

	<b>Most recent fiscal year-end (April 30, 2018)</b>	<b>Prior fiscal year-end (April 30, 2017)</b>
<b>Total Assets</b>	\$444,007	\$95,039
<b>Cash &amp; Cash Equivalents</b>	\$377,450	\$81,947
<b>Accounts Receivable</b>	\$55,000	\$2,500
<b>Short-term Debt</b>	\$76,567	\$50,922
<b>Long-term Debt</b>	\$179,732	\$1,388,877
<b>Revenues/Sales</b>	\$551,233	\$394,209
<b>Cost of Goods Sold</b>	\$0	\$0
<b>Taxes Paid</b>	\$30,617	\$21,124
<b>Net Income</b>	-\$752,146	-\$380,825

***The jurisdictions in which the issuer intends to offer the Securities:***

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District Of Columbia, Florida, Georgia, Guam, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, U.S., Virginia, Washington, West Virginia, Wisconsin, Wyoming, American Samoa, and Northern Mariana Islands

**Annual Report  
November 5, 2018**

**Sickweather, Inc.**

**300 E 39<sup>th</sup> St Suite 4M  
Kansas City, MO 64111  
<http://www.sickweather.com/>**



**sickweather**<sup>®</sup>  
see what's going around<sup>™</sup>

Sickweather, Inc. (the "Company") is a Maryland corporation that was originally formed in Delaware as a limited liability company on January 5, 2011, under the name Sickweather LLC. The Company converted into a Maryland corporation on January 30, 2015.

The Company is located at 300 E 39<sup>th</sup> St Suite 4M, Kansas City, MO 64111.

The Company's website is <http://www.sickweather.com/>.

The Company, having sold Series Seed Preferred Stock pursuant to Regulation Crowdfunding under the Securities Act of 1933, is filing this annual report pursuant to Rule 202 of Regulation Crowdfunding for the fiscal year ended April 30, 2018. A copy of this report may be found on the company's website at <http://www.sickweather.com/formcar>.

## **RISK FACTORS**

*The SEC requires the Company to identify risks that are specific to its business and its financial condition. The Company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.*

### **Risks Related to the Company's Business and Industry**

*The Company's business currently depends on seasonality.* The Company's flu business is seasonal, with some customers now coming on board only for a few months rather than the whole year. The Company is working on diversifying into forecasting common cold, allergies, headaches, and other non-seasonal ailments.

***The Company's cash position is relatively weak.*** The Company currently has only \$30,000 in cash balances, plus \$175,000 of hard committed funding.

***The Company is subject to a high churn rate.*** The churn rate for enterprise customers has historically been high at 50% for pilot programs. The Company forecasts expect churn rate to fall to 12%, with clients like The Weather Channel and Clorox renewing every year, but there is no guarantee that will be the case.

***The Company may be unable to maintain, promote, and grow its brand through marketing and communications strategies.*** It may prove difficult for the Company to dramatically increase the number of customers that it serves or to establish itself as a well-known brand in the competitive recruitment space. Additionally, the product may be in a market where customers will not have brand loyalty.

***We may not be successful in obtaining issued patents.*** Our success depends significantly on our ability to obtain, maintain and protect our proprietary rights to the technologies used in our services. We have a patent pending for a social networking aggregator to track illnesses. There is no guarantee that this patent will be issued. We were notified in February 2017 by the U.S. Patent and Trademark Office that the claims of the application were rejected, and have since filed a request for consideration. We have also filed a provisional patent application. Filing a provisional patent application only indicates that we are pursuing protection, but the scope of protection, or whether a patent will even be granted, is still undetermined. We are not currently protected from our competitors. Moreover, any patents issued to us may be challenged, invalidated, found unenforceable or circumvented in the future. Any intellectual enforcement efforts the Company seeks to undertake, including litigation, could be time-consuming and expensive and could divert management's attention.

