is available, we could be required to pay significant royalties, which would increase our operating expenses. We may also be required to develop alternative, non-infringing

technology, which could require significant effort and expense. Any of these results would harm our business.

**Following the Offering, our founders will own the majority of our outstanding stock and control the outcome of decisions requiring a vote of our stockholders.**

An entity controlled by our founders, Marc Bookman and Richard Reed, either beneficially owns or controls the majority of the outstanding capital stock of the Company. As a result, they will have the ability to control the outcome of all matters submitted to a vote of our shareholders, including the election of our directors, irrespective of how other Company shareholders may vote. This control may limit the ability of our other shareholders to remove management in the future and may delay or prevent a change in control of the Company.

**Projections are inherently unreliable, and you should not place undue reliance on them in making a decision whether to invest in the Offering.**

The Company's financial projections have been prepared based on management's beliefs concerning our future economic performance in light of a number of factors affecting the Company's business and financial condition. Given that our product offerings are relatively new and in a testing phase, there can be no assurance that our projections will accurately reflect the Company's actual performance in the future. It is likely that the actual results will vary, perhaps materially, from the projections. Potential investors should scrutinize the Company's forecasts and the underlying assumptions and reach their own conclusions as to the reasonableness of those assumptions to evaluate the projections. The Company and management make no representation or warranty as to the accuracy or completeness of the projections included herein or in any materials provided in connection with the Offering.

**The Offering is subject to applicable state and federal securities laws and there is a risk that the Company may not comply with applicable exemption requirements.**

The Offering pursuant to this Memorandum is being made in reliance upon the "private placement" exemption from registration with the SEC provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act") by Rule 506(c) of Regulation D adopted thereunder, and exemptions from registration and qualification provided by the laws of certain states in which the offering is being made. Reliance upon these exemptions is technical and should not be viewed as a guarantee that such exemptions are available. In addition, each prospective investor will be required to provide evidence to us that the investor is an "accredited investor" and is acquiring the Common Shares solely for the investor's own account, for investment purposes only, and not with a view to, or for resale in connection with, any distribution thereof.

**There is no public market for the Company's stock and none may ever develop. There are significant restrictions on your ability to resell the Common Stock offered hereby.**

The shares of Common Stock sold in the Offering are restricted securities under the Securities Act and applicable state securities laws, and prospective investors should be prepared to hold such securities for an indefinite period. The shares of Common Stock may not be resold unless they are subsequently registered under the Securities Act and applicable state securities laws or exemptions from such laws are available. There is no public market for any of our securities. No assurance can be given that we will ever undertake an initial public offering of our securities, or that any secondary market for our securities will ever develop or be sustained.

## SECTION III: BUSINESS

### OPU LABS INVESTMENT OPPORTUNITY

Opu aims to become the leading digital solutions provider for skincare measurement, management, and monitoring. We are doing this through a combination of blockchain, AI, big data, search, image analysis, and eCommerce technologies. Underpinning the platform is a merit-based incentives system, which rewards those who contribute information and insights.

Skincare is a multibillion-dollar global industry. Everyone's skin is different, yet few consumers get their information from professional dermatologists; and instead rely on advice from social media, friends, shop assistants, and product marketers.

From a dermatologist's perspective there's a genuine need to offer their professional expertise to a mass audience. Over 600 million Facebook users are interested in skincare. Yet there's no quick trusted solution that allows skincare professionals to meet the individual needs of these global customers.

### SKINCARE MARKET

The international skincare market is worth approximately \$112B. It's forecast to increase to \$155B by 2022. The market for beauty accessories and devices alone is valued at \$23B and is growing at a rate of around 14% per year. This healthy growth is fueled by rising incomes in developing countries.

Despite the size of the market, a global skincare management solution provider has yet to emerge; mostly due to fragmentation and the lack of an integrated solution. The market demands a highly scalable service which will help consumers understand their skin conditions and rapidly connect them to effective and affordable products and services – without any brand bias.

### COMPANY OVERVIEW

Opu Labs is creating a suite of trust-based online platforms, all designed to improve the quality, efficiency, and use of dermatological data for individuals and professionals alike:

- ❖ Opu AI: machine learning technology that analyzes, compares, and recommends treatment solutions.
- ❖ Opu Search: a search platform that provides treatment information from consumer-skincare service providers and eCommerce partners.
- ❖ Opu Coin (OPU): our native crypto coins (known as ERC-20 tokens) that act as a currency for our skincare marketplace and Opu loyalty programs.
- ❖ Opu Connect: an opt-in service for product testing.
- ❖ Opu CRM: a customer-support tool. Includes image-markup and patient-tracking tools. Also has a marketing and ad stack.

Through these platforms, we make it easier for individuals to analyze skin conditions, set improvement goals, monitor their progress, and achieve results with expert guidance from professionals and Opu's native intelligence. To ensure all skincare information collected is stored securely and shared only between consenting parties on an opt-in basis, and that the Opu Coin loyalty system works in tandem with the wider technology stack, we are using the Ethereum blockchain. This will allow us to:

- ❖ Provide skincare professionals with the technology services needed to expand their capabilities – while simultaneously easing patient load.
- ❖ Harness collective knowledge in a trusted ecosystem.
- ❖ Ensure the secure and transparent exchange of data, advice, and value.
- ❖ Offer cryptocurrency incentives to encourage participation.
- ❖ Reward skincare professionals and consumers for completing activities that benefit the community.

By implementing blockchain technology, Opu is building a trusted platform where users maintain ownership of their data at all time. This puts the user in the driver's seat, allowing them the freedom to choose when and with whom they wish to safely exchange their anonymized, aggregated data while maintaining control of their data packages.

Based on a matrix of our platform's four key features, we have not found any known direct competitors that offer an integrated solution in the same way Opu does. Here are our key features, and an outline of how other companies are approaching them:

- ❖ AI & Big Data: solutions are developed in-house by major skincare product companies which focus on same-brand product solutions.
- ❖ Scanning Technology: solutions focus on providing analysis of skin without the benefits of AI, community feedback and brand-agnostic eCommerce.
- ❖ eCommerce: solutions provide wide brand selection, but lack targeting based on actual skin conditions.
- ❖ Community: solutions developed in-house by major skincare product companies offer customers the ability to leave unverified reviews that are subject to manipulation.

While there are no direct competitors, there are a number of other skincare, beauty, telemedicine, and medical data storage solutions on the market:

- ❖ Beauty Apps: numerous companies offer the ability to analyze facial images to determine skin conditions, track results, recommend products, and showcase cosmetics.
- ❖ Diagnostic Skincare: skincare scanning and analysis continues to be a big growth area, with a number of companies offering this functionality on and off the blockchain.
- ❖ Telemedicine/Service Platforms: there are a number of skincare-focused wellness platforms using blockchain technology. Some offer insights, others connect patients with professionals.
- ❖ Medical Data Storage: several companies offer blockchain-enabled medical records/data storage.

Opu Labs market roll-out has already begun in Q4 2018 with the following:

- ❖ Opu Coin: our native ERC-20 crypto coins have been minted and will be available for Opu Connect in November 2018, with distribution to ICO holders and reward earners in Q4 2018
- ❖ Opu Brand Connect: available on web, Android and iOS platforms, with brand partnerships to be announced in October 2018.

- ❖ Opu AI: will be available following a major neural-network upgrade from processing more than 35,000 individual facial records submitted by the Opu community.
- ❖ Opu Search (in development): integration of product catalogues from leading eCommerce vendors in select markets available for consumer product purchases.
- ❖ Opu CRM (in development): specification finalized for initial target markets and product launch schedule announced.