***We rely heavily on our technology and intellectual property, but we may be unable to adequately or cost-effectively protect or enforce our intellectual property rights, thereby weakening our competitive position and increasing operating costs.*** To protect our rights in our services and technology, we rely on a combination of copyright and trademark laws, patents, trade secrets, confidentiality agreements with employees and third parties, and protective contractual provisions. We also rely on laws pertaining to trademarks and domain names to protect the value of our corporate brands and reputation. Despite our efforts to protect our proprietary rights, unauthorized parties may copy aspects of our services or technology, obtain and use information, marks, or technology that we regard as proprietary, or otherwise violate or infringe our intellectual property rights. In addition, it is possible that others could independently develop substantially equivalent intellectual property. If we do not effectively protect our intellectual property, or if others independently develop substantially equivalent intellectual property, our competitive position could be weakened.

Effectively policing the unauthorized use of our services and technology is time-consuming and costly, and the steps taken by us may not prevent misappropriation of our technology or other proprietary assets. The efforts we have taken to protect our proprietary rights may not be sufficient or effective, and unauthorized parties may copy aspects of our services, use similar marks or domain names, or obtain and use information, marks, or technology that we regard as proprietary. We may have to litigate to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of others' proprietary rights, which are sometimes not clear or may change. Litigation can be time consuming and expensive, and the outcome can be difficult to predict.

***Some of the existing holders of securities in the Company have preemptive and other anti-dilution rights that may limit the ownership percentages of investors in this Combined Offering.*** The Company has previously issued securities under agreements that give their holders the ability to exercise preemptive and other anti-dilution rights (outlined below under "Capitalization and Ownership - Capitalization"). The exercise of such rights may limit the ownership stake of investors investing through this Combined Offering.

***The Company received approximately 65% and 72% of its revenue from two customers for the years ended April 30, 2018 and 2017, respectively.*** The Company was owed approximately 87% of its accounts receivable balance from two customers as of April 30, 2018.

***We are subject to rapid technological change and dependence on new product development.*** Our industry is characterized by rapid and significant technological developments, frequent new product introductions and enhancements, continually evolving business expectations and swift changes. To compete effectively in such

markets, we must continually improve and enhance our products and services and develop new technologies and services that incorporate technological advances, satisfy increasing customer expectations and compete effectively on the basis of performance and price. Our success will also depend substantially upon our ability to anticipate, and to adapt our products and services to our collaborative partner's preferences. There can be no assurance that technological developments will not render some of our products and services obsolete, or that we will be able to respond with improved or new products, services, and technology that satisfy evolving customers' expectations. Failure to acquire, develop or introduce new products, services, and enhancements in a timely manner could have an adverse effect on our business and results of operations. Also, to the extent one or more of our competitors introduces products and services that better address a customer's needs, our business would be adversely affected.

***Failure to obtain new clients or renew client contracts on favorable terms could adversely affect results of operations.*** We may face pricing pressure in obtaining and retaining our clients. Our clients may be able to seek price reductions from us when they renew a contract, when a contract is extended, or when the client's business has significant volume changes. They may also reduce services if they decide to move services in-house. On some occasions, this pricing pressure results in lower revenue from a client than we had anticipated based on our previous agreement with that client. This reduction in revenue could result in an adverse effect on our business and results of operations.

Further, failure to renew client contracts on favorable terms could have an adverse effect on our business. Our contracts with clients generally run for several years and include liquidated damage provisions that provide for early termination fees. Terms are generally renegotiated prior to the end of a contract's term. If we are not successful in achieving a high rate of contract renewals on favorable terms, our business and results of operations could be adversely affected.

***We depend on third party providers, suppliers and licensors to supply some of the hardware, software and operational support necessary to provide some of our services.*** We obtain these materials from a limited number of vendors, some of which do not have a long operating history or which may not be able to continue to supply the equipment and services we desire. Some of our hardware, software and operational support vendors represent our sole source of supply or have, either through contract or as a result of intellectual property rights, a position of some exclusivity. If demand exceeds these vendors' capacity or if these vendors experience operating or financial difficulties, or are otherwise unable to provide the equipment or services we need in a timely manner, at our specifications and at reasonable prices, our ability to provide some services might be materially adversely affected, or the need to procure or develop alternative sources of the affected materials or services might delay our ability to serve our customers. These events could materially and adversely affect our ability to retain and attract customers, and have a material negative impact on our operations, business, financial results and financial condition.