Opu Labs has already achieved some significant traction in the market as well as with user acquisition (as of October 1, 2018):

- ❖ Exchange Partnership: Opu Coin will list on the Bancor Network post ICO
- ❖ Token Sale Partnerships – non-US investors: In addition to our website at <https://ico.opu.ai>, Opu Coin can now be purchased on the TokenDesk platform
- ❖ Token Sale Partnerships - US investors: Opu Coin can now be purchased on the Manhattan Street Capital platform by accredited US investors and is compliant with SEC Regulation D.
- ❖ User sign-ups on Opu.ai: 119K
- ❖ Opu.ai skin profiles created: 49K
- ❖ Facebook community: 31K

## **BUSINESS MODEL**

The Company's business model centers on the monetization of data it collects from consumers and service providers (all data shared is on a strict opt-in basis from each consumer), as well as commissions earned from product sales including:

- ❖ Revenue from consumer skincare data that is sold to skin care brands
- ❖ Revenue from consumer-focused product research programs and surveys
- ❖ Revenue from affiliate product purchases on partner eCommerce sites
- ❖ Revenue from referrals fees from web-based consultations with doctors and skincare professionals
- ❖ Revenue from referral fees for offline skincare clinics and service providers

Revenue growth will be achieved primarily through new customer acquisition and retention from local partnerships, geographical expansion and individual consumers receiving Opu Coin rewards for referrals. We forecast that within 60 months of launch, the platform will be operational in over 60 countries with 10 million users. Our initial focus markets are Southeast Asia and India, which have rapidly expanding mobile user bases. User acquisition will be achieved through a combination of local partnerships, brand ambassadors/celebrities and digital marketing campaigns. We are targeting \$80 million per annum in revenue within 5 years, which translates into an average revenue per user of approximately \$1.40.

Our financial planning model includes a forecast based on data drawn from industry comparables, to benchmark both cost structures and revenues. We are forecasting a gross margin contribution of at least 80% across our product portfolio. The primary cost of goods sold are: hosted servers, monitoring, customer support, technology licensing fees and local partnership revenue shares. Operating expenses are forecasted to be in line with industry

comparables. Our business plan calls for ongoing investment in research and development to further develop or acquire certain software technologies such as artificial intelligence. These investments will be necessary to ensure the Company's ability to deliver a world class customer experience and to maintain a competitive advantage. Additionally, the Company will make significant investments in sales and marketing initiatives in order to achieve the aforementioned revenue targets. The Company is targeting break-even in the third year following the offering (2021), with a target long-term profit of approximately 15%.

## **FACILITIES**

The Company currently operates out of multiple virtual offices with the core team present in the US, Japan, Thailand, India and Australia. Following the Offering, the Company's principal offices will be located in Silicon Valley and Tokyo, with technology development centered on the West Coast of the USA and supported by select offshore, outsourced engineering resources.

## **EMPLOYEES**

The Company currently has six (6) full-time employees with 30 founders and consulting team members working on a consulting basis, and plans to hire up to twelve (12) more full-time employees by Q2 2019, primarily in software engineering and marketing roles.

## **EXECUTIVE OFFICERS AND SENIOR TEAM MEMBERS**

The following individuals are the executive officers and senior team members of the Company as of September 1, 2018. The team behind Opu.ai combines senior roles in Fortune 500 companies with startup success across USA, Asia and Europe. With an average age of 43 and a minimum of five years of startup experience, our highly motivated team is committed to creating a robust Opu ecosystem.

**Marc Bookman, CEO & Director.** Mr. Bookman has over 25 years of experience in the software and online services industries and has been an inventor or key contributor to a dozen patents. He has worked in corporate, product, and business development roles at Sony, and founded multiple software startups, which have included significant investor liquidity events. Mr. Bookman has led the closing of over \$40 million in over twenty major corporate financing transactions in the US and Asia. He holds MBA and MA degrees from the University of Chicago, as well as a BS in Accounting from the University of Illinois.

**Richard Reed, COO & Director.** Mr. Reed has over 18 years of international growth-marketing, operations and team-building experience in the internet services and eCommerce industries. He has co-founded digital-marketing and consumer-product companies in the USA and Asia. He has been responsible for leading multiple joint ventures where he assembled sales, marketing and engineering teams. He has been a key contributor to multiple cross-border venture financings and M&A transactions. Mr. Reed holds a PhD from University of Oxford.

**James Hodgman, Chief Architect.** Mr. Hodgman has over 10 years of software development experience in system architecture and design, data-storage scalability, web and mobile full-stack app development, prediction algorithms and decentralized applications. He competed in the Netflix Prize for Prediction Algorithms in which he incorporated artificial intelligence for pattern recognition, made use of several deep-learning models, and enhanced existing machine-learning techniques. Mr. Hodgman is also currently an Adjunct Professor at Southern New Hampshire University in Information Technology where he holds a BS & MS in Information Technology.