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

***In order for the Company to compete and grow, it must attract, recruit, retain and develop the necessary personnel who have the needed experience.*** Recruiting and retaining highly qualified personnel is critical to our success. These demands may require us to hire additional personnel and will require our existing management personnel to develop additional expertise. We face intense competition for personnel. The failure to attract and retain personnel or to develop such expertise could delay or halt the development and commercialization of our product candidates. If we experience difficulties in hiring and retaining personnel in key positions, we could suffer from delays in product development, loss of customers and sales and diversion of management resources, which could adversely affect operating results. Our consultants and advisors may be employed by third parties and may have commitments under consulting or advisory contracts with third parties that may limit their availability to us.

*The Company's success depends on the experience and skill of the board of directors, its executive officers and key employees.* In particular, the Company is dependent on Graham Dodge, James Sajor, and Michael Belt. The Company has not entered into employment agreements with these people and there can be no assurance that they will continue to be involved in the Company's operations for a particular period of time. The loss of our key employees or any member of the board of directors or executive officer could harm the Company's business, financial condition, cash flow and results of operations.

*We are not subject to Sarbanes-Oxley regulations and lack the financial controls and safeguards required of public companies.* We do not have the internal infrastructure necessary, and are not required, to complete an attestation about our financial controls that would be required under Section 404 of the Sarbanes-Oxley Act of 2002. There can be no assurance that there are no significant deficiencies or material weaknesses in the quality of our financial controls. We expect to incur additional expenses and diversion of management's time if and when it becomes necessary to perform the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements.

*We are subject to many U.S. federal and state laws and regulations, including those related to privacy, rights of publicity, and law enforcement.* These laws and regulations are constantly evolving and may be interpreted, applied, created, or amended, in a manner that could harm our business. The technology and use of the technology in our product may not be legislated, and it is uncertain whether different states will legislate around this technology, and, if they do, how they will do so. Violating existing or future regulatory orders or consent decrees could subject us to substantial monetary fines and other penalties that could negatively affect our financial condition and results of operations.

## **BUSINESS**

### **Description of the Business**

Sickweather is a predictive, hyperlocal illness forecasting platform serving over 3 billion Application Programming Interface ("API") requests per month - and has replaced the Centers for Disease Control & Prevention (the "CDC") as the flu map data provider for the Weather Channel.

Sickweather knows where sick people are, and where they will be, with real time and predictive insights at the point of incidence. Our illness forecasts and infectious disease models provide insights at zip code and street level with predictions up to 15 weeks in advance - not only for caregivers to know when and where illness outbreaks occur, but also consumer healthcare brands, pharma and retailers to better manage their supply chain.

### **Business Plan**

Everyday thousands of people around the globe update social media sites like Facebook and Twitter when they (or someone close to them) get sick. When informational posts like "I'm sick," "The doc says I have bronchitis," and "My son has chickenpox" are made publicly available by the user and contain location information, we are able to track and map this data using our patent-pending algorithm.

Sickweather allows its members and third party partners to report directly to our map and forecast anonymously via our mobile apps. Users can select from a menu of illnesses that we track or post a message to any location you follow in Sickweather Groups. If you report symptoms or illnesses that we aren't tracking, that information will be processed by our algorithm to automatically make suggestions for expanding our tracking capabilities.

Our data is regularly correlated and validated against available data from the CDC, point-of-sale data for related medications, and demographic and census data. These datasets help us know how accurate our other methods are for tracking and forecasting illnesses.

Advanced machine learning models are used to measure the rate of real-time input compared to our extensive archived data (carefully curated since 2011) to predict the rate of illnesses up to 15 weeks in advance with 91% accuracy. We make these predictions and data outputs available via our consumer-facing applications for the general public, as well as our API and Sickweather Pro SaaS dashboard used by developers, data scientists and epidemiologists across several industries.