**Eric Moonen, CFO.** Mr. Moonen has over 17 years of international finance experience gained across different industries. He has extensive experience in building high performing teams and supporting management teams in performance management, business planning, forecasting, budgeting, business modelling, etc. Mr. Moonen holds a Global Executive MBA from the INSEAD Business School.

**Lucy Omo, VP of Engineering.** Ms. Omo has over 25 years of software-development experience designing, programming and implementing system solutions for websites, distributed systems, multimedia titles and databases. Her experience includes multiple Silicon Valley startups and established research institutes including SRI, where she served as a senior software and web applications developer with specializations in statistical data analysis, system design and web services.

**Erik Wang, VP of Strategy.** Mr. Wang has over 15 years of experience in the advertising and marketing industries, including senior roles at Publicis Australia. He was involved in crafting some of the first websites on the internet. Mr. Wang has worked closely with numerous major global brands including Coke, Qantas, Expedia, Citibank, Webjet, Uber, and Estee Lauder. Mr. Wang holds a Bachelors of Commerce from the University of Sydney.

## **COMPENSATION**

The following table sets for the anticipated total compensation for the key executive officers and senior team members of the Company following the close of the Offering.

<i>Name</i>	<i>Annual Cash Compensation</i>
Marc Bookman	\$180,000
Richard Reed	\$165,000
James Hodgman	\$150,000

## **LITIGATION**

The Company has never been a party to any litigation. However, from time to time, the Company may become involved in various disputes or injury claims in the normal course of business, some of which may result in litigation. The Company does not yet maintain insurance coverage policies. Management cannot predict the outcome of any future disputes or their impact on the Company's consolidated financial position, results of operations, or cash flows.

#### **SECTION IV: USE OF PROCEEDS**

Upon completion of the Offering, the proceeds to the Company are expected to be approximately \$5,000,000, less fees and expenses incurred in connection with the Offering, which are conservatively estimated to be approximately \$306,350. It is currently anticipated that the proceeds will be used for development and launch of platform and services, operating expenses (including salaries of our management team), sales and marketing and other working capital purposes. The Company reserves the right to alter the use of proceeds in the sole and absolute discretion of the Board of Directors, without notice to investors.

## SECTION V: DESCRIPTION OF CAPITAL STOCK

The authorized capital stock of the Company consists of 18,250,000 shares of Common Stock. The following summary description of the Company's capital stock is qualified in its entirety by reference to the Certificate of Incorporation and the Bylaws of the Company.

### **Common Stock**

As of September 1, 2018, the Company had 18,250,000 shares of Common Stock issued and outstanding divided into two classes: 11,650,000 authorized shares of Class A Common Stock and 6,600,000 authorized shares of Class F Common Stock. Each holder of Class A Common Stock is entitled to one vote per share on all matters submitted to a vote of stockholders and do not have cumulative voting rights. Each holder of Class F Common Stock is entitled to ten votes per share on all matters submitted to a vote of stockholders and do not have cumulative voting rights.

### **Subscription Agreement**

The current holders of Series A Common Stock and Series F Common Stock have entered into a Subscription Agreements with the Company. Purchasers of Common Stock in this Offering will be required to execute the Subscription Agreement.

### **Capital Structure**

As of September 1, 2018, the Company had approximately 5,920,483 shares of Class F Common Stock issued and outstanding and 2,077,564 shares of Class A Common Stock issued and outstanding.

The following table reflects ownership of our capital stock as of September 1, 2018 by our directors, executive officers and certain key employees. Except as reflected in the table below, no other shareholder holds more than 1% of the outstanding Common Stock of the Company.

Stockholder	Common Stock	Class	Percentage
TrendLife LLC	5,000,000	Class F	62.50%
New Investors	1,602,564	Class A	20.00%
Collabrary LLC and other private investors	475,000	Class A	5.94%
Founding Team (all members hold less than 1%)	387,983	Class F	4.89%
Marc Bookman	187,500	Class F	2.35%
James Hodgman	185,625	Class F	2.32%
Richard Reed	159,375	Class F	2.00%

## SECTION V: DESCRIPTION OF OPU COINS

In addition to the Common Shares, each Investor will be granted 25 OPU Coins for each \$1.00 of Shares purchased. The OPU Coins are expected to have an initial issue price of \$0.02 per OPU Coin. The OPU Coins will be locked for one year after the completion of the initial sale of the OPU Coins.

OPU Coins are native Ethereum-backed (ERC-20) tokens issued by OPU Labs BVI Ltd., a wholly-owned subsidiary of the Company. OPU Coins may be used to purchase skincare products and services, traded for other currencies, or stored in a cryptocurrency wallet. For more information about OPU Coins, see <http://ico.opu.ai/whitepaper>.

OPU Coins are subject to risks and uncertainties, including those set forth below.

### ***There is no assurance that there will be an active or liquid market for the OPU Coins.***

OPU Coins have a limited trading history. There is no assurance that an active or liquid trading market for the OPU Coins will develop or if developed, be sustained. There is also no assurance that the market price of the OPU Coins will not decline. The price of OPU Coins estimated or designated by the Company may not be indicative of the market price of the OPU Coins on a cryptocurrency exchange.

OPU Coin is not a currency issued by any central bank or national, supra-national or quasi-national organization, nor is it backed by any hard assets or other credit. The Company is not responsible for nor does it pursue the circulation and trading of OPU Coins on the market. Trading of OPU Coins merely depends on the consensus on its value between the relevant market participants, and no one is obliged to purchase any OPU Coin from any holder of the OPU Coin, including the purchasers, nor does anyone guarantee the liquidity or market price of OPU Coins to any extent at any time. Accordingly, the Company cannot ensure that there will be any demand or market for OPU Coins, or that the Purchase Price is indicative of the market price of OPU Coins after they have been made available for trading on a cryptocurrency exchange.

### ***Future sales of the OPU Coins could materially and adversely affect the market price of OPU Coins.***

Any future sale of the OPU Coins by the Company would increase the supply of OPU Coins in the market and this may result in a downward price pressure on the OPU Coin. The sale or distribution of a significant number of OPU Coins outside of the OPU Coin Pre-Sale, or the perception that such further sales or issuance may occur, could adversely affect the trading price of the OPU Coins.

### ***Negative publicity may materially and adversely affect the price of the OPU Coins.***

Negative publicity involving the Company, the OPU technology platform, the OPU Coins or any of the key personnel of the Company may materially and adversely affect the market perception or market price of the OPU Coins, whether or not such negative publicity is justified.

### ***There is no assurance of any success of the OPU technology platform.***

The value of, and demand for, the OPU Coins hinges heavily on the performance of the OPU technology platform. There is no assurance that the OPU technology platform will gain traction after its launch and achieve any commercial success.

The OPU technology platform has not been fully developed, finalized and integrated and is subject to further changes, updates and adjustments prior to its launch. Such changes may result

in unexpected and unforeseen effects on its projected appeal to users, and hence impact its success.

If the Company does not raise sufficient funding or any other reason, the development and integration of the OPU technology platform may not be completed and there is no assurance that it will be launched at all. As such, distributed OPU Coins may hold little worth or value, and this would impact its trading price.

***The trading price of the OPU Coins may fluctuate.***

The prices of cryptographic tokens in general tend to be relatively volatile and can fluctuate significantly over short periods of time. The demand for, and correspondingly the market price of, the OPU Coins may fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond the control of the Company:

- (a) new technical innovations;
- (b) analysts' speculations, recommendations, perceptions or estimates of the OPU Coin's market price or the Company's financial and business performance;
- (c) changes in market valuations and token prices of entities with operations similar to that of the Company that may be made available for sale and purchase on the same cryptocurrency exchanges as the OPU Coins;
- (d) announcements by the Company of significant events, for example partnerships, sponsorships, new product developments;
- (e) fluctuations in market prices and trading volume of cryptocurrencies on cryptocurrency exchanges;
- (f) additions or departures of key personnel of the Company;
- (h) success or failure of the Company's management in implementing business and growth strategies; and
- (i) changes in conditions affecting the blockchain or healthcare technology industry, the general economic conditions or market sentiments, or other events or factors.