## The Company's Products and/or Services

Product / Service	Description	Current Market
Social Networking Aggregator to Track Illnesses	Our self serve, enterprise API console allows health IT, public health and ad-tech developers to easily integrate Sickweather's insights into their own data ecosystem, trading desks and CRMs, while our analytics dashboard called Sickweather Pro provides detailed analytics, data export tools, and interactive forecasts in an easy to use format.	Individual consumers and businesses

### Competition

The markets in which our products are sold are highly competitive. Our products compete against similar products of many large and small companies, including well-known global competitors. In many of the markets and industry segments in which we sell our products, we compete against other branded products as well as retailers' private-label brands. Product quality, performance, value and packaging are also important differentiating factors.

### Customer Base

Our customers include individual consumers (such as data scientists) and businesses in the pharmaceutical, insurance, retail, household hygiene, and OTC industries.

### Intellectual Property

The Company is dependent on the following intellectual property:

#### Trademarks

Application or Registration #	Goods / Services	Mark	File Date	Grant Date	Country
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4219325	Computer services, namely, creating an online community for registered users to participate in discussions, get feedback from their peers, form virtual communities, and engage in social networking services in the field of health and wellness.	SICKWEATHER	October 11, 2011	October 2, 2012	U.S.
4215372	Computer services, namely, creating an online community for registered users to participate in discussions, get feedback from their peers, form virtual communities, and engage in social networking services in the field of health and wellness.		October 11, 2011	September 25, 2012	U.S.
87846188*	Computer application software for mobile devices and mobile phones, namely, software for providing alerts consisting of content generated by customer-selected options and content of others that is automatically selected and customized based on the known or estimated geographical location of mobile telephone or other wireless digital network-based customers	SICKZONE	March 22, 2018	N/A	U.S.

\*This trademark has not been granted. The trademark was published for opposition on September 4, 2018.

**Patents**

Application or Registration #	Title	File or Receipt Date	Grant Date	Country or Jurisdiction
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61496625*	SOCIAL NETWORKING AGGREGATOR TO TRACK ILLNESSES	June 14, 2011	Not Applicable	U.S.
PCT/US2012/042441**	SOCIAL NETWORKING AGGREGATOR TO TRACK ILLNESSES	June 14, 2012	December 20, 2012	U.S. **, United Nations (World Intellectual Property Organization)

\*Provisional application: this patent has not been issued.

\*\*Patent pending: this patent has not been issued. An amendment was filed on January 6, 2016. We were notified with a non-final Office Action from the U.S. Patent and Trademark Office on February 8, 2017 that the application's claims were rejected. We filed a request for consideration on April 24, 2017.

### Litigation

None

### DIRECTORS, OFFICERS, AND MANAGERS

The directors, officers, and managers of the Company are listed below along with all positions and offices held at the Company, their principal occupation and employment responsibilities for the past three (3) years, and their educational background and qualifications.

#### Name

Graham Dodge

#### *All positions and offices held with the Company and date such position(s) was held with start and ending dates*

Co-Founder and CEO, January 2011 - Present

- Strategic development, fundraising, and company management.

#### Name

James Sajor

#### *All positions and offices held with the Company and date such position(s) was held with start and ending dates*

Co-Founder and COO, January 2011 - Present

- Human resources, payroll, bookkeeping, company management, and strategic development.

#### Name

Michael Belt

#### *All positions and offices held with the Company and date such position(s) was held with start and ending dates*

Co-Founder and CTO, January 2011 - Present

- Technical and developer management, system administration, data ingestion management.

#### Name

Zephirin Lasker

#### *All positions and offices held with the Company and date such position(s) was held with start and ending dates*

Advisor, Board of Directors Chairman, September 2011 - present

- Advisory services

#### Name

Laurel Edelman

***All positions and offices held with the Company and date such position(s) was held with start and ending dates***  
Advisor, February 2017 – July 2018; CRO (Chief Revenue Officer), July 2018 - present

- Advisory services, Business Development, sales team and client management

***Limitations of Liability and Indemnification of Directors and Officers***

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from actual receipt of an improper benefit or profit in money, property or services or active and deliberate dishonesty that is established by a final judgment and is material to the cause of action. The Company's Charter contains such a provision that eliminates such liability to the maximum extent permitted by Maryland law.