***The Company or the OPU Coins may be affected by newly implemented regulations.***

Cryptocurrency trading is generally unregulated worldwide, but numerous regulatory authorities across jurisdictions have been outspoken about considering the implementation of regulatory regimes which govern cryptocurrency or cryptocurrency markets. The Company or the OPU Coins may be affected by newly implemented regulations relating to cryptocurrencies or cryptocurrency markets, including having to take measures to comply with such regulations, or having to deal with queries, notices, requests or enforcement actions by regulatory authorities, which may come at a substantial cost and may also require substantial modifications to the OPU technology platform. This may impact the appeal of the OPU technology platform for users and result in decreased usage of the OPU technology platform. Further, should the costs (financial or otherwise) of complying with such newly implemented regulations exceed a certain threshold, maintaining the OPU technology platform may no longer be commercially viable and the Company may opt to discontinue the OPU technology platform and/or the OPU Coins. Further, it is difficult to predict how or whether governments or regulatory authorities may implement any changes to laws and regulations affecting distributed ledger technology and its applications, including the OPU technology platform and the OPU Coins. The Company may also have to cease

operations in a jurisdiction that makes it illegal to operate in such jurisdiction or makes it commercially unviable or undesirable to obtain the necessary regulatory approval(s) to operate in such jurisdiction. In scenarios such as the foregoing, the trading price of OPU Coins will be adversely affected, or OPU Coins may cease to be traded.

***There may be unanticipated risks arising from the OPU Coins.***

Cryptographic tokens such as the OPU Coins are a relatively new and dynamic technology. In addition to the risks described herein, there are other risks associated with your purchase, holding and use of the OPU Coins, including those that the Company cannot anticipate. Such risks may further materialize as unanticipated variations or combinations of the risks discussed in this Annex.

***The OPU Coins are subject to risks associated with the Ethereum blockchain.***

Because the OPU Coins are based on the Ethereum blockchain, any malfunction, breakdown or abandonment of the Ethereum blockchain may have a material adverse effect on the OPU Coins. Moreover, advances in cryptography, or technical advances such as the development of quantum computing, could present risks to the OPU Coins, including the utility of the OPU Coins, by rendering ineffective the cryptographic consensus mechanism that underpins the Ethereum blockchain, or attacks by miners in the course of validating OPU Coin transactions on the Ethereum blockchain, including, but not limited to, double-spend attacks, majority-mining-power attacks, and selfish-mining attacks.

***The tax treatment of the OPU Coins is uncertain.***

Tax treatment and characterization of the OPU Coins is uncertain. Investors must seek your own tax advice in connection with purchasing the OPU Coins, which may result in adverse tax consequences, including withholding taxes, income taxes, indirect taxes and tax reporting requirements.

## SECTION VII: THE OFFERING

The Offering is being made on a best-efforts basis, without any firm underwriting commitment, by the Company in reliance on exemptions from registration under the Securities Act and state securities laws. The Company has engaged FundAthena DBA Manhattan Street Capital (“MSC”) as a consultant and online funding platform to assist the Company in conducting this Offering.

The Company intends to use an online platform provided by MSC, at <https://www.manhattanstreetcapital.com/opu-labs-equity-offering>, to provide technology tools and support to allow for the sales of shares of Common Stock by Company in this Offering.

In order to purchase shares of Common Stock, each prospective investor must complete, execute, and acknowledge the Subscription Agreement (made available electronically on the online platform noted above) after submitting payment by either a check, ACH, wire transfer, or Bitcoin payment, or debit card for the full subscription amount specified in the Subscription Agreement. Investors will not receive any interest on subscription proceeds whether their subscriptions are accepted by the Company or not.

### ***Procedure for Subscribing***

IF YOU DECIDE TO SUBSCRIBE FOR THE SHARES IN THIS OFFERING, YOU SHOULD COMPLETE THE FOLLOWING STEPS:

1. GO TO [WWW.MANHATTANSTREETCAPITAL.COM/OPU-LABS-EQUITY-OFFERING](http://WWW.MANHATTANSTREETCAPITAL.COM/OPU-LABS-EQUITY-OFFERING) AND CLICK ON THE "INVEST NOW" BUTTON;
2. COMPLETE THE ONLINE INVESTMENT FORM;
3. DELIVER FUNDS DIRECTLY BY ACH, CHECK, WIRE, BITCOIN, OR DEBIT CARD TO THE SPECIFIED ACCOUNT;
4. COMPLETE THE ONLINE ACCREDITED-INVESTOR VERIFICATION PROCESS; AND
5. ELECTRONICALLY RECEIVE, REVIEW, EXECUTE AND DELIVER TO US A SUBSCRIPTION AGREEMENT.

### ***Right to Reject Subscriptions***

AFTER WE RECEIVE YOUR COMPLETE, EXECUTED SUBSCRIPTION AGREEMENT, AND THE FUNDS REQUIRED UNDER THE SUBSCRIPTION AGREEMENT HAVE BEEN TRANSFERRED TO THE ESCROW ACCOUNT ESTABLISHED AT PRIMETRUST, WE HAVE THE RIGHT TO REVIEW AND ACCEPT OR REJECT YOUR SUBSCRIPTION IN WHOLE OR IN PART, FOR ANY REASON OR FOR NO REASON. WE WILL RETURN IMMEDIATELY TO YOU ALL MONIES FROM REJECTED SUBSCRIPTIONS, WITHOUT INTEREST OR DEDUCTION.

### ***Investor Suitability Requirements***

Investment in the Common Stock offered by the Company 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 their investment. This Offering is made in reliance on exemptions from the registration requirements of the Securities Act, and applicable state securities laws or regulations.

The suitability standards set forth herein and in the Subscription Agreement represent minimum suitability standards for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that the Common Stock is a suitable investment for such

prospective investor. Prospective investors are encouraged to consult their personal financial advisors to determine whether an investment in the Common Stock is appropriate.

The Company will require each investor to represent in writing, among other things, that (i) by reason of the investor's business or financial experience, or that of the investor's professional advisor, the investor is capable of evaluating the merits and risks of an investment in the Common Stock and of protecting their own interest in connection with the transaction, (ii) the investor is acquiring the Common Stock for their own account, for investment only and not with a view toward the resale or distribution thereof, (iii) the investor is aware that the shares of Common Stock have not been registered under the Securities Act or any state securities laws, (iv) the investor is aware that transfer of the Common Stock is restricted by the Securities Act, applicable state securities laws, and the Subscription Agreement to be entered into in connection with the purchase of the Common Stock, (v) the investor is aware of the absence of a market for the Common Stock, and (vi) the investor is an "accredited investor" as such term is defined in Rule 501 of Regulation D under the Securities Act.

The Company intends on using general solicitation to market this Offering. Therefore, we are required to comply with Rule 506(c) in third-party verification of the "accredited investor" status of any interested investor. Rule 506(c) sets forth a principles-based method of verification which requires an objective determination by the issuer (or those acting on its behalf) as to whether the steps taken are "reasonable" in the context of the particular facts and circumstances of each purchaser and transaction. Among the factors that an issuer should consider under this principles-based method are:

- the nature of the purchaser and the type of accredited investor that the purchaser claims to be;
- the amount and type of information that the issuer has about the purchaser; and
- the nature of the offering, such as the manner in which the purchaser was solicited to participate in the offering, and the terms of the offering, such as a minimum investment amount.

In addition to this flexible, principles-based method, Rule 506(c) includes a non-exclusive list of verification methods that issuers may use, but are not required to use, when seeking greater certainty that they satisfy the verification requirement with respect to natural-person purchasers. This non-exclusive list of verification methods consists of:

- verification based on income, by reviewing copies of any Internal Revenue Service form that reports income, such as Form W-2, Form 1099, Schedule K-1 of Form 1065, and a filed Form 1040;
- verification of net worth, by reviewing specific types of documentation dated within the prior three months, such as bank statements, brokerage statements, certificates of deposit, tax assessments and a credit report from at least one of the nationwide consumer-reporting agencies, and obtaining a written representation from the investor; and/or
- a written confirmation from a registered broker-dealer, an SEC-registered investment adviser, a licensed attorney or a certified public accountant stating that such person or entity has taken reasonable steps to verify that the purchaser is an accredited investor within the last three months and has determined that such purchaser is an accredited investor.