The Maryland General Corporation Law (the "MGCL") requires a Maryland corporation (unless the charter provides otherwise, which the Company's Charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made a party by reason of his or her service in that capacity. The MGCL permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made or threatened to be made a party by reason of their service in those or other capacities unless it is established that:

- the act or omission of the director or officer was material to the matter giving rise to the proceeding and (a) was committed in bad faith or (b) was the result of active and deliberate dishonesty;
- the director or officer actually received an improper personal benefit in money, property or services; or
- in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful.

A corporation may not indemnify a director or officer in a suit by or on behalf of the corporation in which the director or officer was adjudged liable to the corporation or in a suit in which the director or officer was adjudged liable on the basis that personal benefit was improperly received. A court may order indemnification if it determines that the director or officer is fairly and reasonably entitled to indemnification, even though the director or officer did not meet the prescribed standard of conduct or was adjudged liable on the basis that personal benefit was improperly received. However, indemnification for an adverse judgment in a suit by or on behalf of the corporation, or for a judgment of liability on the basis that personal benefit was improperly received, is limited to expenses.

In addition, the MGCL permits a corporation to advance reasonable expenses to a director or officer upon receipt of:

- a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation; and
- a written undertaking by the director or officer or on the director's or officer's behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the director or officer did not meet the standard of conduct.

Under the Company's Charter and Bylaws, the Company is obligated, to the maximum extent permitted by Maryland law in effect from time to time, to indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, pay or reimburse reasonable expenses in advance of final disposition of a proceeding to:

- any present or former director or officer of the Company who is made or threatened to be made a party to, or witness in, the proceeding by reason of his or her service in that capacity; or

- any individual who, while a director or officer of the Company and at its request, serves or has served as a director, officer, trustee, member, manager, or partner of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or any other enterprise and who is made or threatened to be made a party to, or witness in, the proceeding by reason of his or her service in that capacity.

The Company's Charter and Bylaws also permit the Company to indemnify and advance expenses to any person who served a predecessor of the Company in any of the capacities described above and any employee or agent of the Company or a predecessor of the Company.

**Employees**

The Company currently has 1 employee(s) in Maryland, 1 employee(s) in Missouri and 1 employee(s) in California.

**CAPITALIZATION AND OWNERSHIP**

**Capitalization**

The Company has issued the following outstanding Securities as of April 30, 2018:

<b>Type of security</b>	Common Stock
<b>Amount outstanding</b>	384,260 shares*
<b>Voting Rights</b>	As per the Company's Bylaws, each outstanding share entitles the holder thereof to cast one vote on each matter submitted to a vote at a meeting of stockholders.
<b>How this Security may limit, dilute or qualify the Securities issued pursuant to Regulation CF</b>	Not Applicable
<b>Percentage ownership of the Company by the holders of such Securities prior to the Offering.</b>	38%
<b>Other Material Terms</b>	Not Applicable

\*478 shares of Common Stock remain subject to vesting on February 1, 2019. PBTS Holdings LLC, an existing common stockholder of the Company, holds 22,216.14 shares that are subject to an anti-dilution protection that maintains a 6% holding of the outstanding shares on a fully diluted basis prior to a qualified financing.

<b>Type of security</b>	Series Seed Preferred Shares
<b>Amount outstanding</b>	620,169
<b>Voting Rights</b>	As per the Company's Bylaws, each outstanding share entitles the holder thereof to cast one vote on each matter submitted to a vote at a meeting of stockholders.
<b>How this Security may limit, dilute or qualify the Securities issued pursuant to Regulation CF</b>	Not Applicable
<b>Percentage ownership of the Company by the holders of such Securities prior to the Offering.</b>	62%
<b>Other Material Terms</b>	Not Applicable

The Company has issued a \$100,000 note (the "Note") to the Maryland Technology Development Corporation (TEDCO) which bears interest at a rate of 8% and matures in August 2020.

In the event that, before the maturity date, the Company (i) receives equity financing in an aggregate amount of \$500,000 or more from one or more investors or (ii) is acquired by another entity, including any transfer of more than 50% of the voting power of the Company, reorganization, merger, or consolidation or (iii) sells or transfers substantially all of its assets, then the principal amount of the Note and all accrued interest may, upon TEDCO's request (i) be converted into equity immediately prior to closing of any of the aforementioned events at the same price and on the same terms and conditions as any equity issued to the aforementioned investor(s) or (ii) be paid in full by the Company to TEDCO.

Interest accrued on the Notes (including the TEDCO note) was \$24,407 and \$87,617 as of April 30, 2018 and 2017.

### **Ownership**

A majority of the Company is currently owned by a few individuals. These people are Graham Dodge, Michael Belt, and James Sajor.

Below the beneficial owners of 20% percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power, are listed along with the amount they own:

- New Direction IRA Inc., holder of 210,011 shares of Series Seed Preferred Stock, equating to 20.89% ownership on a fully diluted basis.

### **FINANCIAL INFORMATION**

**Please see the financial information listed on the cover page of this Form C and attached hereto in addition to the following information. Financial statements are attached hereto as Exhibit B.**

### **Operations**

The Company was converted into a Maryland corporation in 2015 (after starting as a Delaware limited liability company in 2011) and provides business and technology solutions through custom application and software development, specializing in scanning social networks for indicators of illness, and publishing data allowing users to check for the chance of sickness in their geographic area.

Additionally, the Company plans to reduce operating expenses by minimizing the use of external contractors and is working to secure more recurring revenue sources. The Company plans to grow by: 1) focusing outbound sales on current product-market fit with programmatic advertising platforms to increase monthly recurring revenue; 2) developing inside sales processes with current large clientele; and 3) improving their consumer facing app which has historically driven inbound sales at the top of their sales funnel through earned media attention.

### **Liquidity and Capital Resources**

The financial statements of the Company have been prepared using GAAP applicable to a going concern which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

In operation for several years, the Company is still working diligently to more widely market its unique technologies. In its development stage the Company has experienced losses and negative cash flows from operations since inception.

The Company's operations had been funded primarily by debt and convertible debt, all but \$100,000 of which was converted to equity as of April 30, 2018. Future funding to finance its business strategy, operations and growth is expected to be provided by revenue from new sales and additional capital infusion from current investors, if needed.

Additionally, the Company shows evidence of its ability to secure more business and grow revenue in calendar year 2018 compared to calendar year 2017, and expects to continue that growth by honing its strategy in the following ways: 1) focus outbound sales on current product-market fit with programmatic advertising platforms to increase

monthly recurring revenue; 2) develop inside sales processes with current large clientele; and 3) improve its consumer facing app which has historically driven inbound sales at the top of their sales funnel through earned media attention. To supplement its growth strategy, the Company hired a seasoned sales executive subsequent to year-end and has already begun to see a positive result in increased sales.

Although management has a reasonable expectation that the Company has adequate resources to continue in operational existence, there is substantial doubt about the ability of the company to continue as a going concern within twelve months after the date of the financial statement issuance (attached as Exhibit B).

### **Capital Expenditures and Other Obligations**

The Company does not intend to make any material capital expenditures in the future.

### **Trends and Uncertainties**

After reviewing the above discussion of the steps the Company intends to take, potential Purchasers should consider whether achievement of each step within the estimated time frame is realistic in their judgment. Potential Purchasers should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

The financial statements are an important part of this Form C-AR and should be reviewed in their entirety. The financial statements of the Company are attached hereto as Exhibit B.

### **Classes of securities of the Company**

#### **Common Stock**

##### *Dividend Rights*

Yes

##### *Voting Rights*

Yes

##### *Right to Receive Liquidation Distributions*

Yes, junior to those for the Series Seed Preferred Stock

##### *Rights and Preferences*

Additional rights and obligations set forth in the Company's Stockholders Agreement

#### **Series Seed Preferred Stock**

##### *Dividend Rights*

Holders of Series Seed Preferred Stock are entitled to receive dividends pari passu with holders of Common Stock, as may be authorized from time to time by the board of directors and declared by the Company out of legally available funds. The Company has never declared or paid cash dividends on any of its capital stock and currently does not anticipate paying any cash dividends after this offering or in the foreseeable future.