In consideration of these factors, we will take reasonable steps to verify that all purchasers of the Company's Common Stock are accredited investors. The Company will objectively assess each prospective investor's eligibility in light of their particular facts and circumstances.

### ***Acceptance***

Any subscription for the Common Stock may be accepted at the sole discretion of the Company. The Company will review the Subscription Agreement for completeness, due execution and investor suitability. The Company reserves the right to reject any subscription, in whole or in part, in its sole discretion. In the case of any subscription so rejected, the investor's subscription payment, or portion thereof, will be returned to the investor promptly, without interest. Acceptance of the Subscription Agreement by the Company will be evidenced by execution thereof by an authorized officer of the Company. Deposit of Investor's check, ACH or wire transfer, debit card or Bitcoin payment into the Company's account does not constitute acceptance of the Subscription Agreement. The Subscription Agreement may be revoked by Investor at any time prior to acceptance thereof by the Company. Any such revocation must be in writing and must be received by the Company prior to acceptance thereof. The Company has the right to terminate this Offering at any time, for any reason, in its sole discretion, and to reject all subscriptions not accepted before such termination.

### ***Restrictions on Transfer***

The shares of Common Stock offered hereby have not been registered under the Securities Act, or the securities laws of any state, or the securities laws of any jurisdiction. Consequently, investors may not sell the shares of Common Stock unless they are subsequently registered under applicable securities laws or unless an exemption from registration is available. Investors must be able to bear the economic risk of the investment for an extended period and be financially capable of withstanding the total loss of their investment. See "Risk Factors—Registration Exemption; Limited Transferability."

Restrictions have been placed on the sale or other disposition of Common Stock. These restrictions include (i) placing a legend on the certificates that states that the securities have not been registered under the Securities Act or the securities laws of any state and that securities may not be sold or otherwise transferred without such registration or an opinion of counsel, satisfactory in form and substance to the Company, to the effect that an exemption from registration is available with respect to such sale or transfer; (ii) making appropriate notations in the records of the Company to aid in the prevention of transfers of record without compliance with such restrictions; and (iii) requiring each investor to represent in the Subscription Agreement that the investor is purchasing the securities for the investor's own account for investment and not for resale or distribution and that no sale or other disposition of these securities will be made without registration of these securities under the Securities Act and applicable state securities laws or without receipt by the Company of an opinion of counsel, satisfactory in form and substance to the Company, with respect to the availability of an exemption from such registration.

Any violation of the foregoing limitations by the investor could expose both the Company and the investor to serious legal and financial consequences. Because of the limitations on transferability, an investor may be required to hold the Common Stock indefinitely.

### ***Access to Information***

Prospective investors are invited to review any materials available from the Company relating to its operations and any other matters regarding this Memorandum or this Offering of Common Stock. All such materials will be available at the offices of the Company by writing the Company at Opu Labs Inc., at 3790 El Camino Real #250, Palo Alto, California 94306, Attention: Richard Reed, Chief Operating Officer. Persons interested in arranging for a review of any such materials or discussing terms of this Offering may contact Mr. Reed by email at richard@opulabs.com. Management will make available to prospective investors the opportunity to ask questions of and receive answers from it or its representatives concerning the terms and conditions of this Offering and to obtain any additional information relevant to evaluating an investment in the Common Stock or to verify the accuracy of the information set forth herein, to the extent that management possesses such information or can acquire it without unreasonable effort or expense.

NO PROSPECTIVE INVESTOR SHOULD SUBSCRIBE WHO IS NOT SATISFIED THAT EITHER SUCH INVESTOR OR SUCH INVESTOR'S INVESTMENT REPRESENTATIVE HAS ASKED FOR AND RECEIVED ALL INFORMATION NECESSARY TO EVALUATE THE MERITS AND RISKS OF AN INVESTMENT IN THE COMPANY.