##### *Voting Rights*

Holders of shares of Series Seed Preferred Stock are entitled to vote on all matters submitted to a vote of the stockholders on an as-converted basis and as a single class with the holders of Common Stock. So long as at least 25% of the initially issued number of shares of Series Seed Preferred Stock is outstanding, specific matters submitted to a vote of the stockholders will require the approval of the holders of a majority of the outstanding shares of Series Seed Preferred Stock voting as a separate class. These matters include any vote to:

- alter the rights, powers or privileges of the Series Seed Preferred Stock set forth in the Company's Charter or Bylaws, as then in effect, in a way that adversely affects the Series Seed Preferred Stock;
- increase or decrease the authorized number of shares of any class or series of stock of the Company;

- authorize or create (by reclassification or otherwise) any new class or series of stock having rights, powers, or privileges set forth in the Charter, as then in effect, that are senior to or on a parity with the Series Seed Preferred Stock;
- redeem or repurchase any shares of Common Stock or Series Seed Preferred Stock (other than pursuant to (a) employee or consultant agreements giving the Company the right to repurchase shares upon the termination of services pursuant to the terms of the applicable agreement or (b) the Stockholders Agreement);
- declare or pay any dividend or otherwise make a distribution to holders of Series Seed Preferred Stock or Common Stock;
- increase or decrease the number of directors; or
- liquidate, dissolve, or wind-up the business and affairs of the Company, effect any deemed liquidation event, or consent, agree or commit to do any of the foregoing without conditioning such consent, agreement or commitment upon obtaining approval of the holders of Series Seed Preferred Stock.

In addition, so long as at least 25% of the initially issued number of shares of Series Seed Preferred Stock is outstanding, the Series Seed Preferred holders may designate one person to serve on the Company's Board of Directors.

#### *Right to Receive Liquidation Distributions*

In the event of our liquidation, dissolution, or winding up, holders of our Series Seed Preferred Stock will be entitled to receive the greater of the original issue price, plus any dividends declared but unpaid or such amounts that they would have received had all shares of Series Seed Preferred Stock been converted to shares of Common Stock. Holders of Series Seed Preferred Stock receive these distributions before any distribution to holders of Common Stock.

#### *Conversion Rights*

The Series Seed Preferred Stock are convertible into one share of Common Stock (subject to proportional adjustments for stock splits, stock dividends and the like) at any time at the option of the holder. The Series Seed Preferred Stock will automatically convert into shares of Common Stock at the applicable ratio upon a firm-commitment underwritten public offering of shares of Common Stock or upon the consent of the holders of a majority of the outstanding shares of Series Seed Preferred Stock.

#### *Rights under the Series Seed Preferred Stock Investment Agreement*

Under the Series Seed Preferred Stock Investment Agreement (the "Investment Agreement"), investors who have invested \$50,000 or greater are designated Major Purchasers. Major Purchasers are granted some additional rights and preferences under the Investment Agreement, as summarized below. If the next equity financing the Company undertakes provides for more favorable provisions (e.g., registration rights, rights of co-sale, etc.), holders of Series Seed Preferred Stock will be entitled to substantially similar provisions. Further holders who are Major Purchasers under the Investment Agreement relating to this offering, will be considered Major Purchasers with respect to provisions in the next financing (to the extent the Major Purchaser concept is used in such financing). In addition, for so long as a Major Purchaser owns at least \$50,000 in shares of Series Seed Preferred Stock, such Major Purchaser will be entitled to exercise a right of first refusal for a pro-rata number of shares of Common Stock being transferred by stockholders as set forth in Section 5(c) of the Stockholders Agreement. Major Purchasers are entitled to participation rights granting them the right of first refusal to purchase their pro rata share of new shares of Common Stock and preferred stock of the Company.

Holders of Series Seed Preferred Stock are subject to a drag-along provision as set forth in the Investment Agreement, pursuant to which, and subject to certain exemptions, each holder of shares of the Company agrees that, in the event the Company's board of directors, and a majority of both (i) the holders of the Company's Common Stock then outstanding, and (ii) the holders of a majority of the Common Stock that is then issued or issuable upon conversion of the Series Seed Preferred Stock vote in favor of a deemed liquidation event (e.g., merger or sale of the company) and agree to transfer their respective shares, then all holders of shares will vote in favor of the deemed liquidation event and if requested perform any action reasonably required to transfer their shares.

All Non-Major Purchasers of Series Seed Preferred Stock will be bound by an investment management agreement. This agreement will limit your voting rights and at a later time may require you to convert your shares of Series Seed Preferred Stock into shares of Common Stock without your consent. Non-Major Purchasers will be bound by

this agreement, unless Non-Major Purchasers holding a majority of the outstanding shares of Series Seed Preferred Stock held by Non-Major Purchasers vote to terminate the agreement.

### **Transfer Agent**

We have selected VStock Transfer, LLC, an SEC-registered securities transfer agent, to act as our transfer agent.

### **Restrictions on Transfer**

Any Securities sold pursuant to Regulation CF being offered may not be transferred by any Purchaser of such Securities during the one-year holding period beginning when the Securities were issued, unless such Securities were transferred: 1) to the Company, 2) to an accredited investor, as defined by Rule 501(a) of Regulation D of the 1933 Act, as amended, 3) as part of an Offering registered with the SEC or 4) to a member of the family of the Purchaser or the equivalent, to a trust controlled by the Purchaser, to a trust created for the benefit of a family member of the Purchaser or the equivalent, or in connection with the death or divorce of the Purchaser or other similar circumstances. "Member of the family" as used herein means a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother/father/daughter/son/sister/brother-in-law, and includes adoptive relationships. Remember that although you may legally be able to transfer the Securities, you may not be able to find another party willing to purchase them.

### **Other Material Terms**

The Company does not have the right to repurchase the Series Seed Preferred Stock.

### **Previous Offerings of Securities**

As of April 30, 2018, 620,169 shares of Series Seed Preferred Stock were issued and outstanding, of which 210,011 shares were issued through a combined equity offering in January 2018 under Regulation CF and Rule 506(c) of Regulation D for a total of \$962,147, 10,500 shares (with a fair value of \$48,014) were issued as a fee to the SI Securities, LLC, which served as placement agent of the Offering, and the remainder was issued as a result of the conversions of the convertible debt and KISS loan payable to preferred stock. Proceeds from the Offering were used for data science, sales development, marketing, and operational expenses.

### **Related Person Transactions**

From time to time the Company may engage in transactions with related persons. Related persons are defined as any director or officer of the Company; any person who is the beneficial owner of 10% or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; any promoter of the Company; any immediate family member of any of the foregoing persons or an entity controlled by any such person or persons.

The Company has conducted the following transactions with related persons: None.

### **Conflicts of Interest**

The Company has engaged in the following transactions or relationships, which may give rise to a conflict of interest with the Company, its operations and its security holders: Not Applicable.

## **OTHER INFORMATION**

### **Bad Actor Disclosure**

None

## **REGULATORY INFORMATION**

### **Disqualification**

Neither the company nor any of our officers or managing members is disqualified from relying on Regulation Crowdfunding.

### **Compliance failure**

We have not previously been subject to the ongoing reporting requirements of Regulation Crowdfunding and, as such, have not previously failed to comply with the requirements of Rule 202. However, the company is 79 days late on filing the 2017 annual report.

## SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

/s/Graham Dodge

(Signature)

Graham Dodge

(Name)

Co-Founder and CEO

(Title)

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C has been signed by the following persons in the capacities and on the dates indicated.

/s/Graham Dodge

(Signature)

Graham Dodge

(Name)

Co-Founder and CEO

(Title)

November 5, 2018

(Date)

/s/James Sajor

(Signature)

James Sajor

(Name)

Co-Founder and COO

(Title)

November 5, 2018

(Date)

/s/Michael Belt

\_\_\_\_\_  
(Signature)

Michael Belt

\_\_\_\_\_  
(Name)

Co-Founder and CTO

\_\_\_\_\_  
(Title)

November 5, 2018

\_\_\_\_\_  
(Date)

***Instructions.***

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.

2. The name of each person signing the form shall be typed or printed beneath the signature.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

**EXHIBIT B**  
*Financials*